

ALEXANDRIA REAL ESTATE EQUITIES INC
Form 10-Q
August 07, 2014

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

FORM 10-Q

(Mark One)

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

For the quarterly period ended June 30, 2014

OR

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

For the transition period from _____ to _____

Commission file number 1-12993

ALEXANDRIA REAL ESTATE EQUITIES, INC.
(Exact name of registrant as specified in its charter)

Maryland

95-4502084

(State or other jurisdiction of
incorporation or organization)

(I.R.S. Employer Identification Number)

385 East Colorado Boulevard, Suite 299, Pasadena, California 91101

(Address of principal executive offices) (Zip code)

(626) 578-0777

(Registrant's telephone number, including area code)

N/A

(Former name, former address and former fiscal year, if changed since last report)

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

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

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

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Large accelerated filer x

Accelerated filer o

Non-accelerated filer o (Do not check if a smaller reporting company)

Smaller reporting
company o

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes o No y

As of July 18, 2014, 71,749,433 shares of common stock, par value \$.01 per share, were outstanding.

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PART I – FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS (UNAUDITED)

Alexandria Real Estate Equities, Inc.
 Consolidated Balance Sheets
 (In thousands)
 (Unaudited)

| | June 30, 2014 | December 31, 2013 |
|--|---------------|----------------------|
| Assets | | |
| Investments in real estate | \$7,030,117 | \$6,776,914 |
| Cash and cash equivalents | 61,701 | 57,696 |
| Restricted cash | 24,519 | 27,709 |
| Tenant receivables | 10,654 | 9,918 |
| Deferred rent | 214,793 | 190,425 |
| Deferred leasing and financing costs | 193,621 | 192,658 |
| Investments | 174,802 | 140,288 |
| Other assets | 105,442 | 134,156 |
| Total assets | \$7,815,649 | \$7,529,764 |
| Liabilities, Noncontrolling Interests, and Equity | | |
| Secured notes payable | \$615,551 | \$708,831 |
| Unsecured senior notes payable | 1,048,310 | 1,048,230 |
| Unsecured senior line of credit | 571,000 | 204,000 |
| Unsecured senior bank term loans | 1,100,000 | 1,100,000 |
| Accounts payable, accrued expenses, and tenant security deposits | 434,528 | 435,342 |
| Dividends payable | 57,377 | 54,420 |
| Total liabilities | 3,826,766 | 3,550,823 |
| Commitments and contingencies | | |
| Redeemable noncontrolling interests | 14,381 | 14,444 |
| Alexandria Real Estate Equities, Inc.'s stockholders' equity: | | |
| Series D cumulative convertible preferred stock | 250,000 | 250,000 |
| Series E cumulative redeemable preferred stock | 130,000 | 130,000 |
| Common stock | 713 | 712 |
| Additional paid-in capital | 3,542,334 | 3,572,281 |
| Accumulated other comprehensive loss | (16,245 |) (36,204 |
| Alexandria's stockholders' equity | 3,906,802 | 3,916,789 |
| Noncontrolling interests | 67,700 | 47,708 |
| Total equity | 3,974,502 | 3,964,497 |
| Total liabilities, noncontrolling interests, and equity | \$7,815,649 | \$7,529,764 |

The accompanying notes are an integral part of these consolidated financial statements.

Alexandria Real Estate Equities, Inc.
Consolidated Statements of Income
(In thousands, except per share amounts)
(Unaudited)

| | Three Months Ended June 30, | | Six Months Ended June 30, | |
|---|-----------------------------|------------|---------------------------|------------|
| | 2014 | 2013 | 2014 | 2013 |
| Revenues: | | | | |
| Rental | \$ 134,992 | \$ 114,493 | \$ 265,562 | \$ 226,019 |
| Tenant recoveries | 40,944 | 35,869 | 82,626 | 71,434 |
| Other income | 466 | 3,568 | 4,400 | 6,560 |
| Total revenues | 176,402 | 153,930 | 352,588 | 304,013 |
| Expenses: | | | | |
| Rental operations | 52,353 | 46,277 | 104,860 | 91,463 |
| General and administrative | 13,836 | 12,455 | 27,060 | 24,103 |
| Interest | 17,433 | 15,978 | 36,556 | 33,998 |
| Depreciation and amortization | 57,314 | 46,344 | 107,735 | 92,173 |
| Loss on early extinguishment of debt | — | 560 | — | 560 |
| Total expenses | 140,936 | 121,614 | 276,211 | 242,297 |
| Income from continuing operations | 35,466 | 32,316 | 76,377 | 61,716 |
| (Loss) income from discontinued operations | (147 |) 249 | (309 |) 1,086 |
| Gain on sale of land parcel | 797 | 772 | 797 | 772 |
| Net income | 36,116 | 33,337 | 76,865 | 63,574 |
| Dividends on preferred stock | (6,472 |) (6,471 |) (12,943 |) (12,942 |
| Net income attributable to noncontrolling interests | (1,307 |) (980 |) (2,502 |) (1,962 |
| Net income attributable to unvested restricted stock awards | (405 |) (403 |) (779 |) (745 |
| Net income attributable to Alexandria's common stockholders | \$ 27,932 | \$ 25,483 | \$ 60,641 | \$ 47,925 |
| Earnings per share attributable to Alexandria's common stockholders – basic and diluted: | | | | |
| Continuing operations | \$ 0.39 | \$ 0.38 | \$ 0.85 | \$ 0.72 |
| Discontinued operations | — | — | — | 0.02 |
| Earnings per share – basic and diluted | \$ 0.39 | \$ 0.38 | \$ 0.85 | \$ 0.74 |

The accompanying notes are an integral part of these consolidated financial statements.

Alexandria Real Estate Equities, Inc.
Consolidated Statements of Comprehensive Income
(In thousands)
(Unaudited)

| | Three Months Ended June 30, | | Six Months Ended June 30, | |
|---|-----------------------------|----------|---------------------------|----------|
| | 2014 | 2013 | 2014 | 2013 |
| Net income | \$36,116 | \$33,337 | \$76,865 | \$63,574 |
| Other comprehensive income: | | | | |
| Unrealized (losses) gains on marketable securities: | | | | |
| Unrealized holding (losses) gains arising during the period | (2,734 |) 44 | 16,045 | 360 |
| Reclassification adjustment for losses (gains) included in net income | 406 | 42 | 406 | (230 |
| Unrealized (losses) gains on marketable securities, net | (2,328 |) 86 | 16,451 | 130 |
| Unrealized (losses) gains on interest rate swap agreements: | | | | |
| Unrealized interest rate swap (losses) gains arising during the period | (2,526 |) 105 | (3,914 |) (28 |
| Reclassification adjustment for amortization of interest expense included in net income | 1,123 | 3,834 | 4,613 | 8,142 |
| Unrealized (losses) gains on interest rate swap agreements, net | (1,403 |) 3,939 | 699 | 8,114 |
| Foreign currency translation gains (losses) | 5,915 | (20,698 |) 2,809 | (23,057 |
| Total other comprehensive income (loss) | 2,184 | (16,673 |) 19,959 | (14,813 |
| Comprehensive income | 38,300 | 16,664 | 96,824 | 48,761 |
| Less: comprehensive income attributable to noncontrolling interests | (1,307 |) (1,008 |) (2,502 |) (1,906 |
| Comprehensive income attributable to Alexandria's common stockholders | \$36,993 | \$15,656 | \$94,322 | \$46,855 |

The accompanying notes are an integral part of these consolidated financial statements.

Alexandria Real Estate Equities, Inc.

Consolidated Statements of Changes in Stockholders' Equity and Noncontrolling Interests

(Dollars in thousands)

(Unaudited)

| | Alexandria Real Estate Equities, Inc.'s Stockholders' Equity | | | | | | | | | |
|--|--|--|-------------------------------|-----------------|----------------------------------|----------------------|--------------------------------|---|-----------------------------|-----------------|
| | Series D Cumulative Convertible Preferred Stock | Series E Cumulative Redeemable Preferred Stock | Number of Common Shares | Common Stock | Additional Paid-In Capital | Retained Earnings | Other Comprehensive Loss | Accumulated Other Comprehensive Income | Noncontrolling Interests | Total Equity |
| Balance as of December 31, 2013 | \$250,000 | \$130,000 | 71,172,197 | \$712 | \$3,572,281 | \$— | \$(36,204) | \$47,708 | \$3,964,497 | \$14,444 |
| Net income | — | — | — | — | — | 74,363 | — | 1,970 | 76,333 | 532 |
| Total other comprehensive income | — | — | — | — | — | — | 19,959 | — | 19,959 | — |
| Contributions by noncontrolling interests | — | — | — | — | — | — | — | 19,410 | 19,410 | — |
| Distributions to noncontrolling interests | — | — | — | — | — | — | — | (1,388) | (1,388) | (595) |
| Issuances pursuant to stock plan | — | — | 145,884 | 1 | 10,457 | — | — | — | 10,458 | — |
| Dividends declared on common stock | — | — | — | — | — | (101,824) | — | — | (101,824) | — |
| Dividends declared on preferred stock | — | — | — | — | — | (12,943) | — | — | (12,943) | — |
| Distributions in excess of earnings | — | — | — | — | (40,404) | 40,404 | — | — | — | — |
| Balance as of June 30, 2014 | \$250,000 | \$130,000 | 71,318,081 | \$713 | \$3,542,334 | \$— | \$(16,245) | \$67,700 | \$3,974,502 | \$14,381 |

The accompanying notes are an integral part of these consolidated financial statements.

Alexandria Real Estate Equities, Inc.
 Consolidated Statements of Cash Flows
 (In thousands)
 (Unaudited)

| | Six Months Ended June 30, | |
|---|---------------------------|-------------|
| | 2014 | 2013 |
| Operating Activities | | |
| Net income | \$76,865 | \$63,574 |
| Adjustments to reconcile net income to net cash provided by operating activities: | | |
| Depreciation and amortization | 107,735 | 93,575 |
| Loss on early extinguishment of debt | — | 560 |
| Gain on sale of land parcel | (797) | (772) |
| Loss on sale of real estate | — | 121 |
| Amortization of loan fees and costs | 5,304 | 4,813 |
| Amortization of debt premiums/discounts | 136 | 237 |
| Amortization of acquired above and below market leases | (1,434) | (1,660) |
| Deferred rent | (24,619) | (14,437) |
| Stock compensation expense | 6,304 | 7,812 |
| Investment gains | (6,225) | (2,666) |
| Investment losses | 5,240 | 529 |
| Changes in operating assets and liabilities: | | |
| Restricted cash | — | 392 |
| Tenant receivables | (735) | 847 |
| Deferred leasing costs | (17,452) | (23,109) |
| Other assets | (5,916) | 6,110 |
| Accounts payable, accrued expenses, and tenant security deposits | 85 | 8,215 |
| Net cash provided by operating activities | 144,491 | 144,141 |
| Investing Activities | | |
| Proceeds from sales of properties | 17,868 | 101,815 |
| Additions to properties | (210,792) | (298,927) |
| Purchase of properties | (97,785) | — |
| Change in restricted cash related to construction projects | 5,650 | (8,889) |
| Contributions to unconsolidated real estate entity | (1,405) | (4,889) |
| Loss in investments from unconsolidated real estate entity | — | (293) |
| Additions to investments | (25,358) | (14,833) |
| Proceeds from sales of investments | 8,794 | 9,544 |
| Proceeds from repayment of note receivable | 29,851 | — |
| Net cash used in investing activities | \$(273,177) | \$(216,472) |

Alexandria Real Estate Equities, Inc.
Consolidated Statements of Cash Flows
(In thousands)
(Unaudited)

| | Six Months Ended June 30, | |
|---|---------------------------|------------|
| | 2014 | 2013 |
| Financing Activities | | |
| Borrowings from secured notes payable | \$77,762 | \$26,114 |
| Repayments of borrowings from secured notes payable | (219,427 |) (31,436 |
| Proceeds from issuance of unsecured senior notes payable | — | 495,310 |
| Principal borrowings from unsecured senior line of credit | 637,000 | 305,000 |
| Repayments of borrowings from unsecured senior line of credit | (270,000 |) (871,000 |
| Repayment of unsecured senior bank term loan | — | (150,000 |
| Change in restricted cash related to financings | 1,212 | 16,634 |
| Deferred financing costs paid | (310 |) (1,457 |
| Proceeds from common stock offering | — | 534,469 |
| Dividends paid on common stock | (98,867 |) (73,932 |
| Dividends paid on preferred stock | (12,943 |) (12,942 |
| Contributions by noncontrolling interests | 19,410 | — |
| Distributions to noncontrolling interests | (1,388 |) (639 |
| Distributions to redeemable noncontrolling interests | (595 |) (596 |
| Net cash provided by financing activities | 131,854 | 235,525 |
| Effect of foreign exchange rate changes on cash and cash equivalents | 837 | (1,960 |
| Net increase in cash and cash equivalents | 4,005 | 161,234 |
| Cash and cash equivalents at beginning of period | 57,696 | 140,971 |
| Cash and cash equivalents at end of period | \$61,701 | \$302,205 |
| Supplemental Disclosure of Cash Flow Information | | |
| Cash paid during the period for interest, net of interest capitalized | \$31,922 | \$29,259 |
| Non-Cash Investing Activities | | |
| Note receivable issued in connection with sale of real estate | \$— | \$38,820 |
| Change in accrued capital expenditures | \$592 | \$(48,198 |
| Assumption of secured notes payable in connection with purchase of properties | \$(48,329 |) \$— |

The accompanying notes are an integral part of these consolidated financial statements.

Alexandria Real Estate Equities, Inc.
Notes to Consolidated Financial Statements
(Unaudited)

1. Background

As used in this quarterly report on Form 10-Q, references to the “Company,” “Alexandria,” “we,” “our,” and “us” refer to Alexandria Real Estate Equities, Inc. and its consolidated subsidiaries.

Alexandria Real Estate Equities, Inc. (NYSE:ARE), with a total market capitalization of approximately \$9.3 billion as of June 30, 2014, and an asset base of 31.4 million square feet, including 17.9 million rentable square feet (“RSF”) of operating and current value-creation projects, as well as an additional 13.5 million square feet in future ground-up development projects, is the largest and leading real estate investment trust (“REIT”) uniquely focused on Class A assets in collaborative science and technology campuses located in urban innovation clusters. Alexandria pioneered this niche in 1994 and has since established a dominant market presence in AAA locations including Greater Boston, the San Francisco Bay Area, San Diego, New York City, Maryland, Seattle, and Research Triangle Park. Alexandria is known for its high-quality and diverse client tenant base. Alexandria is the Landlord of Choice to the Life Science Industry®, and approximately 52% of its total annualized base rent (“ABR”) results from investment-grade client tenants (a REIT industry-leading percentage). Alexandria has a longstanding and proven track record of developing Class A assets clustered in urban collaborative science and technology campuses that provide its client tenants with a highly collaborative, 24/7, live/work/play environment, as well as the critical ability to successfully recruit and retain best-in-class talent. We believe these advantages result in higher occupancy levels, longer lease terms, higher rental income, higher returns, and greater long-term asset value. For additional information on Alexandria, please visit our website at www.are.com.

Our asset base consisted of the following, as of June 30, 2014:

| | Square Feet |
|--|-------------|
| Operating properties | 15,804,327 |
| Development properties | 1,879,492 |
| Redevelopment properties | 197,289 |
| Total operating and current value-creation projects | 17,881,108 |
| Near-term value-creation projects in North America (CIP) | 2,474,163 |
| Future value-creation projects | 10,760,108 |
| Land subject to sale negotiations | 262,950 |
| Total | 31,378,329 |

Investment-grade client tenants represented approximately 52% of our total ABR;

Approximately 96% of our leases (on an RSF basis) contained effective annual rent escalations that were either fixed (generally ranging from 3% to 3.5%) or indexed based on a consumer price index or other index;

Approximately 94% of our leases (on an RSF basis) were triple net leases, requiring client tenants to pay substantially all real estate taxes, insurance, utilities, common area, and other operating expenses (including increases thereto) in addition to base rent and;

Approximately 93% of our leases (on an RSF basis) provided for the recapture of certain capital expenditures (such as heating, ventilation, and air conditioning (“HVAC”) systems maintenance and/or replacement, roof replacement, and parking lot resurfacing) that we believe would typically be borne by the landlord in traditional office leases.

Any references to the number of buildings, square footage, number of leases, occupancy, and any amounts derived from these values in the notes to the consolidated financial statements are unaudited and outside the scope of our

independent registered public accounting firm's review of our interim consolidated financial statements in accordance with the standards of the Public Company Accounting Oversight Board.

2. Basis of presentation

We have prepared the accompanying interim consolidated financial statements in accordance with U.S. generally accepted accounting principles (“GAAP”) and in conformity with the rules and regulations of the Securities and Exchange Commission (“SEC”). In our opinion, the interim consolidated financial statements presented herein reflect all adjustments that are necessary to fairly present the interim consolidated financial statements. The results of operations for the interim period are not necessarily indicative of the results that may be expected for the year ending December 31, 2014. These consolidated financial statements should be read in conjunction with the consolidated financial statements and the notes thereto included in our annual report on Form 10-K for the year ended December 31, 2013.

The accompanying consolidated financial statements include the accounts of Alexandria Real Estate Equities, Inc. and its consolidated subsidiaries. All significant intercompany balances and transactions have been eliminated.

We hold interests, together with certain third parties, in companies that we consolidate in our financial statements. We consolidate the companies because we exercise significant control over major decisions by these entities, such as investment activity and changes in financing.

Reclassifications

Certain prior period amounts have been reclassified to conform to the current period presentation for discontinued operations.

Use of estimates

The preparation of consolidated financial statements in conformity with GAAP requires us to make estimates and assumptions that affect the reported amounts of assets, liabilities, and equity; the disclosure of contingent assets and liabilities as of the date of the consolidated financial statements; and the amounts of revenues and expenses during the reporting period. Actual results could materially differ from those estimates.

Investments in real estate, net, and discontinued operations

We recognize real estate acquired (including the intangible value of above or below market leases, acquired in-place leases, client tenant relationships, and other intangible assets or liabilities), liabilities assumed, and any noncontrolling interest in an acquired entity at their fair value as of the acquisition date. If there is a bargain fixed-rate renewal option for the period beyond the non-cancelable lease term, we evaluate factors such as the business conditions in the industry in which the lessee operates, the economic conditions in the area in which the property is located, and the ability of the lessee to sublease the property during the renewal term, in order to determine the likelihood that the lessee will renew. When we determine there is reasonable assurance that such bargain purchase option will be exercised, we consider its impact in determining the intangible value of such lease and its related amortization period. The value of tangible assets acquired is based upon our estimation of value on an “as if vacant” basis. The value of acquired in-place leases includes the estimated costs during the hypothetical lease-up period and other costs that would have been incurred in the execution of similar leases, considering market conditions at the acquisition date of the acquired in-place lease. We assess the fair value of tangible and intangible assets based on numerous factors, including estimated cash flow projections that utilize appropriate discount and capitalization rates and available market information. Estimates of future cash flows are based on a number of factors, including the historical operating results, known trends, and market/economic conditions that may affect the property. We also recognize the fair values of assets acquired, the liabilities assumed, and any noncontrolling interest in acquisitions of less than a 100% interest when the acquisition constitutes a change in control of the acquired entity. Costs related to the acquisition of businesses, including real estate acquired with in-place leases, are expensed as incurred.

The values allocated to buildings and building improvements, land improvements, tenant improvements, and equipment are depreciated on a straight-line basis using the shorter of the term of the respective ground lease and up to 40 years for buildings and building improvements, an estimated life of 20 years for land improvements, the respective lease term for tenant improvements, and the estimated useful life for equipment. The values of acquired above and below market leases are amortized over the lives of the related leases and recognized as either an increase (for below market leases) or a decrease (for above market leases) to rental income. The values of acquired in-place leases are classified in other assets in the accompanying consolidated balance sheets, and amortized over the remaining terms of the related leases.

2. Basis of presentation (continued)

We are required to capitalize project costs, including predevelopment costs, interest, property taxes, insurance, and other costs directly related and essential to the acquisition, development, redevelopment, predevelopment, or construction of a project. Capitalization of development, redevelopment, predevelopment, and construction costs is required while activities are ongoing to prepare an asset for its intended use. Fluctuations in our development, redevelopment, predevelopment, and construction activities could result in significant changes to total expenses and net income. Costs incurred after a project is substantially complete and ready for its intended use are expensed as incurred. Should development, redevelopment, predevelopment, or construction activities cease, interest, property taxes, insurance, and certain other costs would no longer be eligible for capitalization and would be expensed as incurred. Expenditures for repairs and maintenance are expensed as incurred.

A property is classified as “held for sale” when all of the following criteria for a plan of sale have been met:

(i) management, having the authority to approve the action, commits to a plan to sell the property; (ii) the property is available for immediate sale in its present condition, subject only to terms that are usual and customary; (iii) an active program to locate a buyer and other actions required to complete the plan to sell have been initiated; (iv) the sale of the property is probable and is expected to be completed within one year; (v) the property is being actively marketed for sale at a price that is reasonable in relation to its current fair value; and (vi) actions necessary to complete the plan of sale indicate that it is unlikely that significant changes to the plan will be made or that the plan will be withdrawn. When all of these criteria have been met, the property is classified as “held for sale,” and if (i) the operations and cash flows of the property have been or will be eliminated from the ongoing operations, and (ii) we will not have any significant continuing involvement in the operations of the property after the sale, then its operations, including any interest expense directly attributable to it, are classified as discontinued operations in our consolidated statements of income, and amounts for all prior periods presented are reclassified from continuing operations to discontinued operations. Depreciation of assets ceases upon designation of a property as “held for sale.”

Impairment of long-lived assets

Long-lived assets to be held and used, including our rental properties, land held for development, construction in progress, and intangibles, are individually evaluated for impairment when conditions exist that may indicate that the amount of a long-lived asset may not be recoverable. The amount of a long-lived asset to be held and used is not recoverable if it exceeds the sum of the undiscounted cash flows expected to result from the use and eventual disposition of the asset. Impairment indicators or triggering events for long-lived assets to be held and used, including our rental properties, land held for development, and construction in progress, are assessed by project and include significant fluctuations in estimated net operating income (“NOI”), occupancy changes, significant near-term lease expirations, current and historical operating and/or cash flow losses, construction costs, estimated completion dates, rental rates, and other market factors. We assess the expected undiscounted cash flows based upon numerous factors, including, but not limited to, construction costs, available market information, current and historical operating results, known trends, current market/economic conditions that may affect the property, and our assumptions about the use of the asset, including, if necessary, a probability-weighted approach if multiple outcomes are under consideration. Upon determination that an impairment has occurred, a write-down is recognized to reduce the carrying amount to its estimated fair value. If an impairment loss is not required to be recognized, the recognition of depreciation is adjusted prospectively, as necessary, to reduce the carrying amount of the real estate to its estimated disposition value over the remaining period that the real estate is expected to be held and used. We may adjust depreciation of properties that are expected to be disposed of or redeveloped prior to the end of their useful lives.

We use the “held for sale” impairment model for our properties classified as “held for sale.” The “held for sale” impairment model is different from the held and used impairment model. Under the “held for sale” impairment model, an impairment loss is recognized if the amount of the long-lived asset classified as “held for sale” exceeds its fair value less

cost to sell. Because of these two different models, it is possible for a long-lived asset previously classified as held and used to require the recognition of an impairment charge upon classification as “held for sale.”

2. Basis of presentation (continued)

Investments

We hold equity investments in certain publicly traded companies and investments in certain privately held entities primarily involved in the life science industry. All of our investments in actively traded public companies are considered “available for sale” and are reflected in the accompanying consolidated balance sheets at fair value. Fair value has been determined based upon the closing price as of each balance sheet date, with unrealized gains and losses shown as a separate component of comprehensive income. The classification of each investment is determined at the time each investment is made, and such determination is reevaluated at each balance sheet date. The cost of each investment sold is determined by the specific identification method, with realized gains or losses classified in other income in the accompanying consolidated statements of income. Investments in privately held entities and limited partnerships are generally accounted for under the cost method when our interest in the entity is so minor that we have virtually no influence over the entity’s operating and financial policies. Certain investments in privately held entities and limited partnerships are accounted for under the equity method when our interest in the entity is not deemed so minor that we have virtually no influence over the entity’s operating and financial policies. Under the equity method of accounting, we recognize our investment initially at cost and adjust the amount of the investment to recognize our share of the earnings or losses of the investee subsequent to the date of our investment. Additionally, we limit our ownership percentage in the voting interest of each individual entity to less than 10%. As of June 30, 2014, and December 31, 2013, our ownership percentage in the voting interest of each individual entity was less than 10%.

We monitor each of our investments throughout the year for new developments, including operating results, results of clinical trials, capital-raising events, and merger and acquisition activities. Individual investments are evaluated for impairment when changes in conditions may indicate an impairment exists. The factors that we consider in making these assessments include, but are not limited to, market prices, market conditions, available financing, prospects for favorable or unfavorable clinical trial results, new product initiatives, and new collaborative agreements. If there are no identified events or changes in circumstances that would have an adverse effect on our cost method investments, we do not estimate the investment’s fair value. For all of our investments, if a decline in the fair value of an investment below the carrying value is determined to be other than temporary, such investment is written down to its estimated fair value with a charge to current earnings.

Income taxes

We are organized and qualify as a REIT pursuant to the Internal Revenue Code of 1986, as amended (the “Code”). Under the Code, a REIT that distributes 100% of its REIT taxable income as a dividend to its shareholders each year and that meets certain other conditions is not subject to federal income taxes, but could be subject to certain state and local taxes. We have distributed 100% or more of our taxable income. Therefore, no provision for federal income taxes is required. We file tax returns, including returns for our subsidiaries, with federal, state, and local jurisdictions, including jurisdictions located in the United States (“U.S.”), Canada, India, China, and other international locations. Our tax returns are subject to examination in various jurisdictions for the calendar years 2009 through 2013.

Recognition of rental income and tenant recoveries

Rental income from leases is recognized on a straight-line basis over the respective lease terms. We classify amounts currently recognized as income, and expected to be received in later years, as an asset in deferred rent in the accompanying consolidated balance sheets. Amounts received currently, but recognized as income in future years, are classified in accounts payable, accrued expenses, and tenant security deposits in the accompanying consolidated balance sheets. We commence recognition of rental income at the date the property is ready for its intended use and the client tenant takes possession of or controls the physical use of the property.

Tenant recoveries related to reimbursement of real estate taxes, insurance, utilities, repairs and maintenance, and other operating expenses are recognized as revenue in the period during which the applicable expenses are incurred.

Tenant receivables consist primarily of amounts due for contractual lease payments, reimbursements of common area maintenance expenses, property taxes, and other expenses recoverable from client tenants. Tenant receivables are expected to be collected within one year. We may maintain an allowance for estimated losses that may result from the inability of our client tenants to make payments required under the terms of the lease and for tenant recoveries due. If a client tenant fails to make contractual payments beyond any allowance, we may recognize additional bad debt expense in future periods equal to the amount of uncollectible rent and deferred rent receivables arising from the straight-lining of rent. As of June 30, 2014, and December 31, 2013, we had no allowance for estimated losses.

2. Basis of presentation (continued)

Monitoring client tenant credit quality

During the term of each lease, we monitor the credit quality of our client tenants by (i) reviewing the credit rating of tenants that are rated by a nationally recognized credit rating agency, (ii) reviewing financial statements of the client tenants that are publicly available or that are required to be delivered to us pursuant to the applicable lease, (iii) monitoring news reports regarding our client tenants and their respective businesses, and (iv) monitoring the timeliness of lease payments. We have a team of employees who, among them, have graduate and undergraduate degrees in biology, chemistry, and industrial biotechnology and experience in the life science industry, as well as in finance. This research team is responsible for assessing and monitoring the credit quality of our client tenants and any material changes in credit quality.

Interest income

Interest income was \$911 thousand and \$990 thousand during the three months ended June 30, 2014 and 2013, respectively. Interest income was \$1.8 million and \$2.3 million during the six months ended June 30, 2014 and 2013, respectively. Interest income is included in other income in the accompanying consolidated statements of income.

Impact of recently issued accounting standards

In April 2014, the Financial Accounting Standards Board (“FASB”) issued an Accounting Standards Update (“ASU”) on the reporting of discontinued operations, which raises the threshold for disposals to qualify as discontinued operations. Under this ASU, a discontinued operation is (i) a component of an entity or group of components that has been disposed of by sale, that has been disposed of other than by sale, or that is classified as “held for sale” and represents a strategic shift that has had or will have a major effect on an entity’s operations and financial results or (ii) an acquired business or nonprofit activity that is classified as “held for sale” on the date of the acquisition. A strategic shift that has or will have a major effect on an entity’s operations and financial results could include the disposal of (i) a major line of business, (ii) a major geographic area, (iii) a major equity method investment, or (iv) other major parts of an entity. Under current GAAP, an entity is prohibited from reporting a discontinued operation if it has certain continuing cash flows or involvement with the component after the disposal. This ASU eliminates these criteria and is effective for public companies during the interim and annual periods, beginning after December 15, 2014. We are required to adopt this ASU no later than January 1, 2015 and may early adopt this ASU during interim periods, as applicable. We expect the adoption of this ASU to result in fewer real estate sales qualifying for classification as discontinued operations in our consolidated financial statements.

In May 2014, the FASB issued an ASU that replaces substantially all industry-specific revenue recognition requirements and converges areas under this topic with International Financial Reporting Standards. The ASU implements a five-step process for customer contract revenue recognition that focuses on transfer of control, as opposed to transfer of risk and rewards. The ASU also requires enhanced disclosures regarding the nature, amount, timing, and uncertainty of revenues and cash flows from contracts with customers. Other major provisions in this ASU include capitalizing and amortizing certain contract costs, ensuring the time value of money is considered in the applicable transaction price, and allowing estimates of variable consideration to be recognized before contingencies are resolved in certain circumstances. Entities can transition to the standard either retrospectively or as a cumulative-effect adjustment as of the date of adoption. The ASU is effective for reporting periods beginning after December 15, 2016, and early adoption is prohibited. The ASU does not apply to lease contracts accounted for under current GAAP. We are currently evaluating the impact of the adoption of this ASU will have on our financial position and results of operations.

3. Investments in real estate

Our investments in real estate, consisted of the following as of June 30, 2014, and December 31, 2013 (in thousands):

| | June 30, 2014 | December 31, 2013 |
|---|---------------|----------------------|
| Rental properties | \$6,668,458 | \$6,442,208 |
| Less: accumulated depreciation | (1,039,810) | (952,106) |
| Rental properties, net | 5,628,648 | 5,490,102 |
| Construction in progress (“CIP”)/current value-creation projects: | | |
| Current development in North America | 613,104 | 558,482 |
| Current redevelopment in North America | 32,139 | 8,856 |
| Current development in Asia | 60,944 | 60,928 |
| | 706,187 | 628,266 |
| | 6,334,835 | 6,118,368 |
| Near-term value-creation projects in North America (CIP): | | |
| 50, 60, and 100 Binney Street | 294,048 | 284,672 |
| Other projects | 108,790 | 97,617 |
| | 402,838 | 382,289 |
| Future value-creation projects: | | |
| North America | 205,421 | 176,063 |
| Asia | 79,328 | 77,251 |
| | 284,749 | 253,314 |
| Land subject to sale negotiations | 7,695 | 22,943 |
| Investments in real estate | \$7,030,117 | \$6,776,914 |

Acquisitions

In January 2014, we acquired 3545 Cray Court, a 116,556 RSF laboratory/office property located in the Torrey Pines submarket of San Diego, for \$64.0 million. The property was 100% occupied on the date of acquisition. In connection with the acquisition, we assumed a \$40.7 million non-recourse secured note payable with a contractual interest rate of 4.66% and a maturity in January 2023.

In March 2014, we acquired 225 Second Avenue, a vacant 112,500 RSF office property located in the Route 128 submarket of Greater Boston, for \$16.3 million. In May 2014, we leased 100% of the project to accommodate expansion requirements of an existing tenant. The property is undergoing conversion into laboratory/office space through redevelopment.

In March 2014, we acquired 4025/4031/4045 Sorrento Valley Boulevard, three adjacent buildings aggregating 42,566 RSF located in the Sorrento Valley submarket of San Diego, for a total purchase price of \$12.4 million. These properties were 100% occupied on the date of acquisition. In connection with the acquisition, we assumed a \$7.6 million non-recourse secured note payable with a contractual interest rate of 5.74% and a maturity in April 2016.

In April 2014, we acquired 500 Townsend Street, a land parcel supporting approximately 300,000 gross square feet, in the South of Market (“SoMa”) submarket of the San Francisco Bay Area for a purchase price of \$50.0 million. We are in the process of perfecting entitlements, marketing for lease, and subject to market conditions, we plan to commence construction as soon as possible in 2015.

3. Investments in real estate (continued)

Current development and redevelopment projects

As of June 30, 2014, we had six ground-up development projects in process in North America aggregating 1.4 million RSF, including an unconsolidated joint venture development project. We also had three projects undergoing redevelopment in North America aggregating 197,289 RSF.

Investment in unconsolidated real estate entity

We are currently developing a building aggregating 413,536 RSF in the Longwood Medical Area of the Greater Boston market through an unconsolidated joint venture. The cost at completion for this unconsolidated joint venture is approximately \$350.0 million. The project is 37% pre-leased to Dana-Farber Cancer Institute, Inc. The joint venture had a construction loan with commitments aggregating \$213.2 million with \$128.0 million outstanding as of June 30, 2014. The remaining cost to complete the development is expected to be funded primarily from the remaining commitments of \$85.2 million under the construction loan. The construction loan bears interest at LIBOR+3.75%, with a floor of 5.25%, and has a maturity date of April 1, 2019, inclusive of two separate one-year options to extend the stated maturity date of April 1, 2017.

We have a 27.5% interest in this unconsolidated joint venture that we account for under the equity method of accounting. Our investment under the equity method of accounting was \$48.0 million as of June 30, 2014.

We do not qualify as the primary beneficiary of the unconsolidated joint venture since we do not have the power to direct the activities of the entity that most significantly impact its economic performance. The decisions that most significantly impact the entity's economic performance require both our consent and that of our partners, including all major operating, investing, and financing decisions, as well as decisions involving major expenditures. Consequently, we do not consolidate this joint venture, and we account for our investment under the equity method of accounting.

Land undergoing predevelopment activities (CIP)

Land undergoing predevelopment activities is classified as CIP and is undergoing activities prior to commencement of construction of aboveground building improvements. We generally will not commence ground-up development of any parcels undergoing predevelopment activities without first securing pre-leasing for such space, except when there is significant market demand. If aboveground construction is not initiated at completion of predevelopment activities, the land parcel will be classified as land held for development. Our objective with predevelopment is to reduce the time it takes to deliver projects to prospective client tenants. Additionally, during predevelopment, we focus on the design of cost-effective buildings with generic and reusable infrastructure to accommodate single and multi-tenancy. As of June 30, 2014, we held land undergoing predevelopment activities in North America aggregating 2.5 million RSF. The largest project included in land undergoing predevelopment activities consists of substantially all of our 1.1 million square feet at the Alexandria Center™ at Kendall Square located in East Cambridge, Massachusetts.

Predevelopment costs generally include the following activities prior to commencement of vertical construction:

Traditional predevelopment costs, including entitlement, design, construction drawings, BIM (3-D virtual modeling), budgeting, sustainability and energy optimization reviews, permitting, and planning for all aspects of the project; and

Site and infrastructure construction costs, including belowground site work, utility connections, land grading, drainage, egress and regress access points, foundation, and other costs to prepare the site for construction of aboveground building improvements. For example, site and infrastructure costs for the 1.1 million RSF primarily

related to 50, 60, and 100 Binney Street of the Alexandria Center™ at Kendall Square are classified as predevelopment prior to commencement of vertical construction.

Land held for development

Land held for development represents real estate we plan to develop in the future, but for which, as of each period presented, no construction or predevelopment activities were ongoing. As a result, interest, property taxes, insurance, and other costs are expensed as incurred. As of June 30, 2014, we had land held for development in North America supporting an aggregate of 3.2 million RSF of ground-up development.

3. Investments in real estate (continued)

Dispositions

During the six months ended June 30, 2014, we sold a land parcel for consideration of \$19.0 million to a buyer expected to reposition the property for multi-family residential use. We recognized a gain of \$0.8 million on the sale. This gain is classified in gain on sale of land parcel in the accompanying consolidated statements of income.

4. Investments

We hold investments in certain publicly traded companies and privately held entities, including limited partnerships, involved primarily in life science and related industries. Our investments in publicly traded companies are accounted for as “available for sale” securities and are carried at their fair values. Investments in “available for sale” securities with gross unrealized losses as of June 30, 2014, had been in a continuous unrealized loss position for less than 12 months. We have the ability and intent to hold these investments for a reasonable period of time sufficient for the recovery of our investment. We believe that these unrealized losses are temporary, and accordingly have not recognized other-than-temporary impairments related to “available for sale” securities as of June 30, 2014. As of June 30, 2014, and December 31, 2013, there were no unrealized losses in our investments in privately held entities, including limited partnerships.

The following table summarizes our investments as of June 30, 2014, and December 31, 2013 (in thousands):

| | June 30, 2014 | December 31, 2013 |
|--|---------------|-------------------|
| “Available-for-sale” marketable equity securities, cost basis | \$ 12,937 | \$ 2,879 |
| Unrealized gains | 19,338 | (1) 2,177 |
| Unrealized losses | (1,297 |) (587 |
| “Available-for-sale” marketable equity securities, at fair value | 30,978 | 4,469 |
| Investments accounted for under cost method | 143,824 | 135,819 |
| Total investments | \$ 174,802 | \$ 140,288 |

The increase in our investments during the six months ended June 30, 2014, was primarily related to an increase in unrealized gains of approximately \$16.0 million related to our investments in publicly traded life science (1) companies. These unrealized gains are a component of our comprehensive income, within our stockholders’ equity, and have not been recognized in the accompanying consolidated statement of income for the six months ended June 30, 2014.

The following table outlines our investment (loss) income, which is classified in other income in the accompanying consolidated statements of income (in thousands):

| | Three Months Ended June 30, | | Six Months Ended June 30, | |
|--------------------------|-----------------------------|------------|---------------------------|----------|
| | 2014 | 2013 | 2014 | 2013 |
| Investment gains | \$ 2,185 | \$ 2,220 | \$ 6,225 | \$ 2,666 |
| Investment losses | (3,546 |) (143 |) (5,240 |) (529 |
| Investment (loss) income | \$ (1,361 |) \$ 2,077 | \$ 985 | \$ 2,137 |

5. Secured and unsecured senior debt

The following table summarizes our secured and unsecured senior debt as of June 30, 2014 (dollars in thousands):

| | Fixed Rate/Hedged Variable-Rate | Unhedged Variable-Rate | Total Consolidated | Weighted Average Interest Rate at End of Period ⁽¹⁾ | Weighted Average Remaining Term (in years) |
|--|---------------------------------------|---------------------------|-----------------------|---|--|
| Secured notes payable | \$415,655 | \$ 199,896 | \$615,551 | 4.83 | % 3.2 |
| Unsecured senior notes payable | 1,048,310 | — | 1,048,310 | 4.29 | 8.3 |
| \$1.5 billion unsecured senior line of credit | — | 571,000 | 571,000 | ⁽²⁾ 1.25 | 4.5 |
| 2016 Unsecured Senior Bank Term Loan | 350,000 | 150,000 | 500,000 | ⁽²⁾ 1.40 | 2.1 |
| 2019 Unsecured Senior Bank Term Loan | 600,000 | — | 600,000 | 2.05 | 4.5 |
| Total/weighted average | \$2,413,965 | \$ 920,896 | \$3,334,861 | 3.03 | % 5.1 |
| Percentage of total debt | 72 | % 28 | % 100 | % | |

Represents the weighted average interest rate as of the end of the period plus the impact of debt

(1) premiums/discounts and our interest rate swap agreements. The weighted average interest rate excludes bank fees and amortization of loan fees.

These amounts do not reflect our unsecured senior notes payable offering completed on July 18, 2014. Net proceeds of \$694 million were used to reduce variable-rate debt, including the partial repayment of \$125 million of (2) our 2016 Unsecured Senior Bank Term Loan and the reduction of \$569 million of borrowings outstanding on our unsecured senior line of credit. See Note 13 – Subsequent Events, to our consolidated financial statements (unaudited) appearing elsewhere in this quarterly report on Form 10-Q for further information.

5. Secured and unsecured senior debt (continued)

The following table summarizes our outstanding consolidated indebtedness and respective principal maturities as of June 30, 2014 (dollars in thousands):

| Debt | Stated Rate | Weighted Average Interest Rate ⁽¹⁾ | Maturity Date ⁽²⁾ | Principal Payments Remaining for the Period Ending December 31, | | | | | | Total |
|---|------------------------|---|------------------------------|---|--------|---------|---------|-------|------------|---------|
| | | | | 2014 | 2015 | 2016 | 2017 | 2018 | Thereafter | |
| Secured notes payable | | | | | | | | | | |
| San Diego | 5.39 % | 4.00% | 11/01/14 | \$7,386 | \$— | \$— | \$— | \$— | \$— | \$7,386 |
| Seattle | 6.00 | 6.00 | 11/18/14 | 120 | — | — | — | — | — | 120 |
| Maryland | 5.64 | 4.50 | 06/01/15 | 69 | 5,777 | — | — | — | — | 5,846 |
| San Francisco Bay Area | L+1.50 | 1.66 | 07/01/15 | — | 46,399 | — | — | — | — | 46,399 |
| Greater Boston, San Francisco Bay Area, and San Diego | 5.73 | 5.73 | 01/01/16 | 862 | 1,816 | 75,501 | — | — | — | 78,179 |
| Greater Boston, San Diego, and New York City | 5.82 | 5.82 | 04/01/16 | 465 | 988 | 29,389 | — | — | — | 30,842 |
| San Diego | 5.74 | 3.00 | 04/15/16 | 83 | 175 | 6,916 | — | — | — | 7,174 |
| San Francisco Bay Area | L+1.40 | 1.56 | 06/01/16 | — | — | 11,936 | — | — | — | 11,936 |
| San Francisco Bay Area | 6.35 | 6.35 | 08/01/16 | 1,229 | 2,652 | 126,715 | — | — | — | 130,596 |
| Maryland | 2.14 | 2.14 | 01/20/17 | — | — | — | 76,000 | — | — | 76,000 |
| Greater Boston | L+1.35 | 1.50 | 08/23/17 | — | — | — | 65,440 | — | — | 65,440 |
| San Diego, Maryland, and Seattle | 7.75 | 7.75 | 04/01/20 | 741 | 1,570 | 1,696 | 1,832 | 1,979 | 106,490 | 114,308 |
| San Diego | 4.66 | 4.66 | 01/01/23 | 669 | 1,402 | 1,464 | 1,540 | 1,614 | 33,367 | 40,056 |
| San Francisco Bay Area | 6.50 | 6.50 | 06/01/37 | — | 18 | 19 | 20 | 22 | 751 | 830 |
| Unamortized premiums | | | | 161 | 218 | 60 | — | — | — | 439 |
| Secured notes payable average/subtotal | 4.89 % | 4.83 | | 11,785 | 61,015 | 253,696 | 144,832 | 3,615 | 140,608 | 615,551 |
| 2016 Unsecured Senior Bank Term Loan | L+1.20% | 1.40 | 07/31/16 | — | — | 500,000 | — | — | — | 500,000 |
| 2019 Unsecured Senior Bank Term Loan | L+1.20% | 2.05 | 01/03/19 | — | — | — | — | — | 600,000 | 600,000 |
| \$1.5 billion unsecured senior | L+1.10% ⁽³⁾ | 1.25 | 01/03/19 | — | — | — | — | — | 571,000 | 571,000 |

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| | | | | | | | | | | | | | | | | | |
|--------------------------------------|------|---|-------|----------|----------|----------|-----------|-----------|---------|-------------|-------------|------|------|-----------|-----------|---|--------|
| line of credit | | | | | | | | | | | | | | | | | |
| Unsecured senior notes payable | 4.60 | % | 4.61 | 04/01/22 | — | — | — | — | — | 550,000 | 550,000 | | | | | | |
| Unsecured senior notes payable | 3.90 | % | 3.94 | 06/15/23 | — | — | — | — | — | 500,000 | 500,000 | | | | | | |
| Unamortized discounts | | | | | (82 |) | (170 |) | (177 |) | (184 |) | (192 |) | (885 |) | (1,690 |
| Unsecured debt average/subtotal | | | 2.63 | | (82 |) | (170 |) | 499,823 | (184 |) | (192 |) | 2,220,115 | 2,719,310 | | |
| Average/total | | | 3.03% | | \$11,703 | \$60,845 | \$753,519 | \$144,648 | \$3,423 | \$2,360,723 | \$3,334,800 | | | | | | |
| Balloon payments | | | | | \$7,339 | \$52,139 | \$748,836 | \$141,440 | \$— | \$2,351,238 | \$3,300,900 | | | | | | |
| Principal amortization | | | | | 4,364 | 8,706 | 4,683 | 3,208 | 3,423 | 9,485 | 33,869 | | | | | | |
| Total consolidated debt | | | | | \$11,703 | \$60,845 | \$753,519 | \$144,648 | \$3,423 | \$2,360,723 | \$3,334,800 | | | | | | |
| Fixed-rate/hedged variable-rate debt | | | | | \$11,583 | \$14,446 | \$591,582 | \$3,208 | \$3,423 | \$1,789,723 | \$2,413,900 | | | | | | |
| Unhedged variable-rate debt | | | | | 120 | 46,399 | 161,937 | 141,440 | — | 571,000 | 920,896 | | | | | | |
| Total consolidated debt | | | | | \$11,703 | \$60,845 | \$753,519 | \$144,648 | \$3,423 | \$2,360,723 | \$3,334,800 | | | | | | |

Represents the weighted average interest rate as of the end of the period plus the impact of debt

(1) premiums/discounts and our interest rate swap agreements. The weighted average interest rate excludes bank fees and amortization of loan fees.

(2) Includes any extension options that we control.

(3) In addition to the stated rate, the unsecured senior line of credit is subject to an annual facility fee of 0.20%.

5. Secured and unsecured senior debt (continued)

Interest expense

The following table summarizes interest expense for the three and six months ended June 30, 2014 and 2013 (in thousands):

| | Three Months Ended June 30, | | Six Months Ended June 30, | |
|----------------------|-----------------------------|----------|---------------------------|----------|
| | 2014 | 2013 | 2014 | 2013 |
| Gross interest | \$28,735 | \$31,668 | \$59,871 | \$63,709 |
| Capitalized interest | (11,302) | (15,690) | (23,315) | (29,711) |
| Interest expense | \$17,433 | \$15,978 | \$36,556 | \$33,998 |

Repayment of secured note payable

In January 2014, we repaid our \$208.7 million secured note payable related to Alexandria Technology Square[®]. Our joint venture partner funded \$20.9 million of the proceeds required to repay the secured note payable.

Secured construction loans

The following table summarizes our secured construction loans as of June 30, 2014 (dollars in thousands):

| Address | Market | Stated Rate | Maturity Date | Outstanding Balance | Remaining Commitments | Total Aggregate Commitments |
|-----------------------|------------------------|-------------|------------------------|---------------------|-----------------------|-----------------------------|
| 259 East Grand Avenue | San Francisco Bay Area | L+1.50 % | 7/1/15 ⁽¹⁾ | \$46,399 | \$ 8,601 | \$55,000 |
| 269 East Grand Avenue | San Francisco Bay Area | L+1.40 % | 6/1/16 ⁽²⁾ | 11,936 | 24,064 | 36,000 |
| 75/125 Binney Street | Greater Boston | L+1.35 % | 8/23/17 ⁽³⁾ | 65,440 | 184,960 | 250,400 |
| | | | | \$123,775 | \$217,625 | \$341,400 |

(1) We have two, one-year options to extend the stated maturity date to July 1, 2017, subject to certain conditions.

(2) We have two, one-year options to extend the stated maturity date to June 1, 2018, subject to certain conditions.

(3) We have a one-year option to extend the stated maturity date to August 23, 2018, subject to certain conditions.

6. Interest rate swap agreements

We use interest rate swap agreements to hedge the variable cash flows associated with certain of our existing LIBOR-based variable-rate debt, including our unsecured senior line of credit and unsecured senior bank term loans. The ineffective portion of the change in fair value of our interest rate swap agreements is required to be recognized directly in earnings. During the six months ended June 30, 2014 and 2013, our interest rate swap agreements were 100% effective; because of this, no hedge ineffectiveness was recognized in earnings. Changes in fair value, including accrued interest and adjustments for non-performance risk, on the effective portion of our interest rate swap agreements that are designated and that qualify as cash flow hedges are classified in accumulated other comprehensive loss. Amounts classified in accumulated other comprehensive loss are subsequently reclassified into earnings in the period during which the hedged transactions affect earnings. During the next 12 months, we expect to reclassify approximately \$3.1 million in accumulated other comprehensive loss to interest expense as an increase to interest expense. As of June 30, 2014, and December 31, 2013, the fair values of our interest rate swap agreements aggregating an asset balance were classified in other assets, and those aggregating a liability balance were classified in accounts payable, accrued expenses, and tenant security deposits, based upon their respective fair values. Under our interest rate swap agreements, we have no collateral posting requirements.

As of June 30, 2014, the fair value of derivatives in a net liability position was \$2.6 million. The Company has agreements with certain of its derivative counterparties that contain a provision wherein (i) the Company could be declared in default on its derivative obligations if repayment of the underlying indebtedness is accelerated by the lender due to the Company's default on the indebtedness; or (ii) if the Company defaults on any of its indebtedness, including default where repayment of the indebtedness has not been accelerated by the lender, then the Company could also be declared in default on its derivative obligations. If the Company had breached any of these provisions at June 30, 2014, it could have been required to settle its obligations under the agreements at their termination value of \$2.6 million.

We had the following outstanding interest rate swap agreements that were designated as cash flow hedges of interest rate risk as of June 30, 2014 (dollars in thousands):

| Effective Date | Maturity Date | Number of Contracts | Weighted Average Interest Pay Rate ⁽¹⁾ | Notional Amount in Effect as of | | | | |
|-------------------|-------------------|---------------------|---|---------------------------------|------------|------------|------------|------------|
| | | | | Fair Value as of 6/30/14 | 6/30/14 | 12/31/14 | 12/31/15 | 12/31/16 |
| December 31, 2013 | December 31, 2014 | 2 | 0.98% | \$ (2,114) | \$ 500,000 | \$— | \$— | \$— |
| December 31, 2013 | March 31, 2015 | 2 | 0.23% | (144) | 250,000 | 250,000 | — | — |
| March 31, 2014 | March 31, 2015 | 4 | 0.21% | (75) | 200,000 | 200,000 | — | — |
| December 31, 2014 | March 31, 2016 | 3 | 0.53% | (335) | — | 500,000 | 500,000 | — |
| March 31, 2016 | March 31, 2017 | 3 | 1.40% | 46 | — | — | — | 500,000 |
| Total | | | | \$ (2,622) | \$ 950,000 | \$ 950,000 | \$ 500,000 | \$ 500,000 |

In addition to the interest pay rate, borrowings outstanding as of June 30, 2014, under our unsecured senior bank (1)term loans include an applicable margin of 1.20% and borrowings outstanding under our unsecured senior line of credit include an applicable margin of 1.10%.

7. Fair value measurements

We are required to disclose fair value information about all financial instruments, whether or not recognized in the balance sheet, for which it is practicable to estimate fair value. We measure and disclose the estimated fair value of financial assets and liabilities utilizing a fair value hierarchy that distinguishes between data obtained from sources independent of the reporting entity and the reporting entity's own assumptions about market participant assumptions. This hierarchy consists of three broad levels, as follows: (i) quoted prices in active markets for identical assets or liabilities, (ii) "significant other observable inputs," and (iii) "significant unobservable inputs." "Significant other observable inputs" can include quoted prices for similar assets or liabilities in active markets, as well as inputs that are observable for the asset or liability, such as interest rates, foreign exchange rates, and yield curves that are observable at commonly quoted intervals. "Significant unobservable inputs" are typically based on an entity's own assumptions, since there is little, if any, related market activity. In instances in which the determination of the fair value measurement is based on inputs from different levels of the fair value hierarchy, the level in the fair value hierarchy within which the entire fair value measurement falls is based on the lowest level of input that is significant to the fair value measurement in its entirety. Our assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment and considers factors specific to the asset or liability. There were no transfers between the levels in the fair value hierarchy during the three and six months ended June 30, 2014 and 2013.

The following tables set forth the assets and liabilities that we measure at fair value on a recurring basis by level within the fair value hierarchy as of June 30, 2014, and December 31, 2013 (in thousands):

| Description | Total | June 30, 2014 | | |
|---------------------------------|----------|--|-------------------------------------|---------------------------------|
| | | Quoted Prices in Active Markets for Identical Assets | Significant Other Observable Inputs | Significant Unobservable Inputs |
| Assets: | | | | |
| "Available-for-sale" securities | \$30,978 | \$30,978 | \$— | \$— |
| Interest rate swap agreements | \$46 | \$— | \$46 | \$— |
| Liabilities: | | | | |
| Interest rate swap agreements | \$2,668 | \$— | \$2,668 | \$— |
| Description | Total | December 31, 2013 | | |
| | | Quoted Prices in Active Markets for Identical Assets | Significant Other Observable Inputs | Significant Unobservable Inputs |
| Assets: | | | | |
| "Available-for-sale" securities | \$4,469 | \$4,469 | \$— | \$— |
| Interest rate swap agreements | \$2,870 | \$— | \$2,870 | \$— |
| Liabilities: | | | | |
| Interest rate swap agreements | \$6,191 | \$— | \$6,191 | \$— |

Cash and cash equivalents, restricted cash, tenant receivables, other assets, accounts payable, accrued expenses, and tenant security deposits approximate fair value. Our "available-for-sale" securities and our interest rate swap agreements, respectively, have been recognized at fair value. See Note 6 – Interest Rate Swap Agreements for further details on our interest rate swap agreements. The fair values of our secured notes payable, unsecured senior notes payable, unsecured senior line of credit, and unsecured senior bank term loans were estimated using widely accepted valuation techniques, including discounted cash flow analyses of "significant other observable inputs" such as available market information on discount and borrowing rates with similar terms, maturities, and credit ratings. Because the

valuations of our financial instruments are based on these types of estimates, the actual fair value of our financial instruments may differ materially if our estimates do not prove to be accurate. Additionally, the use of different market assumptions or estimation methods may have a material effect on the estimated fair value amounts.

7. Fair value measurements (continued)

As of June 30, 2014, and December 31, 2013, the book and fair values of our “available-for-sale” marketable equity securities, interest rate swap agreements, secured notes payable, unsecured senior notes payable, unsecured senior line of credit, and unsecured senior bank term loans were as follows (in thousands):

| | June 30, 2014 | | December 31, 2013 | |
|---|---------------|-------------|-------------------|-------------|
| | Book Value | Fair Value | Book Value | Fair Value |
| Assets: | | | | |
| “Available-for-sale” marketable equity securities | \$30,978 | \$30,978 | \$4,469 | \$4,469 |
| Interest rate swap agreements | \$46 | \$46 | \$2,870 | \$2,870 |
| Liabilities: | | | | |
| Interest rate swap agreements | \$2,668 | \$2,668 | \$6,191 | \$6,191 |
| Secured notes payable | \$615,551 | \$664,724 | \$708,831 | \$736,772 |
| Unsecured senior notes payable | \$1,048,310 | \$1,081,305 | \$1,048,230 | \$1,043,125 |
| Unsecured senior line of credit | \$571,000 | \$570,393 | \$204,000 | \$193,714 |
| Unsecured senior bank term loans | \$1,100,000 | \$1,099,326 | \$1,100,000 | \$1,099,897 |

8. Earnings per share

We use income from continuing operations attributable to Alexandria’s common stockholders as the “control number” in determining whether potential common shares are dilutive or antidilutive to earnings per share. Pursuant to the presentation and disclosure literature on gains or losses on sales or disposals by REITs and earnings per share required by the SEC and the FASB, gains or losses on sales or disposals by a REIT that do not qualify as discontinued operations are classified below income from discontinued operations in the consolidated statements of income and included in the numerator for the computation of earnings per share for income from continuing operations.

The land parcels we sold during the three and six months ended June 30, 2014 and 2013, did not meet the criteria for classification as discontinued operations because the land parcels did not have significant operations prior to disposition. Accordingly, for the three and six months ended June 30, 2014 and 2013, we classified approximately \$797 thousand and \$772 thousand, respectively, as gain on sale of land parcel below income from discontinued operations, net, in the accompanying consolidated statements of income, and included the gain in income from continuing operations attributable to Alexandria’s common stockholders in the “control number,” or numerator, for computation of earnings per share.

We account for unvested restricted stock awards that contain nonforfeitable rights to dividends as participating securities and include these securities in the computation of earnings per share using the two-class method. Our Series D cumulative convertible preferred stock (“Series D Preferred Stock”) is not a participating security, and is not included in the computation of earnings per share using the two-class method. Under the two-class method, we allocate net income after preferred stock dividends, preferred stock redemption charge, and amounts attributable to noncontrolling interests to common stockholders and unvested restricted stock awards based on their respective participation rights to dividends declared (or accumulated) and undistributed earnings. Diluted earnings per share is computed using the weighted average shares of common stock outstanding determined for the basic earnings per share computation plus the effect of any dilutive securities, including the dilutive effect of stock options using the treasury stock method, during the period the securities were outstanding.

8. Earnings per share (continued)

The table below is a reconciliation of the numerators and denominators of the basic and diluted earnings per share computations for the three and six months ended June 30, 2014 and 2013 (dollars in thousands, except per share amounts):

| | Three Months Ended June 30, | | Six Months Ended June 30, | |
|--|-----------------------------|----------|---------------------------|----------|
| | 2014 | 2013 | 2014 | 2013 |
| Income from continuing operations | \$35,466 | \$32,316 | \$76,377 | \$61,716 |
| Gain on sale of land parcel | 797 | 772 | 797 | 772 |
| Dividends on preferred stock | (6,472) | (6,471) | (12,943) | (12,942) |
| Net income attributable to noncontrolling interests | (1,307) | (980) | (2,502) | (1,962) |
| Net income attributable to unvested restricted stock awards | (405) | (403) | (779) | (745) |
| Income from continuing operations attributable to Alexandria's common stockholders – basic and diluted | 28,079 | 25,234 | 60,950 | 46,839 |
| (Loss) income from discontinued operations | (147) | 249 | (309) | 1,086 |
| Net income attributable to Alexandria's common stockholders – basic and diluted | \$27,932 | \$25,483 | \$60,641 | \$47,925 |
| Weighted average shares of common stock outstanding – basic and diluted | 71,126 | 66,973 | 71,100 | 65,078 |
| Earnings per share attributable to Alexandria's common stockholders – basic and diluted: | | | | |
| Continuing operations | \$0.39 | \$0.38 | \$0.85 | \$0.72 |
| Discontinued operations | — | — | — | 0.02 |
| Earnings per share – basic and diluted | \$0.39 | \$0.38 | \$0.85 | \$0.74 |

For purposes of calculating diluted earnings per share, we did not assume conversion of our Series D Preferred Stock for the three and six months ended June 30, 2014 and 2013, since the impact was antidilutive to earnings per share attributable to Alexandria's common stockholders from continuing operations during those periods.

9. Net income attributable to Alexandria Real Estate Equities, Inc.

The following table presents income from continuing and discontinued operations attributable to Alexandria Real Estate Equities, Inc. for the three and six months ended June 30, 2014 and 2013 (in thousands):

| | Three Months Ended June 30, | | Six Months Ended June 30, | |
|---|-----------------------------|----------|---------------------------|----------|
| | 2014 | 2013 | 2014 | 2013 |
| Income from continuing operations | \$35,466 | \$32,316 | \$76,377 | \$61,716 |
| Gain on sale of land parcel | 797 | 772 | 797 | 772 |
| Less: net income attributable to noncontrolling interests | (1,307) | (980) | (2,502) | (1,962) |
| Income from continuing operations attributable to Alexandria Real Estate Equities, Inc. | 34,956 | 32,108 | 74,672 | 60,526 |
| (Loss) income from discontinued operations | (147) | 249 | (309) | 1,086 |
| Net income attributable to Alexandria Real Estate Equities, Inc. | \$34,809 | \$32,357 | \$74,363 | \$61,612 |

10. Stockholders' equity

Dividends

In June 2014, we declared cash dividends on our common stock for the second quarter of 2014, aggregating \$51.7 million, or \$0.72 per share. In June 2014, we also declared cash dividends on our Series D Preferred Stock for the second quarter of 2014, aggregating approximately \$4.4 million, or \$0.4375 per share. Additionally, we declared cash dividends on our Series E cumulative redeemable preferred stock ("Series E Preferred Stock") for the second quarter of 2014, aggregating approximately \$2.1 million, or \$0.403125 per share. In July 2014, we paid the cash dividends on our common stock, Series D Preferred Stock, and Series E Preferred Stock for the second quarter of 2014.

Accumulated other comprehensive loss

Accumulated other comprehensive loss attributable to Alexandria Real Estate Equities, Inc. consists of the following (in thousands):

| | Unrealized Gain on Marketable Securities | Unrealized Loss on Interest Rate Swap Agreements | Unrealized Loss on Foreign Currency Translation | Total |
|---|--|---|---|------------|
| Balance as of December 31, 2013 | \$1,590 | \$(3,321) | \$(34,473) | \$(36,204) |
| Other comprehensive income before reclassifications | 16,045 | (3,914) | 2,809 | 14,940 |
| Amounts reclassified from other comprehensive income | 406 | 4,613 | — | 5,019 |
| Net other comprehensive income | 16,451 | 699 | 2,809 | 19,959 |
| Balance as of June 30, 2014 | \$18,041 | \$(2,622) | \$(31,664) | \$(16,245) |

Preferred stock and excess stock authorizations

Our charter authorizes the issuance of up to 100.0 million shares of preferred stock, of which 15.2 million shares were issued and outstanding as of June 30, 2014. In addition, 200.0 million shares of "excess stock" (as defined in our charter) are authorized, none of which were issued and outstanding as of June 30, 2014.

11. Noncontrolling interests

Noncontrolling interests represent the third-party interests in certain entities in which we have a controlling interest. These entities owned 10 properties and three development parcels as of June 30, 2014, and are included in our consolidated financial statements. Noncontrolling interests are adjusted for additional contributions and distributions, the proportionate share of the net earnings or losses, and other comprehensive income or loss. Distributions, profits, and losses related to these entities are allocated in accordance with the respective operating agreements.

Certain of our noncontrolling interests have the right to require us to redeem their ownership interests in the respective entities. We classify these ownership interests in the entities as redeemable noncontrolling interests outside of total equity in the accompanying consolidated balance sheets. Redeemable noncontrolling interests are adjusted for additional contributions and distributions, the proportionate share of the net earnings or losses, and other

comprehensive income or loss. Distributions, profits, and losses related to these entities are allocated in accordance with the respective operating agreements. If the amount of a redeemable noncontrolling interest is less than the maximum redemption value at the balance sheet date, such amount is adjusted to the maximum redemption value. Subsequent declines in the redemption value are recognized only to the extent that previous increases have been recognized. As of June 30, 2014, and December 31, 2013, our redeemable noncontrolling interest balances were \$14.4 million and \$14.4 million, respectively. Our remaining noncontrolling interests, aggregating \$67.7 million and \$47.7 million as of June 30, 2014, and December 31, 2013, respectively, do not have rights to require us to purchase their ownership interests and are classified in total equity in the accompanying consolidated balance sheets.

12. Discontinued operations

The following is a summary of net assets of discontinued operations and (loss) income from discontinued operations (in thousands):

| | June 30, 2014 | December 31, 2013 |
|---------------------------------------|---------------|----------------------|
| Properties “held for sale,” net | \$7,651 | \$7,644 |
| Other assets | 35 | 103 |
| Total assets | 7,686 | 7,747 |
| Total liabilities | (135 |) (266 |
| Net assets of discontinued operations | \$7,551 | \$7,481 |

| | Three Months Ended June 30, | | Six Months Ended June 30, | |
|---|-----------------------------|---------|---------------------------|-----------|
| | 2014 | 2013 | 2014 | 2013 |
| Total revenues | \$— | \$546 | \$— | \$4,339 |
| Operating expenses | 147 | 280 | 309 | 1,730 |
| Total revenues less operating expenses from discontinued operations | (147 |) 266 | (309 |) 2,609 |
| Depreciation expense | — | 236 | — | 1,402 |
| (Gain) loss on sale of real estate | — | (219 |) — | 121 |
| (Loss) income from discontinued operations ⁽¹⁾ | \$(147 |) \$249 | \$(309 |) \$1,086 |

(Loss) income from discontinued operations includes the results of operations of four properties that were classified as “held for sale” as of June 30, 2014, as well as the results of operations (prior to disposition) and (gain) ⁽¹⁾ loss on sale of real estate attributable to seven properties sold during the period from January 1, 2013, to June 30, 2014.

13. Subsequent events

\$700 million offering of unsecured senior notes payable

In July 2014, we completed an offering of \$700 million aggregate principal amount of unsecured senior notes payable at an average interest rate of 3.5% and an average maturity of 9.6 years, consisting of \$400 million of our 2.75% unsecured senior notes payable due in 2020 (“2.75% Unsecured Senior Notes”) and \$300 million aggregate principal amount of our 4.50% unsecured senior notes payable due in 2029 (“4.50% Unsecured Senior Notes”). Net proceeds of \$694 million were used to repay \$125 million of our 2016 unsecured senior bank term loan (“2016 Unsecured Senior Bank Term Loan”) and \$569 million of the amounts outstanding on our unsecured senior line of credit. In connection with the partial repayment of \$125 million of our 2016 Unsecured Senior Bank Term Loan, we recognized a loss on the early extinguishment of debt related to the write-off of unamortized loan fees totaling \$0.5 million.

Dispositions

In July 2014, we completed the sale of two land parcels in a non-cluster market for a sales price of \$7.9 million and a gain of \$207 thousand.

14. Condensed consolidating financial information

Alexandria Real Estate Equities, Inc. (the “Issuer”) has sold certain debt securities registered under the Securities Act, as amended, that are fully and unconditionally guaranteed by Alexandria Real Estate Equities, L.P. (the “LP” or the “Guarantor Subsidiary”), an indirectly 100% owned subsidiary of the Issuer. The Company’s other subsidiaries, including, but not limited to, the subsidiaries that own substantially all of its real estate (collectively, the “Combined Non-Guarantor Subsidiaries”) will not provide a guarantee of such securities, including the subsidiaries that are partially or 100% owned by the LP. The following condensed consolidating financial information presents the condensed consolidating balance sheets as of June 30, 2014, and December 31, 2013, and the condensed consolidating statements of income and comprehensive income for the three and six months ended June 30, 2014 and 2013, and condensed consolidating cash flows for the six months ended June 30, 2014 and 2013, for the Issuer, the Guarantor Subsidiary, the Combined Non-Guarantor Subsidiaries, the eliminations necessary to arrive at the information for Alexandria Real Estate Equities, Inc. on a consolidated basis, and consolidated amounts. In presenting the condensed consolidating financial statements, the equity method of accounting has been applied to (i) the Issuer’s interests in the Guarantor Subsidiary and the Combined Non-Guarantor Subsidiaries, (ii) the Guarantor Subsidiary’s interests in the Combined Non-Guarantor Subsidiaries, and (iii) the Combined Non-Guarantor Subsidiaries’ interests in the Guarantor Subsidiary, where applicable, even though all such subsidiaries meet the requirements to be consolidated under GAAP. All intercompany balances and transactions between the Issuer, the Guarantor Subsidiary, and the Combined Non-Guarantor Subsidiaries have been eliminated, as shown in the column “Eliminations.” All assets and liabilities have been allocated to the Issuer, the Guarantor Subsidiary, and the Combined Non-Guarantor Subsidiaries generally based on legal entity ownership.

14. Condensed consolidating financial information (continued)

Condensed Consolidating Balance Sheet
as of June 30, 2014
(In thousands)
(Unaudited)

| | Alexandria Real Estate Equities, Inc. (Issuer) | Alexandria Real Estate Equities, L.P. (Guarantor Subsidiary) | Combined Non- Guarantor Subsidiaries | Eliminations | Consolidated |
|--|---|--|---|----------------|--------------|
| Assets | | | | | |
| Investments in real estate | \$— | \$— | \$7,030,117 | \$— | \$7,030,117 |
| Cash and cash equivalents | 18,041 | — | 43,660 | — | 61,701 |
| Restricted cash | 64 | — | 24,455 | — | 24,519 |
| Tenant receivables | — | — | 10,654 | — | 10,654 |
| Deferred rent | — | — | 214,793 | — | 214,793 |
| Deferred leasing and financing costs | 33,298 | — | 160,323 | — | 193,621 |
| Investments | — | 9,637 | 165,165 | — | 174,802 |
| Investments in and advances to affiliates | 6,678,756 | 6,162,162 | 125,591 | (12,966,509) | — |
| Other assets | 18,740 | — | 86,702 | — | 105,442 |
| Total assets | \$6,748,899 | \$6,171,799 | \$7,861,460 | \$(12,966,509) | \$7,815,649 |
| Liabilities, Noncontrolling Interests, and Equity | | | | | |
| Secured notes payable | \$— | \$— | \$615,551 | \$— | \$615,551 |
| Unsecured senior notes payable | 1,048,310 | — | — | — | 1,048,310 |
| Unsecured senior line of credit | 571,000 | — | — | — | 571,000 |
| Unsecured senior bank term loans | 1,100,000 | — | — | — | 1,100,000 |
| Accounts payable, accrued expenses, and tenant security deposits | 65,700 | — | 368,828 | — | 434,528 |
| Dividends payable | 57,087 | — | 290 | — | 57,377 |
| Total liabilities | 2,842,097 | — | 984,669 | — | 3,826,766 |
| Redeemable noncontrolling interests | — | — | 14,381 | — | 14,381 |
| Alexandria Real Estate Equities, Inc.'s stockholders' equity | 3,906,802 | 6,171,799 | 6,794,710 | (12,966,509) | 3,906,802 |
| Noncontrolling interests | — | — | 67,700 | — | 67,700 |
| Total equity | 3,906,802 | 6,171,799 | 6,862,410 | (12,966,509) | 3,974,502 |
| Total liabilities, noncontrolling interests, and equity | \$6,748,899 | \$6,171,799 | \$7,861,460 | \$(12,966,509) | \$7,815,649 |

14. Condensed consolidating financial information (continued)

Condensed Consolidating Balance Sheet
as of December 31, 2013
(In thousands)
(Unaudited)

| | Alexandria Real Estate Equities, Inc. (Issuer) | Alexandria Real Estate Equities, L.P. (Guarantor Subsidiary) | Combined Non- Guarantor Subsidiaries | Eliminations | Consolidated |
|--|---|--|---|----------------|--------------|
| Assets | | | | | |
| Investments in real estate | \$— | \$— | \$6,776,914 | \$— | \$6,776,914 |
| Cash and cash equivalents | 14,790 | — | 42,906 | — | 57,696 |
| Restricted cash | 55 | — | 27,654 | — | 27,709 |
| Tenant receivables | — | — | 9,918 | — | 9,918 |
| Deferred rent | — | — | 190,425 | — | 190,425 |
| Deferred leasing and financing costs | 36,901 | — | 155,757 | — | 192,658 |
| Investments | — | 10,868 | 129,420 | — | 140,288 |
| Investments in and advances to affiliates | 6,299,551 | 5,823,058 | 119,421 | (12,242,030) | — |
| Other assets | 20,226 | — | 113,930 | — | 134,156 |
| Total assets | \$6,371,523 | \$5,833,926 | \$7,566,345 | \$(12,242,030) | \$7,529,764 |
| Liabilities, Noncontrolling Interests, and Equity | | | | | |
| Secured notes payable | \$— | \$— | \$708,831 | \$— | \$708,831 |
| Unsecured senior notes payable | 1,048,230 | — | — | — | 1,048,230 |
| Unsecured senior line of credit | 204,000 | — | — | — | 204,000 |
| Unsecured senior bank term loans | 1,100,000 | — | — | — | 1,100,000 |
| Accounts payable, accrued expenses, and tenant security deposits | 48,373 | — | 386,969 | — | 435,342 |
| Dividends payable | 54,131 | — | 289 | — | 54,420 |
| Total liabilities | 2,454,734 | — | 1,096,089 | — | 3,550,823 |
| Redeemable noncontrolling interests | — | — | 14,444 | — | 14,444 |
| Alexandria Real Estate Equities, Inc.'s stockholders' equity | 3,916,789 | 5,833,926 | 6,408,104 | (12,242,030) | 3,916,789 |
| Noncontrolling interests | — | — | 47,708 | — | 47,708 |
| Total equity | 3,916,789 | 5,833,926 | 6,455,812 | (12,242,030) | 3,964,497 |
| Total liabilities, noncontrolling interests, and equity | \$6,371,523 | \$5,833,926 | \$7,566,345 | \$(12,242,030) | \$7,529,764 |

14. Condensed consolidating financial information (continued)

Condensed Consolidating Statement of Income
for the Three Months Ended June 30, 2014
(In thousands)
(Unaudited)

| | Alexandria Real Estate Equities, Inc. (Issuer) | Alexandria Real Estate Equities, L.P. (Guarantor Subsidiary) | Combined Non- Guarantor Subsidiaries | Eliminations | Consolidated |
|---|---|--|---|--------------|--------------|
| Revenues: | | | | | |
| Rental | \$— | \$— | \$134,992 | \$— | \$134,992 |
| Tenant recoveries | — | — | 40,944 | — | 40,944 |
| Other income | 2,916 | (1,535) | 2,532 | (3,447) | 466 |
| Total revenues | 2,916 | (1,535) | 178,468 | (3,447) | 176,402 |
| Expenses: | | | | | |
| Rental operations | — | — | 52,353 | — | 52,353 |
| General and administrative | 11,506 | — | 5,777 | (3,447) | 13,836 |
| Interest | 12,493 | — | 4,940 | — | 17,433 |
| Depreciation and amortization | 1,456 | — | 55,858 | — | 57,314 |
| Total expenses | 25,455 | — | 118,928 | (3,447) | 140,936 |
| (Loss) income from continuing operations before equity in earnings of affiliates | (22,539) | (1,535) | 59,540 | — | 35,466 |
| Equity in earnings of affiliates | 57,355 | 56,302 | 1,081 | (114,738) | — |
| Income from continuing operations | 34,816 | 54,767 | 60,621 | (114,738) | 35,466 |
| Loss from discontinued operations | (7) | — | (140) | — | (147) |
| Gain on sale of land parcel | — | — | 797 | — | 797 |
| Net income | 34,809 | 54,767 | 61,278 | (114,738) | 36,116 |
| Dividends on preferred stock | (6,472) | — | — | — | (6,472) |
| Net income attributable to noncontrolling interests | — | — | (1,307) | — | (1,307) |
| Net income attributable to unvested restricted stock awards | (405) | — | — | — | (405) |
| Net income attributable to Alexandria Real Estate Equities, Inc.'s common stockholders | \$27,932 | \$54,767 | \$59,971 | \$(114,738) | \$27,932 |

14. Condensed consolidating financial information (continued)

Condensed Consolidating Statement of Income
for the Three Months Ended June 30, 2013
(In thousands)
(Unaudited)

| | Alexandria Real Estate Equities, Inc. (Issuer) | Alexandria Real Estate Equities, L.P. (Guarantor Subsidiary) | Combined Non- Guarantor Subsidiaries | Eliminations | Consolidated |
|---|---|--|---|--------------|--------------|
| Revenues: | | | | | |
| Rental | \$— | \$— | \$114,493 | \$— | \$114,493 |
| Tenant recoveries | — | — | 35,869 | — | 35,869 |
| Other income | 2,674 | (75) | 4,098 | (3,129) | 3,568 |
| Total revenues | 2,674 | (75) | 154,460 | (3,129) | 153,930 |
| Expenses: | | | | | |
| Rental operations | — | — | 46,277 | — | 46,277 |
| General and administrative | 12,164 | — | 3,420 | (3,129) | 12,455 |
| Interest | 10,090 | — | 5,888 | — | 15,978 |
| Depreciation and amortization | 1,446 | — | 44,898 | — | 46,344 |
| Loss on early extinguishment of debt | 560 | — | — | — | 560 |
| Total expenses | 24,260 | — | 100,483 | (3,129) | 121,614 |
| (Loss) income from continuing operations before equity in earnings of affiliates | (21,586) | (75) | 53,977 | — | 32,316 |
| Equity in earnings of affiliates | 53,912 | 48,944 | 939 | (103,795) | — |
| Income from continuing operations | 32,326 | 48,869 | 54,916 | (103,795) | 32,316 |
| Income from discontinued operations | 31 | — | 218 | — | 249 |
| Gain on sale of land parcel | — | — | 772 | — | 772 |
| Net income | 32,357 | 48,869 | 55,906 | (103,795) | 33,337 |
| Dividends on preferred stock | (6,471) | — | — | — | (6,471) |
| Net income attributable to noncontrolling interests | — | — | (980) | — | (980) |
| Net income attributable to unvested restricted stock awards | (403) | — | — | — | (403) |
| Net income attributable to Alexandria Real Estate Equities, Inc.'s common stockholders | \$25,483 | \$48,869 | \$54,926 | \$(103,795) | \$25,483 |

14. Condensed consolidating financial information (continued)

Condensed Consolidating Statement of Income
for the Six Months Ended June 30, 2014
(In thousands)
(Unaudited)

| | Alexandria Real Estate Equities, Inc. (Issuer) | Alexandria Real Estate Equities, L.P. (Guarantor Subsidiary) | Combined Non- Guarantor Subsidiaries | Eliminations | Consolidated |
|---|---|--|---|--------------|--------------|
| Revenues: | | | | | |
| Rental | \$— | \$— | \$265,562 | \$— | \$265,562 |
| Tenant recoveries | — | — | 82,626 | — | 82,626 |
| Other income | 5,835 | (1,535) | 7,165 | (7,065) | 4,400 |
| Total revenues | 5,835 | (1,535) | 355,353 | (7,065) | 352,588 |
| Expenses: | | | | | |
| Rental operations | — | — | 104,860 | — | 104,860 |
| General and administrative | 22,366 | — | 11,759 | (7,065) | 27,060 |
| Interest | 26,032 | — | 10,524 | — | 36,556 |
| Depreciation and amortization | 2,927 | — | 104,808 | — | 107,735 |
| Total expenses | 51,325 | — | 231,951 | (7,065) | 276,211 |
| (Loss) income from continuing operations before equity in earnings of affiliates | (45,490) | (1,535) | 123,402 | — | 76,377 |
| Equity in earnings of affiliates | 119,860 | 114,608 | 2,229 | (236,697) | — |
| Income from continuing operations | 74,370 | 113,073 | 125,631 | (236,697) | 76,377 |
| Loss from discontinued operations | (7) | — | (302) | — | (309) |
| Gain on sale of land parcel | — | — | 797 | — | 797 |
| Net income | 74,363 | 113,073 | 126,126 | (236,697) | 76,865 |
| Dividends on preferred stock | (12,943) | — | — | — | (12,943) |
| Net income attributable to noncontrolling interests | — | — | (2,502) | — | (2,502) |
| Net income attributable to unvested restricted stock awards | (779) | — | — | — | (779) |
| Net income attributable to Alexandria Real Estate Equities, Inc.'s common stockholders | \$60,641 | \$113,073 | \$123,624 | \$(236,697) | \$60,641 |

14. Condensed consolidating financial information (continued)

Condensed Consolidating Statement of Income
for the Six Months Ended June 30, 2013
(In thousands)
(Unaudited)

| | Alexandria Real Estate Equities, Inc. (Issuer) | Alexandria Real Estate Equities, L.P. (Guarantor Subsidiary) | Combined Non- Guarantor Subsidiaries | Eliminations | Consolidated |
|---|---|--|---|--------------|--------------|
| Revenues: | | | | | |
| Rental | \$— | \$— | \$226,019 | \$— | \$226,019 |
| Tenant recoveries | — | — | 71,434 | — | 71,434 |
| Other income | 5,269 | (141) | 7,669 | (6,237) | 6,560 |
| Total revenues | 5,269 | (141) | 305,122 | (6,237) | 304,013 |
| Expenses: | | | | | |
| Rental operations | — | — | 91,463 | — | 91,463 |
| General and administrative | 22,433 | — | 7,907 | (6,237) | 24,103 |
| Interest | 21,810 | — | 12,188 | — | 33,998 |
| Depreciation and amortization | 2,921 | — | 89,252 | — | 92,173 |
| Loss on early extinguishment of debt | 560 | — | — | — | 560 |
| Total expenses | 47,724 | — | 200,810 | (6,237) | 242,297 |
| (Loss) income from continuing operations before equity in earnings of affiliates | (42,455) | (141) | 104,312 | — | 61,716 |
| Equity in earnings of affiliates | 103,719 | 96,183 | 1,899 | (201,801) | — |
| Income from continuing operations | 61,264 | 96,042 | 106,211 | (201,801) | 61,716 |
| Income from discontinued operations | 348 | — | 738 | — | 1,086 |
| Gain on sale of land parcel | — | — | 772 | — | 772 |
| Net income | 61,612 | 96,042 | 107,721 | (201,801) | 63,574 |
| Dividends on preferred stock | (12,942) | — | — | — | (12,942) |
| Net income attributable to noncontrolling interests | — | — | (1,962) | — | (1,962) |
| Net income attributable to unvested restricted stock awards | (745) | — | — | — | (745) |
| Net income attributable to Alexandria Real Estate Equities, Inc.'s common stockholders | \$47,925 | \$96,042 | \$105,759 | \$(201,801) | \$47,925 |

14. Condensed consolidating financial information (continued)

Condensed Consolidating Statement of Comprehensive Income
for the Three Months Ended June 30, 2014
(In thousands)
(Unaudited)

| | Alexandria Real Estate Equities, Inc. (Issuer) | Alexandria Real Estate Equities, L.P. (Guarantor Subsidiary) | Combined Non- Guarantor Subsidiaries | Eliminations | Consolidated |
|--|---|--|---|--------------|--------------|
| Net income | \$ 34,809 | \$ 54,767 | \$ 61,278 | \$(114,738) | \$ 36,116 |
| Other comprehensive income: | | | | | |
| Unrealized gains (losses) on marketable securities: | | | | | |
| Unrealized holding gains (losses) arising during the period | — | 310 | (3,044) | — | (2,734) |
| Reclassification adjustment for losses included in net income | — | — | 406 | — | 406 |
| Unrealized gains (losses) on marketable securities, net | — | 310 | (2,638) | — | (2,328) |
| Unrealized gains on interest rate swap agreements: | | | | | |
| Unrealized interest rate swap losses arising during the period | (2,526) | — | — | — | (2,526) |
| Reclassification adjustment for amortization of interest expense included in net income | 1,123 | — | — | — | 1,123 |
| Unrealized losses on interest rate swap agreements | (1,403) | — | — | — | (1,403) |
| Foreign currency translation gains | — | — | 5,915 | — | 5,915 |
| Total other comprehensive (loss) income | (1,403) | 310 | 3,277 | — | 2,184 |
| Comprehensive income | 33,406 | 55,077 | 64,555 | (114,738) | 38,300 |
| Less: comprehensive income attributable to noncontrolling interests | — | — | (1,307) | — | (1,307) |
| Comprehensive income attributable to Alexandria Real Estate Equities, Inc.'s common stockholders | \$ 33,406 | \$ 55,077 | \$ 63,248 | \$(114,738) | \$ 36,993 |

14. Condensed consolidating financial information (continued)

Condensed Consolidating Statement of Comprehensive Income
for the Three Months Ended June 30, 2013
(In thousands)
(Unaudited)

| | Alexandria Real Estate Equities, Inc. (Issuer) | Alexandria Real Estate Equities, L.P. (Guarantor Subsidiary) | Combined Non- Guarantor Subsidiaries | Eliminations | Consolidated |
|--|---|--|---|--------------|--------------|
| Net income | \$ 32,357 | \$ 48,869 | \$ 55,906 | \$(103,795) | \$ 33,337 |
| Other comprehensive income: | | | | | |
| Unrealized (losses) gains on marketable securities: | | | | | |
| Unrealized holding (losses) gains arising during the period | — | (244) | 288 | — | 44 |
| Reclassification adjustment for losses (gains) included in net income | — | 106 | (64) | — | 42 |
| Unrealized (losses) gains on marketable securities | — | (138) | 224 | — | 86 |
| Unrealized gains on interest rate swap agreements: | | | | | |
| Unrealized interest rate swap losses arising during the period | 105 | — | — | — | 105 |
| Reclassification adjustment for amortization of interest expense included in net income | 3,834 | — | — | — | 3,834 |
| Unrealized gains on interest rate swap agreements | 3,939 | — | — | — | 3,939 |
| Foreign currency translation losses | — | — | (20,698) | — | (20,698) |
| Total other comprehensive income (loss) | 3,939 | (138) | (20,474) | — | (16,673) |
| Comprehensive income | 36,296 | 48,731 | 35,432 | (103,795) | 16,664 |
| Less: comprehensive income attributable to noncontrolling interests | — | — | (1,008) | — | (1,008) |
| Comprehensive income attributable to Alexandria Real Estate Equities, Inc.'s common stockholders | \$ 36,296 | \$ 48,731 | \$ 34,424 | \$(103,795) | \$ 15,656 |

14. Condensed consolidating financial information (continued)

Condensed Consolidating Statement of Comprehensive Income
for the Six Months Ended June 30, 2014
(In thousands)
(Unaudited)

| | Alexandria Real Estate Equities, Inc. (Issuer) | Alexandria Real Estate Equities, L.P. (Guarantor Subsidiary) | Combined Non- Guarantor Subsidiaries | Eliminations | Consolidated |
|--|---|--|---|--------------|--------------|
| Net income | \$ 74,363 | \$ 113,073 | \$ 126,126 | \$(236,697) | \$ 76,865 |
| Other comprehensive income: | | | | | |
| Unrealized gains on marketable securities: | | | | | |
| Unrealized holding gains arising during the period | — | 310 | 15,735 | — | 16,045 |
| Reclassification adjustment for losses included in net income | — | — | 406 | — | 406 |
| Unrealized gains on marketable securities | — | 310 | 16,141 | — | 16,451 |
| Unrealized gains on interest rate swap agreements: | | | | | |
| Unrealized interest rate swap gains arising during the period | (3,914) | — | — | — | (3,914) |
| Reclassification adjustment for amortization of interest expense included in net income | 4,613 | — | — | — | 4,613 |
| Unrealized gains on interest rate swap agreements | 699 | — | — | — | 699 |
| Foreign currency translation gains | — | — | 2,809 | — | 2,809 |
| Total other comprehensive income | 699 | 310 | 18,950 | — | 19,959 |
| Comprehensive income | 75,062 | 113,383 | 145,076 | (236,697) | 96,824 |
| Less: comprehensive income attributable to noncontrolling interests | — | — | (2,502) | — | (2,502) |
| Comprehensive income attributable to Alexandria Real Estate Equities, Inc.'s common stockholders | \$ 75,062 | \$ 113,383 | \$ 142,574 | \$(236,697) | \$ 94,322 |

14. Condensed consolidating financial information (continued)

Condensed Consolidating Statement of Comprehensive Income
for the Six Months Ended June 30, 2013

(In thousands)

(Unaudited)

| | Alexandria Real Estate Equities, Inc. (Issuer) | Alexandria Real Estate Equities, L.P. (Guarantor Subsidiary) | Combined Non- Guarantor Subsidiaries | Eliminations | Consolidated |
|--|---|--|---|--------------|--------------|
| Net income | \$61,612 | \$96,042 | \$107,721 | \$(201,801) | \$63,574 |
| Other comprehensive income: | | | | | |
| Unrealized gains on marketable securities: | | | | | |
| Unrealized holding gains (losses) arising during the period | — | 405 | (45) | — | 360 |
| Reclassification adjustment for (gains) losses included in net income | — | (375) | 145 | — | (230) |
| Unrealized gains on marketable securities | — | 30 | 100 | — | 130 |
| Unrealized gains on interest rate swap agreements: | | | | | |
| Unrealized interest rate swap losses arising during the period | (28) | — | — | — | (28) |
| Reclassification adjustment for amortization of interest expense included in net income | 8,142 | — | — | — | 8,142 |
| Unrealized gains on interest rate swap agreements | 8,114 | — | — | — | 8,114 |
| Foreign currency translation losses | — | — | (23,057) | — | (23,057) |
| Total other comprehensive income (loss) | 8,114 | 30 | (22,957) | — | (14,813) |
| Comprehensive income | 69,726 | 96,072 | 84,764 | (201,801) | 48,761 |
| Less: comprehensive income attributable to noncontrolling interests | — | — | (1,906) | — | (1,906) |
| Comprehensive income attributable to Alexandria Real Estate Equities, Inc.'s common stockholders | \$69,726 | \$96,072 | \$82,858 | \$(201,801) | \$46,855 |

14. Condensed consolidating financial information (continued)

Condensed Consolidating Statement of Cash Flows
for the Six Months Ended June 30, 2014
(In thousands)
(Unaudited)

| | Alexandria Real Estate Equities, Inc. (Issuer) | Alexandria Real Estate Equities, L.P. (Guarantor Subsidiary) | Combined Non-Guarantor Subsidiaries | Eliminations | Consolidated |
|---|--|--|-------------------------------------|---------------|---------------|
| Operating Activities | | | | | |
| Net income | \$ 74,363 | \$ 113,073 | \$ 126,126 | \$ (236,697) | \$ 76,865 |
| Adjustments to reconcile net income to net cash provided by operating activities: | | | | | |
| Depreciation and amortization | 2,927 | — | 104,808 | — | 107,735 |
| Gain on sale of land parcel | — | — | (797) | — | (797) |
| Amortization of loan fees and costs | 3,542 | — | 1,762 | — | 5,304 |
| Amortization of debt premiums/discounts | 80 | — | 56 | — | 136 |
| Amortization of acquired above and below market leases | — | — | (1,434) | — | (1,434) |
| Deferred rent | — | — | (24,619) | — | (24,619) |
| Stock compensation expense | 6,304 | — | — | — | 6,304 |
| Equity in income related to subsidiaries | (119,860) | (114,608) | (2,229) | 236,697 | — |
| Investment gains | — | — | (6,225) | — | (6,225) |
| Investment losses | — | 1,535 | 3,705 | — | 5,240 |
| Changes in operating assets and liabilities: | | | | | |
| Restricted cash | (9) | — | 9 | — | — |
| Tenant receivables | — | — | (735) | — | (735) |
| Deferred leasing costs | — | — | (17,452) | — | (17,452) |
| Other assets | (4,264) | — | (1,652) | — | (5,916) |
| Accounts payable, accrued expenses, and tenant security deposits | 20,850 | — | (20,765) | — | 85 |
| Net cash (used in) provided by operating activities | (16,067) | — | 160,558 | — | 144,491 |
| Investing Activities | | | | | |
| Proceeds from sale of properties | — | — | 17,868 | — | 17,868 |
| Additions to properties | — | — | (210,792) | — | (210,792) |
| Purchase of properties | — | — | (97,785) | — | (97,785) |
| Change in restricted cash related to construction projects | — | — | 5,650 | — | 5,650 |
| Contributions to unconsolidated real estate entity | — | — | (1,405) | — | (1,405) |
| Investments in subsidiaries | (235,931) | (205,546) | (8,095) | 449,572 | — |
| Additions to investments | — | — | (25,358) | — | (25,358) |
| Proceeds from sales of investments | — | — | 8,794 | — | 8,794 |
| Proceeds from repayment of note receivable | — | — | 29,851 | — | 29,851 |
| Net cash used in investing activities | \$ (235,931) | \$ (205,546) | \$ (281,272) | \$ 449,572 | \$ (273,177) |

14. Condensed consolidating financial information (continued)

Condensed Consolidating Statement of Cash Flows (continued)

for the Six Months Ended June 30, 2014

(In thousands)

(Unaudited)

| | Alexandria Real Estate Equities, Inc. (Issuer) | Alexandria Real Estate Equities, L.P. (Guarantor Subsidiary) | Combined Non-Guarantor Subsidiaries | Eliminations | Consolidated |
|---|--|---|---|--------------|--------------|
| Financing Activities | | | | | |
| Borrowings from secured notes payable | \$ — | \$ — | \$ 77,762 | \$ — | \$ 77,762 |
| Repayments of borrowings from secured notes payable | — | — | (219,427) | — | (219,427) |
| Principal borrowings from unsecured senior line of credit | 637,000 | — | — | — | 637,000 |
| Repayments of borrowings from unsecured senior line of credit | (270,000) | — | — | — | (270,000) |
| Transfer to/from parent company | 103 | 205,546 | 243,923 | (449,572) | — |
| Change in restricted cash related to financings | — | — | 1,212 | — | 1,212 |
| Deferred financing costs paid | (44) | — | (266) | — | (310) |
| Dividends paid on common stock | (98,867) | — | — | — | (98,867) |
| Dividends paid on preferred stock | (12,943) | — | — | — | (12,943) |
| Contributions by noncontrolling interests | — | — | 19,410 | — | 19,410 |
| Distributions to noncontrolling interests | — | — | (1,388) | — | (1,388) |
| Distributions to redeemable noncontrolling interests | — | — | (595) | — | (595) |
| Net cash provided by financing activities | 255,249 | 205,546 | 120,631 | (449,572) | 131,854 |
| Effect of foreign exchange rate changes on cash and cash equivalents | — | — | 837 | — | 837 |
| Net increase in cash and cash equivalents | 3,251 | — | 754 | — | 4,005 |
| Cash and cash equivalents at beginning of period | 14,790 | — | 42,906 | — | 57,696 |
| Cash and cash equivalents at end of period | \$ 18,041 | \$ — | \$ 43,660 | \$ — | \$ 61,701 |
| Supplemental Disclosure of Cash Flow Information | | | | | |
| Cash paid during the period for interest, net of interest capitalized | \$ 22,218 | \$ — | \$ 9,704 | \$ — | \$ 31,922 |
| Non-Cash Investing Activities | | | | | |
| Change in accrued capital expenditures | \$ — | \$ — | \$ 592 | \$ — | \$ 592 |
| Assumption of secured notes payable in connection with purchase of properties | \$ — | \$ — | \$ (48,329) | \$ — | \$ (48,329) |

14. Condensed consolidating financial information (continued)

Condensed Consolidating Statement of Cash Flows
for the Six Months Ended June 30, 2013
(In thousands)
(Unaudited)

| | Alexandria Real Estate Equities, Inc. (Issuer) | Alexandria Real Estate Equities, L.P. (Guarantor Subsidiary) | Combined Non-Guarantor Subsidiaries | Eliminations | Consolidated |
|---|--|---|---|---------------|--------------|
| Operating Activities | | | | | |
| Net income | \$ 61,612 | \$ 96,042 | \$ 107,721 | \$ (201,801) | \$ 63,574 |
| Adjustments to reconcile net income to net cash provided by operating activities: | | | | | |
| Depreciation and amortization | 2,921 | — | 90,654 | — | 93,575 |
| Loss on early extinguishment of debt | 560 | — | — | — | 560 |
| Gain on sale of land parcel | — | — | (772) | — | (772) |
| Loss on sale of real estate | — | — | 121 | — | 121 |
| Amortization of loan fees and costs | 3,381 | — | 1,432 | — | 4,813 |
| Amortization of debt premiums/discounts | 31 | — | 206 | — | 237 |
| Amortization of acquired above and below market leases | — | — | (1,660) | — | (1,660) |
| Deferred rent | — | — | (14,437) | — | (14,437) |
| Stock compensation expense | 7,812 | — | — | — | 7,812 |
| Equity in income related to subsidiaries | (103,719) | (96,183) | (1,899) | 201,801 | — |
| Investment gains | — | (152) | (2,514) | — | (2,666) |
| Investment losses | — | 297 | 232 | — | 529 |
| Changes in operating assets and liabilities: | | | | | |
| Restricted cash | 10 | — | 382 | — | 392 |
| Tenant receivables | 1 | — | 846 | — | 847 |
| Deferred leasing costs | (792) | — | (22,317) | — | (23,109) |
| Other assets | 31,434 | — | (25,512) | 188 | 6,110 |
| Intercompany receivables and payables | (40) | — | 40 | — | — |
| Accounts payable, accrued expenses, and tenant security deposits | (20,871) | — | 29,274 | (188) | 8,215 |
| Net cash (used in) provided by operating activities | (17,660) | 4 | 161,797 | — | 144,141 |
| Investing Activities | | | | | |
| Proceeds from sale of properties | 10,796 | — | 91,019 | — | 101,815 |
| Additions to properties | — | — | (298,927) | — | (298,927) |
| Change in restricted cash related to construction projects | — | — | (8,889) | — | (8,889) |
| Contributions to unconsolidated real estate entity | — | — | (4,889) | — | (4,889) |
| Loss in investments from unconsolidated real estate entity | — | — | (293) | — | (293) |
| Investments in subsidiaries | (61,214) | (88,247) | (1,243) | 150,704 | — |

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| | | | | | |
|---------------------------------------|--------------|--------------|---------------|------------|---------------|
| Additions to investments | — | 100 | (14,933) | — | (14,833) |
| Proceeds from sales of investments | — | 641 | 8,903 | — | 9,544 |
| Net cash used in investing activities | \$ (50,418) | \$ (87,506) | \$ (229,252) | \$ 150,704 | \$ (216,472) |

14. Condensed consolidating financial information (continued)

Condensed Consolidating Statement of Cash Flows (continued)

for the Six Months Ended June 30, 2013

(In thousands)

(Unaudited)

| | Alexandria Real Estate Equities, Inc. (Issuer) | Alexandria Real Estate Equities L.P. (Guarantor Subsidiary) | Combined Non-Guarantor Subsidiaries | Elimination | Consolidated |
|---|--|--|---|-------------|--------------|
| Financing Activities | | | | | |
| Borrowings from secured notes payable | \$ — | \$ — | \$ 26,114 | \$ — | \$ 26,114 |
| Repayments of borrowings from secured notes payable | — | — | (31,436) | — | (31,436) |
| Proceeds from issuance of senior notes payable | 495,310 | — | — | — | 495,310 |
| Principal borrowings from unsecured senior line of credit | 305,000 | — | — | — | 305,000 |
| Repayments of borrowings from unsecured senior line of credit | (871,000) | — | — | — | (871,000) |
| Repayments of unsecured senior bank term loans | (150,000) | — | — | — | (150,000) |
| Transfer to/from parent company | — | 85,589 | 65,115 | (150,704) | — |
| Change in restricted cash related to financings | — | — | 16,634 | — | 16,634 |
| Deferred financing costs paid | (1,095) | — | (362) | — | (1,457) |
| Proceeds from common stock offerings | 534,469 | — | — | — | 534,469 |
| Dividends paid on common stock | (73,932) | — | — | — | (73,932) |
| Dividends paid on preferred stock | (12,942) | — | — | — | (12,942) |
| Distributions to noncontrolling interests | — | — | (639) | — | (639) |
| Distributions to redeemable noncontrolling interests | — | — | (596) | — | (596) |
| Net cash provided by financing activities | 225,810 | 85,589 | 74,830 | (150,704) | 235,525 |
| Effect of foreign exchange rate changes on cash and cash equivalents | — | — | (1,960) | — | (1,960) |
| Net increase (decrease) in cash and cash equivalents | 157,732 | (1,913) | 5,415 | — | 161,234 |
| Cash and cash equivalents at beginning of period | 98,567 | 1,913 | 40,491 | — | 140,971 |
| Cash and cash equivalents at end of period | \$ 256,299 | \$ — | \$ 45,906 | \$ — | \$ 302,205 |
| Supplemental Disclosure of Cash Flow Information | | | | | |
| Cash paid during the period for interest, net of interest capitalized | \$ 17,969 | \$ — | \$ 11,290 | \$ — | \$ 29,259 |

Non-Cash Investing Activities

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| | | | | | |
|--|-----------|------|--------------|------|--------------|
| Note receivable issued in connection with sale of real estate | \$ 29,820 | \$ — | \$ 9,000 | \$ — | \$ 38,820 |
| Change in accrued capital expenditures | \$ — | \$ — | \$ (48,198) | \$ — | \$ (48,198) |

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Certain information and statements included in this quarterly report on Form 10-Q, including, without limitation, statements containing the words "forecast," "guidance," "projects," "estimates," "anticipates," "believes," "expects," "intends," "plans," "seeks," "should," or "will," or the negative of these words or similar words, constitute "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Forward-looking statements involve inherent risks and uncertainties regarding events, conditions, and financial trends that may affect our future plans of operations, business strategy, results of operations, and financial position. A number of important factors could cause actual results to differ materially from those included within or contemplated by the forward-looking statements, including, but not limited to, the following:

- Operational factors such as a failure to operate our business successfully in comparison to market expectations or in comparison to our competitors, our inability to obtain capital when desired or refinance debt maturities when desired, and/or a failure to maintain our status as a REIT for federal tax purposes;

- Industrial factors such as adverse developments concerning the life science industry and/or our life science client tenants;

- Governmental factors such as any unfavorable effects resulting from U.S., state, local and/or foreign government policies, laws, and/or funding levels;

- Global factors such as negative economic, political, financial, credit market, and/or banking conditions; and

- Other factors such as climate change, cyber-intrusions, and/or changes in laws, regulations, and financial accounting standards.

This list of risks and uncertainties is not exhaustive. Additional information regarding risk factors that may affect us is included under "Item 1A. Risk Factors" and "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations" in our annual report on Form 10-K for the fiscal year ended December 31, 2013. Readers of this quarterly report on Form 10-Q should also read our other documents filed publicly with the SEC for further discussion regarding such factors.

Overview

We are a Maryland corporation formed in October 1994 that has elected to be taxed as a REIT for federal income tax purposes. We are the largest and leading REIT uniquely focused on Class A collaborative science and technology campuses in urban innovation clusters, with a total market capitalization of approximately \$9.3 billion as of June 30, 2014, and an asset base of 31.4 million square feet, including 17.9 million RSF of operating and current value-creation projects, as well as an additional 13.5 million square feet in future ground-up development projects. We pioneered this niche in 1994 and have since established a dominant market presence in AAA locations including Greater Boston, the San Francisco Bay Area, San Diego, New York City, Maryland, Seattle, and Research Triangle Park. We are known for our high-quality and diverse client tenant base, and approximately 52% of our total ABR results from investment-grade client tenants (a REIT industry-leading percentage). We have a longstanding and proven track record of developing Class A assets clustered in urban science and technology campuses that provide client tenants with highly collaborative, 24/7, live/work/play ecosystems, as well as the critical ability to successfully recruit and retain best-in-class talent and enhance productivity. We believe these advantages result in higher occupancy levels, longer lease terms, higher rental income, higher returns, and greater long-term asset value.

Executive summary

We remain focused on our goal to provide stable and consistent funds from operations (“FFO”) per share and net asset value growth driven by strong core performance and healthy demand for our active and near-term value-creation pipeline. Our performance thus far in 2014 has been solid and we anticipate solid results for the remainder of the year. We remain committed to our goal of funding our 2014 capital needs with earnings before interest, taxes, depreciation, and amortization (“EBITDA”) growth and sales of land parcels. Cash flows from operating activities after dividends and a significant increase in EBITDA is forecasted to provide significant capacity in 2015 to fund our growth, including construction, while maintaining our target net debt to adjusted EBITDA of 6.5x in 2015.

Results

FFO attributable to Alexandria's common stockholders – diluted, as adjusted:

\$1.19 per share for the three months ended June 30, 2014, up 11.2%, compared to

\$1.07 per share for the three months ended June 30, 2013

\$2.36 per share for the six months ended June 30, 2014, up 8.3%, compared to

\$2.18 per share for the six months ended June 30, 2013

\$84.5 million for the three months ended June 30, 2014, up \$12.9 million, or 18.1%, compared to

\$71.6 million for the three months ended June 30, 2013

\$167.6 million for the six months ended June 30, 2014, up \$26.0 million, or 18.3%, compared to

\$141.6 million for the six months ended June 30, 2013

Net income attributable to Alexandria's common stockholders – diluted:

\$27.9 million, or \$0.39 per share, for the three months ended June 30, 2014, compared to

\$25.5 million, or \$0.38 per share, for the three months ended June 30, 2013

\$60.6 million, or \$0.85 per share, for the six months ended June 30, 2014, compared to

\$47.9 million, or \$0.74 per share, for the six months ended June 30, 2013

Core operating metrics

Total revenues:

\$176.4 million for the three months ended June 30, 2014, up \$22.5 million, or 14.6%, compared to \$153.9 million for the three months ended June 30, 2013

\$352.6 million for the six months ended June 30, 2014, up \$48.6 million, or 16.0%, compared to

\$304.0 million for the six months ended June 30, 2013

NOI:

\$124.0 million for the three months ended June 30, 2014, up \$16.4 million, or 15.2%, compared to \$107.7 million for the three months ended June 30, 2013

\$247.7 million for the six months ended June 30, 2014, up \$35.2 million, or 16.6%, compared to

\$212.6 million for the six months ended June 30, 2013

Same property NOI growth:

Up 5.3% and 5.7% (cash basis) for the three months ended June 30, 2014, compared to the three months ended June 30, 2013

Up 4.5% and 5.0% (cash basis) for the six months ended June 30, 2014, compared to the six months ended June 30, 2013

Leasing activity during the three months ended June 30, 2014:

Executed 62 leases for 752,364 RSF

9.9% and 3.0% (cash basis) rental rate increases on lease renewals and re-leasing of space

Leasing activity during the six months ended June 30, 2014:

Executed 107 leases for 1,315,757 RSF

13.6% and 6.3% (cash basis) rental rate increases on lease renewals and re-leasing of space

Occupancy for properties in North America, as of June 30, 2014:

96.9% occupancy for operating properties, up 230 basis points ("bps") from June 30, 2013

95.6% occupancy for operating and redevelopment properties, up 270 bps from June 30, 2013

Operating margins steady at 70% for the three months ended June 30, 2014

52% of total ABR from investment-grade client tenants

External growth: value-creation projects and acquisitions

Value-creation projects

79% of our development and redevelopment projects aggregating 1,934,431 RSF in North America are leased or under lease negotiations

Key deliveries during the three months ended June 30, 2014, from our value-creation projects included the following:

72,216 RSF to Illumina, Inc. at 499 Illinois Street in our Mission Bay submarket

37,943 RSF to several tenants at 430 East 29th Street, the Alexandria Center™ for Life Science, in our Manhattan submarket

During the three months ended June 30, 2014, we commenced development of 3013/3033 Science Park Road, a 165,938 RSF project in the Torrey Pines submarket of San Diego. This development project is currently 63% leased/under negotiation, including 25% pre-leased to a publicly traded life science company. Our ability to preserve the existing steel frame in a section of the project will allow us to reduce the time to deliver a portion of the project for initial occupancy in early 2015.

Delivery of high value pre-leased development and redevelopment projects will drive significant increases in EBITDA, cash flows, net asset value, and per share earnings. Additionally, deliveries over the next few quarters will drive non-income-producing assets (CIP and land) to 12% of gross real estate by the first quarter of 2015.

Acquisitions

In April 2014, we acquired a land parcel at 500 Townsend Street, supporting the ground-up development of approximately 300,000 gross square feet, in the SoMa submarket of the San Francisco Bay Area for a purchase price of \$50.0 million. We are in the process of perfecting entitlements and marketing for lease. Subject to market conditions, we plan to commence construction as soon as possible in 2015.

Dispositions of land parcels

In May 2014, we completed the sale of a land parcel at 810 Dexter Avenue North in the Seattle market for a sales price of \$19.0 million and a gain of \$797 thousand. The buyer is expected to reposition the property for multi-family residential use.

In July 2014, we completed the sale of two land parcels in a non-cluster market for a sales price of \$7.9 million and a gain of \$207 thousand. The buyer is expected to use the land for academic institution purposes.

Balance sheet

In July 2014, we completed an offering of \$700 million aggregate principal amount of unsecured senior notes payable, consisting of the following:

- \$400 million of aggregate principal amount of our 2.75% Unsecured Senior Notes

- \$300 million of aggregate principal amount of our 4.50% Unsecured Senior Notes

- Weighted average interest rate of 3.50% and maturity of 9.6 years

- Weighted average remaining term of outstanding debt extended from 5.1 years to 6.3 years while prudently laddering debt maturities

Net proceeds of \$694 million were used to reduce variable-rate debt, consisting of the partial repayment of \$125 million of our 2016 Unsecured Senior Bank Term Loan and the reduction of \$569 million of borrowings outstanding on our unsecured senior line of credit.

In connection with the partial repayment of \$125 million of our 2016 Unsecured Senior Bank Term Loan, we recognized a loss on the early extinguishment of debt related to the write-off of unamortized loan fees totaling \$0.5 million, or \$0.01 per share.

Certain statistics as of June 30, 2014, on a pro forma basis for the \$700 million unsecured senior notes payable offering completed in July 2014:

- Liquidity of \$1.8 billion

- Unhedged variable-rate debt as a percentage of total debt of 7%

- Cash flows from operating activities, after dividends, plus increases in EBITDA in 2015, are expected to provide significant capacity to fund \$500 million to \$600 million of growth, including construction, in 2015

- Unencumbered NOI as a percentage of total NOI of 84% for the three months ended June 30, 2014

LEED statistics

In May 2014, our 225 Binney Street property achieved LEED Gold certification.

- In June 2014, our 1201 Eastlake Avenue East achieved LEED Silver Existing Building Operations and Maintenance (“EB O&M”) certification. This building is part of only a handful of labs in the entire world with LEED Silver EB O&M certification.

As of June 30, 2014, our asset base had 29 LEED certified projects with an additional 27 LEED certifications in process.

Operating summary

Core operations

Our primary business objective is to maximize long-term asset value based on a multifaceted platform of internal and external growth. The key elements of our strategy include (i) a consistent focus on Class A collaborative science and technology campuses in urban innovation clusters adjacent to or in close proximity to leading science and technology institutions that drive innovation and growth within each cluster; (ii) utilizing our deep real estate relationships and world-class platform and network in order to develop, acquire, and lease real estate focused on science and technology tenants; (iii) drawing upon our broad and meaningful science relationships to attract new and leading client tenants; and (iv) a solid and flexible capital structure to enable stable growth.

The following table presents information regarding our asset base and value-creation projects as of June 30, 2014, and December 31, 2013:

| | June 30, 2014 | December 31, 2013 | |
|--|---------------|-------------------|---|
| RSF summary: | | | |
| Operating properties | 15,804,327 | 15,534,238 | |
| Development properties | 1,879,492 | 1,826,919 | |
| Redevelopment properties | 197,289 | 99,873 | |
| RSF of total properties | 17,881,108 | 17,461,030 | |
| Near-term value-creation projects in North America (CIP) | 2,474,163 | 2,641,663 | |
| Future value-creation projects | 10,760,108 | 10,632,058 | |
| Land subject to sale negotiations | 262,950 | 200,000 | |
| Total | 31,378,329 | 30,934,751 | |
| Number of properties | 187 | 180 | |
| Occupancy – operating | 95.3 | % 94.4 | % |
| Occupancy – operating and redevelopment | 94.0 | % 93.8 | % |
| ABR per leased RSF | \$36.76 | \$35.90 | |

Leasing

Leasing activity for the six months ended June 30, 2014, was considerable in light of the low level of expirations scheduled in 2014 (see “Summary of Lease Expirations” below):

- Executed a total of 107 leases, with a weighted average lease term of 4.6 years, for 1,315,757 RSF, including 208,003 RSF related to our development or redevelopment projects;
- Achieved rental rate increases for renewed/re-leased space of 13.6% and 6.3% (on a cash basis); and
- Increased the occupancy rate for operating properties in North America by 230 bps to 96.9% as of June 30, 2014, compared to June 30, 2013.

Approximately 56% of the 107 leases executed during the six months ended June 30, 2014, did not include concessions for free rent. Tenant concessions/free rent averaged approximately 2.6 months with respect to the 1,315,757 RSF leased during the six months ended June 30, 2014.

The following table summarizes our leasing activity at our properties:

| | Three Months Ended June 30, 2014 | | Six Months Ended June 30, 2014 | | Year Ended December 31, 2013 | |
|---|-------------------------------------|------------|------------------------------------|------------|------------------------------------|------------|
| | Including Straight-line Rent | Cash Basis | Including Straight-line Rent | Cash Basis | Including Straight-line Rent | Cash Basis |
| Leasing activity: | | | | | | |
| Renewed/re-leased space ⁽¹⁾ | | | | | | |
| Rental rate changes | 9.9% | 3.0% | 13.6% | 6.3% | 16.2% | 4.0% |
| New rates | \$42.28 | \$43.68 | \$41.79 | \$42.31 | \$32.00 | \$31.04 |
| Expiring rates | \$38.47 | \$42.41 | \$36.78 | \$39.81 | \$27.53 | \$29.84 |
| Rentable square footage | 497,965 | | 946,266 | | 1,838,397 | |
| Number of leases | 43 | | 75 | | 120 | |
| TIs/lease commissions per square foot | \$7.82 | | \$8.44 | | \$8.65 | |
| Average lease terms | 3.3 years | | 3.5 years | | 5.2 years | |
| Developed/redeveloped/previously vacant space leased | | | | | | |
| New rates | \$37.11 | \$35.00 | \$35.64 | \$33.92 | \$44.63 | \$41.86 |
| Rentable square footage | 254,399 | | 369,491 | | 1,806,659 | |
| Number of leases | 19 | | 32 | | 92 | |
| TIs/lease commissions per square foot | \$17.87 | | \$15.08 | | \$19.16 | |
| Average lease terms | 8.4 years | | 7.5 years | | 10.0 years | |
| Leasing activity summary (totals): | | | | | | |
| New rates | \$40.54 | \$40.75 | \$40.07 | \$39.95 | \$38.26 | \$36.40 |
| Rentable square footage | 752,364 | | 1,315,757 ⁽²⁾ | | 3,645,056 | |
| Number of leases | 62 | | 107 | | 212 | |
| TIs/lease commissions per square foot | \$11.22 | | \$10.31 | | \$13.86 | |
| Average lease terms | 5.0 years | | 4.6 years | | 7.6 years | |
| Lease expirations | | | | | | |
| Expiring rates | \$37.07 | \$40.64 | \$34.87 | \$37.51 | \$27.74 | \$30.15 |
| Rentable square footage | 564,668 | | 1,107,029 | | 2,144,447 | |
| Number of leases | 61 | | 99 | | 160 | |

(1) Excludes 11 month-to-month leases for 26,356 RSF at June 30, 2014, and 11 month-to-month leases for 18,038 RSF at December 31, 2013.

(2) During the six months ended June 30, 2014, we granted tenant concessions/free rent averaging approximately 2.6 months with respect to the 1,315,757 RSF leased.

Summary of lease expirations

The following table summarizes information with respect to the lease expirations at our properties as of June 30, 2014:

| Year of Lease Expiration | Number of Leases Expiring | RSF of Expiring Leases | Percentage of Aggregate Total RSF | ABR of Expiring Leases (per RSF) |
|--------------------------|---------------------------|------------------------|-----------------------------------|----------------------------------|
| 2014 | 39 ⁽¹⁾ | 373,717 ⁽¹⁾ | 2.5 % | \$27.34 |
| 2015 | 85 | 1,138,539 | 7.5 % | \$28.42 |
| 2016 | 85 | 1,379,813 | 9.1 % | \$34.76 |
| 2017 | 82 | 1,691,372 | 11.2 % | \$28.97 |
| 2018 | 59 | 1,574,838 | 10.4 % | \$40.35 |
| 2019 | 50 | 1,259,849 | 8.3 % | \$35.65 |
| 2020 | 31 | 1,110,392 | 7.3 % | \$37.45 |
| 2021 | 31 | 1,115,501 | 7.4 % | \$38.93 |
| 2022 | 17 | 633,004 | 4.2 % | \$29.45 |
| 2023 | 19 | 1,059,286 | 7.0 % | \$35.44 |
| Thereafter | 34 | 2,868,028 | 18.9 % | \$43.25 |

(1) Excludes 11 month-to-month leases for 26,356 RSF.

The following tables present information by market with respect to our lease expirations as of June 30, 2014, for the remainder of 2014 and all of 2015:

| Market | 2014 RSF of Expiring Leases | | | | | Total ⁽¹⁾ | ABR of Expiring Leases (per RSF) |
|-------------------------------|-----------------------------|------------------------------|-------------------------------|---------------------------------|----------------|----------------------|----------------------------------|
| | Leased | Negotiating/ Anticipating | Targeted for Redevelopment | Remaining Expiring Leases | | | |
| Greater Boston | 67,723 | 7,461 | — | 11,724 | | 86,908 | \$33.25 |
| San Francisco Bay Area | 12,763 | 21,260 | — | 20,470 | | 54,493 | 31.59 |
| San Diego | 49,219 | — | — | 15,316 | | 64,535 | 10.31 |
| New York City | — | 49,550 | — | 21,911 | | 71,461 | 31.62 |
| Maryland | — | — | — | 58,613 | ⁽²⁾ | 58,613 | 28.08 |
| Seattle | 8,459 | — | — | 4,867 | | 13,326 | 46.00 |
| Research Triangle Park | — | — | — | 8,140 | | 8,140 | 17.40 |
| Non-cluster markets | 3,213 | 3,111 | — | 5,487 | | 11,811 | 19.24 |
| Asia | — | — | — | 4,430 | | 4,430 | 12.41 |
| Total | 141,377 | 81,382 | — | 150,958 | | 373,717 | \$27.34 |
| Percentage of expiring leases | 38 | % 22 | % — | % 40 | % | 100 | % |

| Market | 2015 RSF of Expiring Leases | | | | | Total | ABR of Expiring Leases (per RSF) |
|-------------------------------|-----------------------------|------------------------------|-------------------------------|---------------------------------|---|-----------|----------------------------------|
| | Leased | Negotiating/ Anticipating | Targeted for Redevelopment | Remaining Expiring Leases | | | |
| Greater Boston | 13,320 | — | — | 311,587 | | 324,907 | \$34.69 |
| San Francisco Bay Area | 71,746 | — | — | 114,691 | | 186,437 | 34.28 |
| San Diego | 44,913 | — | 48,880 | ⁽³⁾ 93,416 | | 187,209 | 22.37 |
| New York City | — | — | — | 9,131 | | 9,131 | N/A |
| Maryland | — | 38,595 | — | 136,056 | | 174,651 | 20.43 |
| Seattle | — | 1,350 | — | 38,144 | | 39,494 | 30.66 |
| Research Triangle Park | 2,490 | 31,776 | — | 170,007 | | 204,273 | 20.12 |
| Non-cluster markets | — | — | — | 7,514 | | 7,514 | 21.32 |
| Asia | — | — | — | 4,923 | | 4,923 | 17.02 |
| Total | 132,469 | 71,721 | 48,880 | 885,469 | | 1,138,539 | \$28.42 |
| Percentage of expiring leases | 12 | % 6 | % 4 | % 78 | % | 100 | % |

(1) Excludes 11 month-to-month leases for 26,356 RSF.

Includes a 54,906 RSF lease expiration in the fourth quarter of 2014 at our 5 Research Court project in

(2) Rockville. Subject to local market conditions, this property may undergo conversion from non-laboratory into laboratory/office through redevelopment upon rollover.

Represents the RSF at 10151 Barnes Canyon Road, which was acquired during the three months ended September (3) 30, 2013. This property will undergo conversion into tech office through redevelopment in the fourth quarter of 2015 upon expiration of the lease that was in-place since the acquisition of the property.

Location of properties

The locations of our properties are diversified among a number of science and technology cluster markets. The following table sets forth, as of June 30, 2014, the total RSF, number of properties, and ABR of our properties in each of our existing markets:

| Market | RSF | | | Total | % Total | Number of Properties | ABR (Dollars in thousands) | | |
|----------------------------|------------|-------------|---------------|------------|---------|----------------------|----------------------------|-----|---|
| | Operating | Development | Redevelopment | | | | | | |
| Greater Boston | 3,547,714 | 801,806 | 112,500 | 4,462,020 | 25 | % 39 | \$ 150,609 | 29 | % |
| San Francisco Bay Area | 2,612,429 | 254,608 | — | 2,867,037 | 16 | 26 | 106,405 | 20 | |
| San Diego | 2,843,980 | 165,938 | 84,789 | 3,094,707 | 18 | 42 | 97,086 | 18 | |
| New York City | 721,611 | 191,684 | — | 913,295 | 5 | 6 | 51,349 | 10 | |
| Maryland | 2,155,346 | — | — | 2,155,346 | 12 | 29 | 50,123 | 10 | |
| Seattle | 746,260 | — | — | 746,260 | 4 | 10 | 30,099 | 6 | |
| Research Triangle Park | 1,025,786 | — | — | 1,025,786 | 6 | 15 | 21,566 | 4 | |
| Canada | 1,103,507 | — | — | 1,103,507 | 6 | 5 | 9,009 | 2 | |
| Non-cluster markets | 60,178 | — | — | 60,178 | — | 2 | 927 | — | |
| North America | 14,816,811 | 1,414,036 | 197,289 | 16,428,136 | 92 | 174 | 517,173 | 99 | |
| Asia | 903,230 | 465,456 | — | 1,368,686 | 8 | 9 | 5,921 | 1 | |
| Continuing operations | 15,720,041 | 1,879,492 | 197,289 | 17,796,822 | 100 | 183 | \$ 523,094 | 100 | % |
| Properties "held for sale" | 84,286 | — | — | 84,286 | — | 4 | | | |
| Total | 15,804,327 | 1,879,492 | 197,289 | 17,881,108 | 100 | % 187 | | | |

Summary of occupancy percentages

The following table sets forth the occupancy percentages for our operating assets and our assets under redevelopment in each of our existing markets as of June 30, 2014, December 31, 2013, and June 30, 2013:

| Market | Operating Properties | | | Operating and Redevelopment Properties | | |
|------------------------|----------------------|---------|---------|--|---------|---------|
| | 6/30/14 | 3/31/14 | 6/30/13 | 6/30/14 | 3/31/14 | 6/30/13 |
| Greater Boston | 98.5 | % 97.5 | % 95.5 | % 95.5 | % 94.5 | % 94.7 |
| San Francisco Bay Area | 98.4 | 99.9 | 97.3 | 98.4 | 99.9 | 95.9 |
| San Diego | 97.2 | 96.6 | 94.2 | 94.4 | 93.0 | 91.7 |
| New York City | 98.4 | 98.3 | 98.4 | 98.4 | 98.3 | 98.4 |
| Maryland | 92.7 | 92.2 | 92.3 | 92.7 | 92.2 | 89.4 |
| Seattle | 93.3 | 92.9 | 93.1 | 93.3 | 92.9 | 89.9 |
| Research Triangle Park | 97.3 | 97.1 | 91.4 | 97.3 | 97.1 | 91.4 |
| Canada | 97.6 | 96.8 | 96.8 | 97.6 | 96.8 | 96.8 |
| Non-cluster markets | 93.9 | 91.7 | 54.0 | 93.9 | 91.7 | 54.0 |
| North America | 96.9 | 96.6 | 94.6 | 95.6 | 95.1 | 92.9 |
| Asia | 69.1 | 68.0 | 68.1 | 69.1 | 68.0 | 59.8 |
| Continuing operations | 95.3 | % 94.9 | % 93.3 | % 94.0 | % 93.5 | % 91.2 |

Client tenants

Our science and technology properties are leased to a diverse group of client tenants, with no single client tenant accounting for more than 6.5% of our ABR. The following table sets forth information regarding leases with our 20 largest client tenants based upon ABR as of June 30, 2014 (dollars in thousands):

| | Client Tenant | Remaining Lease Term in Years ⁽¹⁾ | Aggregate RSF | Percentage of Aggregate Total RSF | | Percentage of Aggregate ABR | | Investment-Grade Ratings | | | |
|----|---|--|---------------|-----------------------------------|---|-----------------------------|------|--------------------------|---------|------|------|
| | | | | ABR | % | ABR | % | Fitch | Moody's | S&P | |
| 1 | Novartis AG | 3.2 | 703,493 | 3.9 | % | \$34,027 | 6.5 | % | AA | Aa3 | AA- |
| 2 | Illumina, Inc. | 16.3 | 569,294 | 3.2 | | 25,060 | 4.8 | | — | — | — |
| 3 | New York University | 16.3 | 207,777 | 1.2 | | 19,778 | 3.8 | | — | Aa3 | AA- |
| 4 | Roche | 5.6 | 409,734 | 2.3 | | 18,671 | 3.6 | | AA | A1 | AA |
| 5 | United States Government | 9.0 | 399,633 | 2.2 | | 17,918 | 3.4 | | AAA | Aaa | AA+ |
| 6 | Eli Lilly and Company | 9.4 | 257,119 | 1.4 | | 15,257 | 2.9 | | A | A2 | AA- |
| 7 | FibroGen, Inc. | 9.4 | 234,249 | 1.3 | | 14,197 | 2.7 | | — | — | — |
| 8 | Biogen Idec Inc. | 13.9 | 313,872 | 1.8 | | 13,707 | 2.6 | | — | Baa1 | A- |
| 9 | Bristol-Myers Squibb Company | 4.5 | 251,316 | 1.4 | | 10,087 | 1.9 | | A- | A2 | A+ |
| 10 | Celgene Corporation | 7.2 | 268,836 | 1.5 | | 10,024 | 1.9 | | — | Baa2 | BBB+ |
| 11 | The Scripps Research Institute | 2.3 | 218,031 | 1.2 | | 9,965 | 1.9 | | AA- | Aa3 | — |
| 12 | GlaxoSmithKline plc | 5.1 | 208,394 | 1.2 | | 9,936 | 1.9 | | A+ | A1 | A+ |
| 13 | Amgen Inc. | 8.8 | 294,373 | 1.6 | | 9,603 | 1.8 | | BBB | Baa1 | A |
| 14 | Massachusetts Institute of Technology | 3.4 | 202,897 | 1.1 | | 9,535 | 1.8 | | — | Aaa | AAA |
| 15 | The Regents of the University of California | 7.2 | 188,654 | 1.1 | | 7,787 | 1.5 | | AA | Aa2 | AA |
| 16 | Alnylam Pharmaceuticals, Inc. | 7.3 | 129,424 | 0.7 | | 6,955 | 1.3 | | — | — | — |
| 17 | AstraZeneca PLC | 2.5 | 218,308 | 1.2 | | 6,835 | 1.3 | | AA- | A2 | AA- |
| 18 | Pfizer Inc. | 5.4 | 128,348 | 0.7 | | 6,379 | 1.2 | | A+ | A1 | AA |
| 19 | Gilead Sciences, Inc. | 6.0 | 109,969 | 0.6 | | 5,824 | 1.1 | | — | Baa1 | A- |
| 20 | Theravance Biopharma, Inc. ⁽²⁾ | 5.9 | 150,256 | 0.8 | | 5,494 | 1.1 | | — | — | — |
| | Total/weighted average | 8.2 | 5,463,977 | 30.4 | % | \$257,039 | 49.0 | % | | | |

(1) Represents remaining lease term in years based on percentage of aggregate ABR in effect as of June 30, 2014.

(2) As of June 4, 2014, GlaxoSmithKline plc owned approximately 26% of the outstanding stock of Theravance Biopharma, Inc.

The charts below show the value of high-quality tenancy and client tenant business type by ABR as of June 30, 2014:
High-Quality Tenancy

52%

80%

of ARE's TOTAL
ABR
from Investment-Grade
Client Tenants

of ARE's
TOP 20
ABR

(By ABR)

Monitoring client tenant credit quality

During the term of each lease, we monitor the credit quality of our client tenants by (i) reviewing the credit rating of tenants that are rated by a nationally recognized credit rating agency, (ii) reviewing financial statements of the client tenants that are publicly available or that are required to be delivered to us pursuant to the applicable lease, (iii) monitoring news reports regarding our tenants and their respective businesses, and (iv) monitoring the timeliness of lease payments. We have a team of employees who, among them, have graduate and undergraduate degrees in biology, chemistry, and industrial biotechnology and experience in the life science industry, as well as in finance. This research team is responsible for assessing and monitoring the credit quality of our tenants and any material changes in credit quality.

Value-creation projects and external growth

Development, redevelopment, and future value-creation projects

A key component of our business model is our value-creation development and redevelopment projects. These programs are focused on providing high-quality, generic, and reusable science and technology space to meet the real estate requirements of a wide range of client tenants. During the period of construction, these assets are non-income-producing assets. A significant number of our active development and redevelopment projects are pre-leased and expected to be substantially delivered over the next six quarters. Upon completion, each value-creation project is expected to generate significant revenues and cash flows. Our development and redevelopment projects are generally in locations that are highly desirable, which we believe results in higher occupancy levels, longer lease terms, and higher rental income and returns.

Development projects generally consist of the ground-up development of generic and reusable facilities. Redevelopment projects generally consist of the permanent change in use of office, warehouse, and shell space into generic science and technology space. We generally will not commence new development projects for aboveground construction of Class A science and technology space without first securing pre-leasing for such space except when there is significant market demand for high-quality Class A facilities. Predevelopment activities include entitlements, permitting, design, site work, and other activities prior to commencement of construction of aboveground building improvements. Our objective also includes the advancement of predevelopment efforts to reduce the time required to deliver projects to prospective client tenants. These critical activities add significant value for future ground-up development and are required for the vertical construction of buildings. Ultimately, these projects will provide high-quality facilities and are expected to generate significant revenue and cash flows for the Company. The largest project in our land undergoing predevelopment activities in North America includes 1.1 million RSF at Alexandria Center™ at Kendall Square in East Cambridge, Massachusetts.

Our initial stabilized yield is calculated as the quotient of the estimated amount of stabilized NOI and our investment in the property, and excludes the impact of leverage. Our cash rents related to our value-creation projects are expected to increase over time and our average cash yields are expected, in general, to be greater than our initial stabilized yields on a cash basis. Our estimates for initial yields, initial yields on a cash basis, and total costs at completion represent our initial estimates at the commencement of each project. Initial stabilized yield reflects cash rents, including contractual rent escalations and any rent concessions over the term (s) of the lease(s), calculated on a straight-line basis. Initial stabilized yield on a cash basis reflects rental income less straight-line rent at the stabilization date after initial rental concessions, if any, have elapsed. Average cash yield reflects cash rents, including contractual rent escalations after initial rental concessions have elapsed, calculated on a straight-line basis.

As of June 30, 2014, we had six ground-up development projects in process in North America, including an unconsolidated joint venture development project, aggregating 1.4 million RSF. We also had three projects undergoing conversion into laboratory/office or tech office space through redevelopment, aggregating 197,289 RSF. These projects, along with recently delivered projects, certain future projects, and contribution from Same Properties, are expected to contribute significant increases in rental income, NOI, and cash flows.

The charts below show (i) the historical and projected trend, and our near and medium-term target of non-income-producing assets as a percentage of our gross investments in real estate and (ii) the allocation of our non-income-producing assets by category:

The projected non-income-producing assets as a percentage of our gross investments in real estate is expected to decrease as we deliver our current value-creation projects under development with significant pre-leasing and completed land sales.

Investment in unconsolidated real estate entity

We are currently developing a building aggregating 413,536 RSF in the Longwood Medical Area of the Greater Boston market through an unconsolidated joint venture. The cost at completion for this unconsolidated joint venture is approximately \$350.0 million. The project is 37% pre-leased to Dana-Farber Cancer Institute, Inc. The joint venture had a construction loan with commitments aggregating \$213.2 million with \$128.0 million outstanding as of June 30, 2014. The remaining cost to complete the development is expected to be funded primarily from the remaining commitments of \$85.2 million under the construction loan. The construction loan bears interest at LIBOR+3.75%, with a floor of 5.25%, and has a maturity date of April 1, 2019, inclusive of two separate one-year options to extend the stated maturity date of April 1, 2017.

We have a 27.5% interest in this unconsolidated joint venture that we account for under the equity method of accounting. Our investment under the equity method of accounting was \$48.0 million as of June 30, 2014.

We expect to earn unlevered yields on our share of the gross real estate in the joint venture as follows: (i) initial stabilized yield of 8.9%, (ii) initial stabilized yield of 8.3% on a cash basis, and (iii) average cash yields during the term of the initial leases of 9.3%. Our projected unlevered yields are based upon our share of the investment in real estate by the joint venture at completion of approximately \$108.3 million. In addition to these yields, we will receive construction management and other fees in aggregate of approximately \$1.1 million through 2015, and recurring annual property management fees thereafter from this project. Development management fees have been excluded from our estimate of unlevered yields.

Value-creation projects – commencement of development and redevelopment projects in North America

During the six months ended June 30, 2014, we commenced the development of 3013/3033 Science Park Road in the Torrey Pines submarket of San Diego. See further information under “Current value-creation development projects in North America” below.

During the six months ended June 30, 2014, we commenced the redevelopment of two projects in North America, including our redevelopment of 225 Second Avenue in the Route 128 submarket of Greater Boston and 10121 Barnes Canyon Road in the Sorrento Mesa submarket of San Diego. See further information under “Current value-creation redevelopment projects in North America” below.

External growth – acquisitions

The following table presents acquisitions completed during the six months ended June 30, 2014 (dollars in thousands):

| Property/Market – Submarket | Type | Date Acquired | Number of Properties | Purchase Price | Loan Assumption | SF | Leased % | Negotiating % | Unlevered Average Cash Yield | Initial Stabilized Yield (Cash) |
|---|---------------|------------------|----------------------------|-------------------|-------------------------|---------|---------------------|------------------|---------------------------------------|--|
| 3545 Cray Court/San Diego – Torrey Pines | Operating | 1/30/14 | 1 | \$64,000 | \$40,724 ⁽¹⁾ | 116,556 | 100% | —% | 7.2% | 7.0% |
| 4025/4031/4045 Sorrento Valley Boulevard/ San Diego – Sorrento Valley | Operating | 3/17/14 | 3 | 12,400 | 7,605 ⁽²⁾ | 42,566 | 100% | —% | 8.2% | 7.8% |
| 225 Second Avenue/Greater Boston – Route 128 | Redevelopment | 3/27/14 | 1 | 16,330 | — | 112,500 | 100% ⁽³⁾ | —% | 9.0% | 8.3% |
| 500 Townsend Street/San Francisco Bay Area – SoMa | Land | 4/18/14 | — | 50,000 | — | 300,000 | N/A | N/A | TBD | TBD |
| Total | | | 5 | \$142,730 | \$48,329 | | | | | |
| Acquisitions guidance range for the year ended December 31, 2014 | | | Low | High | | | | | | |
| | | | \$100,000– | \$200,000 | | | | | | |

(1) Secured note payable with a contractual rate of 4.66% and a maturity date of January 1, 2023.

(2) Secured note payable with a contractual rate of 5.74% and a maturity date of April 15, 2016.

(3) Acquired vacant. We subsequently leased 100% of the project to accommodate expansion requirements of an existing tenant.

Overview of Value-Creation Pipeline

A substantial portion of our value-creation pipeline is expected to be delivered in the near term. The completion of these projects is expected to contribute additional operating cash flow and significant growth in NOI and EBITDA.

The following table sets forth the expected year in which our current value-creation development and redevelopment projects and our near-term value-creation development projects are forecasted to contribute incremental NOI:

| Market | Submarket | Address | Square Feet | Leased/Negotiating % | Year of NOI Contribution – Forecast | | | |
|--|------------------------|----------------------------------|-------------|----------------------|-------------------------------------|------|------|-----------------|
| | | | | | 2014 | 2015 | 2016 | 2017 and Beyond |
| Current value-creation development/redevelopment projects | | | | | | | | |
| Greater Boston | Longwood Medical Area | 360 Longwood Avenue | 413,536 | 49% | | | | |
| New York City | Manhattan | 430 East 29th Street | 418,638 | 69% | | | | |
| San Francisco Bay Area | Mission Bay | 499 Illinois Street | 219,574 | 100% | | | | |
| San Francisco Bay Area | South San Francisco | 269 East Grand Avenue | 107,250 | 100% | | | | |
| San Diego | Sorrento Mesa | 10121 Barnes Canyon Road | 53,512 | 100% | | | | |
| San Diego | Sorrento Valley | 11055/11065/11075 Roselle Street | 55,213 | 75% | | | | |
| Greater Boston | Cambridge | 75/125 Binney Street | 388,270 | 99% | | | | |
| San Diego | Torrey Pines | 3013/3033 Science Park Road | 165,938 | 63% | | | | |
| Greater Boston | Route 128 | 225 Second Avenue | 112,500 | 100% | | | | |
| Near-term value-creation development projects ⁽¹⁾ | | | | | | | | |
| San Diego | University Town Center | 5200 Illumina Way – Building 6 | 149,663 | 100% | | | | |
| Research Triangle Park | Research Triangle Park | 6 Davis Drive | 220,000 | 40% | | | | |
| San Francisco Bay Area | SoMa | 500 Townsend Street | 300,000 | —% | | | | |
| San Diego | University Town Center | 10300 Campus Point Drive | 140,000 | 76% | | | | |
| Seattle | Lake Union | 400/416/430 Dexter Avenue | 253,000 | —% | | | | |
| Seattle | Lake Union | 1165 Eastlake Avenue East | 106,000 | 100% | | | | |
| Greater Boston | Cambridge | 50 Binney Street | 276,371 | —% | | | | |
| Greater Boston | Cambridge | 60 Binney Street | 264,150 | —% | | | | |
| Greater Boston | Cambridge | 100 Binney Street | 416,788 | —% | | | | |

(1) See page 47 for RSF targeted for redevelopment.

Value-Creation
Development Projects
Value-Creation
Redevelopment Projects

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Current value-creation development projects in North America

The following table sets forth the key development projects in North America as of June 30, 2014 (dollars in thousands):

| Property/Market – Submarket | Project RSF | | Total | Leased Status | | | | Total | | Project Start Date | Initial Occupancy Date | Stabil Occup Date |
|---|---------------|-----------|-----------|---------------|-------------|--------------------|------|-----------|------|--------------------------|------------------------------|-------------------------|
| | In Service | CIP | | Leased | Negotiating | Leased/Negotiating | % | RSF | % | | | |
| Consolidated development projects in North America | | | | RSF | % | RSF | % | RSF | % | | | |
| 75/125 Binney Street/Greater Boston – Cambridge | — | 388,270 | 388,270 | 386,111 | 99 % | — | —% | 386,111 | 99 % | 1Q13 | 1Q15 | 2015 |
| 499 Illinois Street/San Francisco Bay Area – Mission Bay | 72,216 | 147,358 | 219,574 | 219,574 | 100 % | — | —% | 219,574 | 100% | 2Q11 | 3Q14 | 2014 |
| 269 East Grand Avenue/San Francisco Bay Area – So. San Francisco | — | 107,250 | 107,250 | 107,250 | 100 % | — | —% | 107,250 | 100% | 1Q13 | 4Q14 | 2014 |
| 3013/3033 Science Park Road/San Diego – Torrey Pines | — | 165,938 | 165,938 | 42,047 | 25 % | 63,000 | 38 % | 105,047 | 63 % | 2Q14 | 1Q15 | 2016 |
| 430 East 29th Street/New York City – Manhattan | 226,954 | 191,684 | 418,638 | 254,466 | 61 % | 35,643 | 8 % | 290,109 | 69 % | 4Q12 | 4Q13 | 2015 |
| Consolidated development projects in North America | 299,170 | 1,000,500 | 1,299,670 | 1,009,448 | 78 % | 98,643 | 7 % | 1,108,091 | 85 % | | | |
| Unconsolidated joint venture development project | | | | | | | | | | | | |
| 360 Longwood Avenue/Greater Boston – Longwood Medical Area ⁽¹⁾ | — | 413,536 | 413,536 | 154,100 | 37 % | 49,471 | 12% | 203,571 | 49 % | 2Q12 | 4Q14 | 2016 |

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| Total | 299,170 | 1,414,036 | 1,713,206 | 1,163,548 | 68 % | 148,114 | 9 % | 1,311,662 | 77 % | | |
|--|---------------|-------------|------------------------|---------------------|------------------------|------------------|---------------------|------------|-------------------------------|---------------|--|
| Investment | | | Cost to Complete | | | | | | Unlevered | | |
| | June 30, 2014 | | 2014 | 2015 and Thereafter | | | | | | Initial | |
| Property/Market – Submarket | In Service | CIP | Construction Financing | Internal Funding | Construction Financing | Internal Funding | Total at Completion | Cash Yield | Stabilized Yield (Cash Basis) | Initial Yield | |
| Consolidated development projects in North America | | | | | | | | | | | |
| 75/125 Binney Street/Greater Boston – Cambridge | \$— | \$221,620 | \$45,498 | \$— | \$84,321 | \$— | \$351,439 | (2) 9.1% | 8.0% | 8.2% | |
| 499 Illinois Street/San Francisco Bay Area – Mission Bay | \$51,403 | \$97,255 | \$— | \$54,263 | \$— | \$— | \$202,921 | 7.3% | 6.4% | 7.2% | |
| 269 East Grand Avenue/San Francisco Bay Area – So. San Francisco | \$— | \$33,609 | \$17,691 | \$— | \$— | \$— | \$51,300 | 9.3% | 8.1% | 9.3% | |
| 3013/3033 Science Park Road/San Diego – Torrey Pines | \$— | \$30,783 | \$— | \$13,668 | \$— | \$60,340 | \$104,791 | 7.7% | 7.2% | 7.1% | |
| 430 East 29th Street/New York City – Manhattan | \$213,947 | \$181,789 | \$— | \$22,974 | \$— | \$44,535 | \$463,245 | 7.1% | 6.6% | 6.5% | |
| Consolidated development projects in North America | \$265,350 | \$565,056 | \$63,189 | \$90,905 | \$84,321 | \$104,875 | \$1,173,696 | | | | |
| Unconsolidated joint venture development project | | | | | | | | | | | |
| 100% of JV: | | | | | | | | | | | |
| 360 Longwood Avenue/Greater Boston – Longwood Medical Area (1) | \$— | \$265,184 | \$25,105 | \$906 | \$57,166 | \$1,639 | \$350,000 | 9.3% | 8.3% | 8.9% | |
| Less: Funding from secured construction | \$— | \$(217,136) | \$(25,105) | \$— | \$(57,166) | \$— | \$(299,407) | | | | |

| | | | | | | | |
|--|-----------|-----------|----------|-----------|----------|-----------|-------------|
| loans and JV partner capital ARE equity method accounting investment in 360 Longwood Avenue | \$— | \$48,048 | \$— | \$906 | \$— | \$1,639 | \$50,593 |
| Total ARE investment | \$265,350 | \$613,104 | \$63,189 | \$91,811 | \$84,321 | \$106,514 | \$1,224,289 |
| Total 2014, 2015 and thereafter | | | | \$155,000 | | \$190,835 | |

- (1) We have a 27.5% interest in this unconsolidated joint venture accounted for under the equity method of accounting. See further discussion under “Investment in unconsolidated real estate entity” above.

In the three months ended September 30, 2013, we completed the preliminary design and budget for interior improvements for use by ARIAD Pharmaceuticals, Inc. (“ARIAD”). Based upon our lease with ARIAD, we expect an increase in both estimated NOI and estimated cost at completion, with no significant change in our estimated yields. In light of certain changes in ARIAD’S business, ARIAD is reassessing its plans to occupy the entire (2) facility. As a result, plans and drawings for the interior improvements for the project have not been prepared and approved by ARIAD in accordance with the timelines specified in the lease. We expect ARIAD to finalize the design and budget for all or a portion of their interior improvements in the future and will provide an update on our estimated cost at completion and targeted yields. Pursuant to the terms of the lease we expect rent to commence in late March 2015.

Current value-creation redevelopment projects in North America

The following table sets forth the key redevelopment projects in North America as of June 30, 2014 (dollars in thousands):

| Property/Market – Submarket | Project In Service | RSF CIP | Total RSF | Leased Status | | Total Leased/Negotiating | | Project Start Date | Initial Occupancy Date | Stabilized Occupancy Date |
|--|--------------------|---------|-----------|---------------|---------|--------------------------|------|--------------------|------------------------|---------------------------|
| | | | | Leased RSF | % | RSF | % | | | |
| Consolidated redevelopment projects in North America | | | | | | | | | | |
| 225 Second Avenue/Greater Boston – Route 128 (1) | — | 112,500 | 112,500 | 112,500 | 100% | 0% 112,500 | 100% | 1Q14 | 2Q15 | 2015 |
| 10121 Barnes Canyon Road/San Diego – Sorrento Mesa (2) | — | 53,512 | 53,512 | 53,512 | 100% | 0% 53,512 | 100% | 1Q14 | 3Q14 | 2014 |
| 11055/11065/11075 Roselle Street/San Diego – Sorrento Valley (1) | 23,936 | 31,277 | 55,213 | 41,163 | (3) 75% | 0% 41,163 | 75% | 4Q13 | 2Q14 | 2015 |
| Consolidated redevelopment projects in North America | 23,936 | 197,289 | 221,225 | 207,175 | 94% | 0% 207,175 | 94% | | | |

| Property/Market – Submarket | Investment | | Cost to Complete | | | Unlevered | | Initial Stabilized Yield (Cash Basis) | Initial Stabilized Yield |
|--|---------------|----------|------------------|---------------------|---------------------|--------------------|------|---------------------------------------|--------------------------|
| | June 30, 2014 | | 2014 | 2015 and Thereafter | Total at Completion | Average Cash Yield | | | |
| | In Service | CIP | Funding | Funding | | | | | |
| Consolidated redevelopment projects in North America | | | | | | | | | |
| 225 Second Avenue/Greater Boston – Route 128 | \$— | \$19,721 | \$12,554 | \$14,396 | \$46,671 | 9.0% | 8.3% | 8.3% | |
| 10121 Barnes Canyon Road/San Diego – Sorrento Mesa | \$— | \$6,543 | \$11,730 (4) | \$— | \$18,273 | 8.8% | 7.7% | 7.7% | |
| 11055/11065/11075 Roselle Street/San Diego – Sorrento Valley | \$6,975 | \$5,875 | \$2,716 | \$2,784 | \$18,350 | 8.0% | 7.8% | 7.9% | |
| Consolidated redevelopment projects in North America | \$6,975 | \$32,139 | \$27,000 | \$17,180 | \$83,294 | | | | |

- (1) Acquired 225 Second Avenue and 11055/11065/11075 Roselle Street in March 2014 and November 2013, respectively, to accommodate expansion requirements of existing tenants.
- (2) Acquired in July 2013 with an in-place lease. This property became vacant in the first quarter of 2014, as anticipated, allowing us the opportunity to commence the redevelopment.
- (3) In the second quarter of 2014, we delivered 23,936 RSF to a life science company. We expect to deliver the remaining pre-leased 17,227 RSF in the second quarter of 2015.
This property is subject to a ground lease. Included in the cost to complete is an estimate of \$4.4 million to
- (4) complete the purchase of the fee interest in the land and improvements. We expect to complete the purchase of the land in the fourth quarter of 2014.

Near-term and future value-creation development projects in North America

The following table summarizes the components of our near-term and future value-creation development projects in North America as of June 30, 2014 (dollars in thousands, except per square foot amounts):

| Property – Market | Land Undergoing Predevelopment Activities (CIP) | | | Land Held for Development | | | Embedded Land ⁽¹⁾ | Total | | |
|---|---|-------------|----------------------|---------------------------|-------------|----------------------|------------------------------|------------|-------------|----------------------|
| | Book Value | Square Feet | Cost Per Square Foot | Book Value | Square Feet | Cost Per Square Foot | Square Feet | Book Value | Square Feet | Cost Per Square Foot |
| Near-term value-creation development projects | | | | | | | | | | |
| Alexandria Center™ at Kendall Square (“ACKS”) – Greater Boston: | | | | | | | | | | |
| 50, 60, and 100 Binney Street ⁽²⁾ | \$294,048 | 1,062,180 | \$277 | \$— | — | \$— | — | \$294,048 | 1,062,180 | \$277 |
| 500 Townsend Street – San Francisco Bay Area | 53,066 | 300,000 | 177 | — | — | — | — | 53,066 | 300,000 | 177 |
| 5200 Illumina Way – San Diego ⁽³⁾ | 15,894 | 392,983 | ⁽³⁾ 40 | — | — | — | — | 15,894 | 392,983 | 40 |
| 10300 Campus Point Drive – San Diego ⁽⁴⁾ | 4,806 | 140,000 | ⁽⁴⁾ 34 | — | — | — | — | 4,806 | 140,000 | 34 |
| 400/416/430 Dexter Avenue North – Seattle | 13,528 | 253,000 | 53 | — | — | — | — | 13,528 | 253,000 | 53 |
| 1165 Eastlake Avenue East – Seattle ⁽⁵⁾ | 16,416 | 106,000 | 155 | — | — | — | — | 16,416 | 106,000 | 155 |
| 6 Davis Drive – Research Triangle Park | 5,080 | 220,000 | 23 | — | — | — | — | 5,080 | 220,000 | 23 |
| Near-term value-creation development projects | 402,838 | 2,474,163 | 163 | — | — | — | — | 402,838 | 2,474,163 | 163 |
| Future value-creation development projects | | | | | | | | | | |
| East 29th Street - New York City | — | — | — | — | — | — | 420,000 ⁽⁶⁾ | — | 420,000 | — |
| | — | — | — | 7,722 | 100,000 | 77 | — | 7,722 | 100,000 | 77 |

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| | | | | | | | | | | |
|---|-----------|-----------|-------|-----------|-----------|------|-----------|-----------|-----------|------|
| Alexandria Technology Square® – Greater Boston ACKS – 50 Rogers Street Residential – | — | — | — | 4,075 | 150,000 | 27 | — | 4,075 | 150,000 | 27 |
| Greater Boston Grand Avenue – San Francisco Bay – | — | — | — | 45,002 | 397,132 | 113 | — | 45,002 | 397,132 | 113 |
| Area Rozzi/Eccles – San Francisco Bay – | — | — | — | 73,031 | 514,307 | 142 | — | 73,031 | 514,307 | 142 |
| Area Executive Drive/Other – San | — | — | — | 4,290 | 49,920 | 86 | 279,000 | 4,290 | 328,920 | 13 |
| Diego 9800 Medical Center Drive – | — | — | — | 4,572 | 260,721 | 18 | — | 4,572 | 260,721 | 18 |
| Maryland 9950 Medical Center Drive – | — | — | — | 3,375 | 61,000 | 55 | — | 3,375 | 61,000 | 55 |
| Maryland Research Boulevard – | — | — | — | 7,262 | 347,000 | 21 | — | 7,262 | 347,000 | 21 |
| Maryland Firstfield Road – | — | — | — | 4,056 | 95,000 | 43 | — | 4,056 | 95,000 | 43 |
| Maryland 124 Terry Avenue North – Seattle | — | — | — | 6,839 | 200,000 | 34 | — | 6,839 | 200,000 | 34 |
| 1150/1166 Eastlake Avenue East – Seattle | — | — | — | 15,249 | 160,266 | 95 | — | 15,249 | 160,266 | 95 |
| Other | — | — | — | 29,948 | 820,055 | 37 | 486,000 | 29,948 | 1,306,055 | 23 |
| Future value-creation development projects | — | — | — | 205,421 | 3,155,401 | 65 | 1,185,000 | 205,421 | 4,340,401 | 47 |
| Total value-creation development projects | \$402,838 | 2,474,163 | \$163 | \$205,421 | 3,155,401 | \$65 | 1,185,000 | \$608,259 | 6,814,564 | \$89 |

- (1) Embedded land generally represents adjacent land acquired in connection with the acquisition of operating properties. As a result, the real estate basis attributable to these land parcels is classified in rental properties, net.
- (2) Includes residential building totaling approximately 105,000 RSF.
- (3) We have an executed letter of intent for a new building (building 6) for 149,663 RSF. We expect to commence construction of this building in 2014.
- (4) We are currently negotiating a letter of intent with an existing tenant for an expansion into the majority of a new building. We expect to commence construction of this building in 2015.
- (5) The cost per square foot for 1165 Eastlake Avenue East includes an existing structure that can substantially be incorporated into the development plans.

- (6) We hold a right to ground lease a parcel supporting the future ground-up development of approximately 420,000 RSF at the Alexandria Center™ for Life Science pursuant to an option under our ground lease. We have begun discussions regarding this option and the future ground-up development project.

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Summary of capital expenditures

Our projected capital expenditures for the remainder of 2014, and thereafter, consist of the following (in thousands):

| Projected Construction Spending | Six Months Ended December 31, 2014 | 2014 Guidance Range |
|---|---------------------------------------|------------------------|
| Current value-creation projects in North America: | | |
| Development | \$ 155,000 | |
| Redevelopment | 27,000 | |
| Developments/redevelopments recently transferred to rental properties | 27,000 | (1) |
| Generic laboratory infrastructure/building improvement projects | 37,000 | (2) |
| Current value-creation projects in North America | 246,000 | |
| Near-term value-creation projects: | | |
| Development | 60,000 | (3) |
| Redevelopment | 2,000 | |
| Predevelopment | 63,000 | (4) |
| Near-term value-creation projects | 125,000 | |
| Value-creation projects | 371,000 | |
| Non-revenue-enhancing capital expenditures | 8,000 | |
| Projected construction spending | \$ 379,000 | \$ 349,000 – 409,000 |
| Actual construction spending for the six months ended June 30, 2014 | | 211,036 |
| Guidance range for the year ended December 31, 2014 | | \$ 560,000 – 620,000 |

Represents spending for recently delivered projects, including 4757 Nexus Center Drive, 1616 Eastlake Avenue (1) East, and 1551 Eastlake Avenue East, that may require additional construction prior to occupancy, generally ranging from 15,000 RSF to 30,000 RSF of the project.

(2) Includes, among others, 3535 General Atomics Court, 3000/3018 Western Avenue, 5810/5820 Nancy Ridge Drive, 8000 Virginia Manor Road, and 44 Hartwell Avenue.

(3) Includes, among others, 5200 Illumina Way, Eastlake Avenue East, 10300 Campus Point Drive, and 6 Davis Drive. Includes predevelopment costs related to: (i) approximately \$9 million of site and infrastructure costs for the 1.1 million RSF related to the Alexandria Center™ at Kendall Square, including utility access and roads, installation of

(4) storm drain systems, infiltration systems, traffic lighting/signals, streets, and sidewalks (excluding the portion related to 75/125 Binney Street, which is included in the projected development spending), and (ii) approximately \$27 million in connection with submittal of the building permit application, procurement of construction materials, as well as site mobilization related to 50 Binney Street and 60 Binney Street.

Our historical capital expenditures for the six months ended June 30, 2014, consisted of the following (in thousands):

| Actual Construction Spending | Six Months Ended June 30, 2014 |
|--|-----------------------------------|
| Development – North America | \$132,875 |
| Redevelopment – North America | 31,690 |
| Predevelopment | 20,317 |
| Generic laboratory infrastructure/building improvement projects in North America (1) | 20,714 |
| Development and redevelopment – Asia | 5,440 |
| Total construction spending | \$211,036 |

(1) Includes revenue-enhancing projects and amounts shown in the following table related to non-revenue-enhancing capital expenditures.

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The table below reconciles construction spending on an accrual basis to our additions to properties on a cash basis (in thousands):

| | |
|--|-----------------------------------|
| Actual Construction Spending | Six Months Ended June 30, 2014 |
| Construction spending (accrual basis) | \$211,036 |
| Change in accrued capital expenditures | (592) |
| Other | 348 |
| Additions to properties (cash basis) | \$210,792 |

The tables below show the average per RSF of property-related non-revenue-enhancing capital expenditures, tenant improvements, and leasing costs, excluding capital expenditures and tenant improvements that are recoverable from client tenants, revenue-enhancing, or related to properties that have undergone redevelopment (dollars in thousands, except per square foot amounts):

| Non-revenue-enhancing Capital Expenditures, Tenant Improvements, and Leasing Costs ⁽¹⁾ | Six Months Ended June 30, 2014 | | | 5 Year Average Per RSF ⁽²⁾ |
|--|--------------------------------|------------|---------|--|
| | Amount | RSF | Per RSF | |
| Non-revenue-enhancing capital expenditures | \$3,035 | 14,528,858 | \$0.21 | \$0.23 |
| Tenant improvements and leasing costs: | | | | |
| Re-tenanted space | \$4,035 | 214,453 | \$18.82 | \$10.17 |
| Renewal space | 3,952 | 731,813 | \$5.40 | \$5.30 |
| Total tenant improvements and leasing costs/weighted average | \$7,987 | 946,266 | \$8.44 | \$6.63 |

(1) Excludes amounts that are recoverable from client tenants, revenue-enhancing, or related to properties that have undergone redevelopment.

(2) Represents the average of the years ended December 31, 2010, through December 31, 2013, and the six months ended June 30, 2014, annualized.

Real estate investment in Asia

Our investments in real estate, net, in Asia, consisted of the following as of June 30, 2014:

| | Number of Properties | ABR (in thousands) | Occupancy Percentage | Book Value (in thousands) | Square Feet |
|-------------------------------------|-------------------------|-----------------------|-------------------------|------------------------------|-------------|
| Rental properties, net, in China | 2 | \$938 | 63.7 | % \$56,674 | 471,384 |
| Rental properties, net, in India | 7 | 4,983 | 75.0 | 52,801 | 431,846 |
| | 9 | \$5,921 | 69.1 | % 109,475 | 903,230 |

Construction in progress:

| | | |
|--|-----------|-----------|
| Current development projects in China | 26,391 | 160,694 |
| Current development projects in India | 34,553 | 304,762 |
| | 60,944 | 465,456 |
| Future value-creation projects in Asia | 79,328 | 6,419,707 |
| Total investments in real estate, net, in Asia | \$249,747 | 7,788,393 |

Results of operations

Same Properties

As a result of changes within our total property portfolio, the financial data presented in the table in “Comparison of the Three Months Ended June 30, 2014, to the Three Months Ended June 30, 2013” and “Comparison of the Six Months Ended June 30, 2014, to the Six Months Ended June 30, 2013” shows significant changes in revenue and expenses from period to period. In order to supplement an evaluation of our results of operations, we analyze the operating performance for all properties that were operating for the periods presented (“Same Properties”), separate from properties acquired subsequent to the beginning of the earliest period presented, properties currently undergoing development or redevelopment, and corporate entities (legal entities performing general and administrative functions), which are excluded from Same Property results (“Non-Same Properties”). Additionally, rental revenues from lease termination fees, if any, are excluded from the results of the Same Properties.

The following table reconciles the number of Same Properties to total properties for the six months ended June 30, 2014:

| | | | |
|--|------------|--|------------|
| Development – current | Properties | Summary | Properties |
| 75/125 Binney Street | 1 | Development – current | 7 |
| 499 Illinois Street | 1 | Development – deliveries | 1 |
| 269 East Grand Avenue | 1 | Redevelopment – current | 4 |
| 3013/3033 Science Park Road | 2 | Redevelopment – deliveries | 10 |
| 430 East 29th Street | 1 | | |
| 360 Longwood Avenue (unconsolidated JV) | 1 | Development/redevelopment – Asia | 5 |
| | 7 | | |
| | | Acquisitions in North America since January 1, 2013: | |
| Development – deliveries since January 1, 2013 | Properties | 10151 Barnes Canyon Road | 1 |
| 225 Binney Street | 1 | 407 Davis Drive | 1 |
| | | 150 Second Street | 1 |
| Redevelopment – current | Properties | 3545 Cray Court | 1 |
| 225 Second Avenue | 1 | 4025/4031/4045 Sorrento Valley Boulevard | 3 |
| 10121 Barnes Canyon Road | 1 | | |
| 11055/11065 Roselle Street | 2 | Properties “held for sale” | 4 |
| | 4 | Total properties excluded from Same Properties | 38 |
| Redevelopment – deliveries since January 1, 2013 | Properties | Same Properties | 149 |
| 400 Technology Square | 1 | | |
| 285 Bear Hill Road | 1 | Total properties as of June 30, 2014 | 187 |
| 343 Oyster Point Boulevard | 1 | | |
| 4757 Nexus Center Drive | 1 | | |
| 11075 Roselle Street | 1 | | |
| 1616 Eastlake Avenue East | 1 | | |
| 1551 Eastlake Avenue East | 1 | | |
| 9800 Medical Center Drive | 3 | | |
| | 10 | | |

The following table presents information regarding our Same Properties for the three and six months ended June 30, 2014:

| | Three Months Ended June 30, 2014 | Six Months Ended June 30, 2014 |
|--|--|-----------------------------------|
| Percentage change in NOI over comparable period from prior year | 5.3% | 4.5% |
| Percentage change in NOI (cash basis) over comparable period from prior year | 5.7% | 5.0% |
| Operating margin | 70% | 69% |
| Number of Same Properties | 149 | 149 |
| RSF | 13,465,223 | 13,442,099 |
| Occupancy – current period | 96.6% | 96.5% |
| Occupancy – same period prior year | 93.4% | 93.1% |

Comparison of the three months ended June 30, 2014, to the three months ended June 30, 2013

The following table presents a comparison of the components of NOI for our Same Properties and Non-Same Properties for the three months ended June 30, 2014, compared to the three months ended June 30, 2013, and a reconciliation of NOI to income from continuing operations, the most directly comparable financial measure (dollars in thousands):

| | Three Months Ended June 30, | | | | |
|---|-----------------------------|-----------|-----------|----------|---|
| | 2014 | 2013 | \$ Change | % Change | |
| Revenues: | | | | | |
| Rental – Same Properties | \$113,095 | \$108,432 | \$4,663 | 4.3 | % |
| Rental – Non-Same Properties | 21,897 | 6,061 | 15,836 | 261.3 | |
| Total rental | 134,992 | 114,493 | 20,499 | 17.9 | |
| Tenant recoveries – Same Properties | 36,388 | 33,963 | 2,425 | 7.1 | |
| Tenant recoveries – Non-Same Properties | 4,556 | 1,906 | 2,650 | 139.0 | |
| Total tenant recoveries | 40,944 | 35,869 | 5,075 | 14.1 | |
| Other income – Same Properties | 264 | 185 | 79 | 42.7 | |
| Other income – Non-Same Properties | 202 | 3,383 | (3,181) | (94.0) |) |
| Total other income | 466 | 3,568 | (3,102) | (86.9) |) |
| Total revenues – Same Properties | 149,747 | 142,580 | 7,167 | 5.0 | |
| Total revenues – Non-Same Properties | 26,655 | 11,350 | 15,305 | 134.8 | |
| Total revenues | 176,402 | 153,930 | 22,472 | 14.6 | |
| Expenses: | | | | | |
| Rental operations – Same Properties | 45,038 | 43,108 | 1,930 | 4.5 | |
| Rental operations – Non-Same Properties | 7,315 | 3,169 | 4,146 | 130.8 | |
| Total rental operations | 52,353 | 46,277 | 6,076 | 13.1 | |
| NOI: | | | | | |
| NOI – Same Properties | 104,709 | 99,472 | 5,237 | 5.3 | |
| NOI – Non-Same Properties | 19,340 | 8,181 | 11,159 | 136.4 | |
| Total NOI | 124,049 | 107,653 | 16,396 | 15.2 | |
| Other expenses: | | | | | |
| General and administrative | 13,836 | 12,455 | 1,381 | 11.1 | |
| Interest | 17,433 | 15,978 | 1,455 | 9.1 | |
| Depreciation and amortization | 57,314 | 46,344 | 10,970 | 23.7 | |
| Loss on early extinguishment of debt | — | 560 | (560) | (100.0) |) |
| Total other expenses | 88,583 | 75,337 | 13,246 | 17.6 | |
| Income from continuing operations | \$35,466 | \$32,316 | \$3,150 | 9.7 | % |
| NOI – Same Properties | \$104,709 | \$99,472 | \$5,237 | 5.3 | % |
| Less: straight-line rent adjustments | (6,015) | (6,114) | 99 | (1.6) |) |
| NOI (cash basis) – Same Properties | \$98,694 | \$93,358 | \$5,336 | 5.7 | % |

Rental revenues

Total rental revenues for the three months ended June 30, 2014, increased by \$20.5 million, or 17.9%, to \$135.0 million, compared to \$114.5 million for the three months ended June 30, 2013. The increase was primarily due to rental revenues from our Non-Same Properties, including 11 development and redevelopment projects that were completed and delivered after January 1, 2013, and seven operating properties that were acquired after January 1, 2013. In addition, rental revenues from our Same Properties for the three months ended June 30, 2014, increased by \$4.7 million, or 4.3%, to \$113.1 million, from \$108.4 million for the three months ended June 30, 2013. Occupancy of Same Properties increased by 320 bps to 96.6% for the three months ended June 30, 2014, from 93.4% for the three months ended June 30, 2013.

Tenant recoveries

Tenant recoveries for the three months ended June 30, 2014, increased by \$5.1 million, or 14.1%, to \$40.9 million, compared to \$35.9 million for the three months ended June 30, 2013. This increase is consistent with the increase in our rental operating expenses of \$6.1 million. Same Properties tenant recoveries increased by \$2.4 million, or 7.1%, primarily as a result of an increase in Same Properties rental operating expenses of \$1.9 million, or 4.5%, and higher occupancy for these properties in 2014. Rental operating expenses increased during the three months ended June 30, 2014, compared to the three months ended June 30, 2013, due to higher utilities and repairs and maintenance costs in the three months ended June 30, 2014. Our utility consumption and maintenance costs increased primarily due to our 320 bps increase in occupancy of our Same Properties. Non-Same Properties tenant recoveries increased by \$2.7 million as a result of a Non-Same Properties rental operating expense increase of \$4.1 million for the development and redevelopment properties delivered since June 30, 2013. As of June 30, 2014, approximately 94% of our leases (on an RSF basis) were triple net leases, requiring client tenants to pay substantially all real estate taxes, insurance, utilities, common area expenses, and other operating expenses (including increases thereto) in addition to base rent.

Other income

Other income for the three months ended June 30, 2014 and 2013, of \$0.5 million and \$3.6 million, respectively, consisted of the following (in thousands):

| | Three Months Ended June 30, | | |
|--------------------------|-----------------------------|---------|-----------|
| | 2014 | 2013 | Change |
| Management fee income | \$916 | \$501 | \$415 |
| Interest income | 911 | 990 | (79) |
| Investment (loss) income | (1,361) |) 2,077 | (3,438) |
| Total other income | \$466 | \$3,568 | \$(3,102) |

Rental operating expenses

Total rental operating expenses for the three months ended June 30, 2014, increased by \$6.1 million, or 13.1%, to \$52.4 million, compared to \$46.3 million for the three months ended June 30, 2013. Approximately \$4.1 million of the increase was due to an increase in rental operating expenses from our Non-Same Properties, primarily related to 11 development and redevelopment projects that were completed and delivered after January 1, 2013, and seven operating properties that were acquired after January 1, 2013.

General and administrative expenses

General and administrative expenses for the three months ended June 30, 2014, increased by \$1.4 million, or 11.1%, to \$13.8 million, compared to \$12.5 million for the three months ended June 30, 2013. General and administrative expenses increased primarily because of higher property acquisition-related expenses due to our recent acquisitions and costs for deals we ultimately did not acquire, higher income taxes related to our foreign operations, and higher professional fees. As a percentage of total assets, our annualized general and administrative expenses were 0.7% and 0.7% for the three months ended June 30, 2014 and 2013, respectively.

Interest expense

Interest expense for the three months ended June 30, 2014, increased by \$1.5 million, or 9.1%, to \$17.4 million, compared to \$16.0 million for the three months ended June 30, 2013, detailed as follows (in thousands):

| Component | Three Months Ended June 30, | | |
|--|-----------------------------|----------|-----------|
| | 2014 | 2013 | Change |
| Secured notes payable | \$7,087 | \$9,745 | \$(2,658) |
| Unsecured senior notes payable | 11,241 | 7,642 | 3,599 |
| Unsecured senior line of credit | 2,698 | 1,867 | 831 |
| Unsecured senior bank term loans | 3,757 | 6,076 | (2,319) |
| Interest rate swaps | 1,123 | 3,834 | (2,711) |
| Amortization of loan fees and other interest | 2,829 | 2,497 | 332 |
| Unsecured senior convertible notes | — | 7 | (7) |
| Subtotal | 28,735 | 31,668 | (2,933) |
| Capitalized interest | (11,302) | (15,690) | 4,388 |
| Total interest expense | \$17,433 | \$15,978 | \$1,455 |

Total interest expense increased by \$1.5 million during the three months ended June 30, 2014, compared to the three months ended June 30, 2013, primarily as a result of the \$4.4 million reduction in the amount of capitalization of interest related to development and redevelopment construction projects, which results in the expensing of interest costs for the projects upon delivery into service. The lower amount of capitalization of interest was due to the completion of eight projects since June 30, 2013. Gross interest decreased by \$2.9 million during the three months ended June 30, 2014, compared to the three months ended June 30, 2013, primarily as a result of reductions in our unsecured senior bank term loan balances of \$100.0 million and reductions in our secured notes payable by \$95.5 million subsequent to June 30, 2013, and the decrease in expense related to the expiration, subsequent to June 30, 2013, of interest rate swap agreements aggregating \$250.0 million with rates approximating 4.9%. In addition, we amended our unsecured senior line of credit and unsecured senior bank term loans in July 2013 and August 2013 to reduce our interest rate, by reducing our credit spread over LIBOR, on outstanding borrowings. The decrease in interest costs was partially offset by an increase in interest expense from the issuance of the \$500.0 million unsecured senior notes payable at a fixed rate of 3.90% in May 2013. The decrease in interest costs was also partially offset by an increase in interest expense from a higher overall debt balance, which increased by \$375.4 million, to \$3.33 billion as of June 30, 2014, compared to \$2.96 billion as of June 30, 2013.

Depreciation and amortization

Depreciation and amortization for the three months ended June 30, 2014, increased by \$11.0 million, or 23.7%, to \$57.3 million, compared to \$46.3 million for the three months ended June 30, 2013. Depreciation increased primarily due to depreciation related to our recent acquisitions and the 11 development and redevelopment projects that were completed and delivered after January 1, 2013, and seven operating properties that were acquired in North America after January 1, 2013.

Loss on early extinguishment of debt

During the three months ended June 30, 2013, we recognized a loss on early extinguishment of debt related to the write-off of a portion of unamortized loan fees totaling \$560 thousand, upon our \$150 million partial repayment of the outstanding principal balance of our 2016 Unsecured Senior Bank Term Loan.

(Loss) income from discontinued operations

Loss from discontinued operations of \$147 thousand for the three months ended June 30, 2014, includes the results of operations of four operating properties that were classified as “held for sale” as of June 30, 2014.

Income from discontinued operations of \$249 thousand for the three months ended June 30, 2013, includes the results of operations of four operating properties that were classified as “held for sale” as of June 30, 2014, and the results of operations of one property sold subsequent to April 1, 2013.

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Comparison of the six months ended June 30, 2014, to the six months ended June 30, 2013

The following table presents a comparison of the components of NOI for our Same Properties and Non-Same Properties for the six months ended June 30, 2014, compared to the six months ended June 30, 2013, and a reconciliation of NOI to income from continuing operations, the most directly comparable financial measure (dollars in thousands):

| | Six Months Ended June 30, | | | | |
|---|---------------------------|-----------|-----------|----------|---|
| | 2014 | 2013 | \$ Change | % Change | |
| Revenues: | | | | | |
| Rental – Same Properties | \$221,071 | \$213,222 | \$7,849 | 3.7 | % |
| Rental – Non-Same Properties | 44,491 | 12,797 | 31,694 | 247.7 | |
| Total rental | 265,562 | 226,019 | 39,543 | 17.5 | |
| Tenant recoveries – Same Properties | 72,989 | 67,745 | 5,244 | 7.7 | |
| Tenant recoveries – Non-Same Properties | 9,637 | 3,689 | 5,948 | 161.2 | |
| Total tenant recoveries | 82,626 | 71,434 | 11,192 | 15.7 | |
| Other income – Same Properties | 298 | 211 | 87 | 41.2 | |
| Other income – Non-Same Properties | 4,102 | 6,349 | (2,247) | (35.4) |) |
| Total other income | 4,400 | 6,560 | (2,160) | (32.9) |) |
| Total revenues – Same Properties | 294,358 | 281,178 | 13,180 | 4.7 | |
| Total revenues – Non-Same Properties | 58,230 | 22,835 | 35,395 | 155.0 | |
| Total revenues | 352,588 | 304,013 | 48,575 | 16.0 | |
| Expenses: | | | | | |
| Rental operations – Same Properties | 90,262 | 85,821 | 4,441 | 5.2 | |
| Rental operations – Non-Same Properties | 14,598 | 5,642 | 8,956 | 158.7 | |
| Total rental operations | 104,860 | 91,463 | 13,397 | 14.6 | |
| NOI: | | | | | |
| NOI – Same Properties | 204,096 | 195,357 | 8,739 | 4.5 | |
| NOI – Non-Same Properties | 43,632 | 17,193 | 26,439 | 153.8 | |
| Total NOI | 247,728 | 212,550 | 35,178 | 16.6 | |
| Other expenses: | | | | | |
| General and administrative | 27,060 | 24,103 | 2,957 | 12.3 | |
| Interest | 36,556 | 33,998 | 2,558 | 7.5 | |
| Depreciation and amortization | 107,735 | 92,173 | 15,562 | 16.9 | |
| Loss on early extinguishment of debt | — | 560 | (560) | (100.0) |) |
| Total other expenses | 171,351 | 150,834 | 20,517 | 13.6 | |
| Income from continuing operations | \$76,377 | \$61,716 | \$14,661 | 23.8 | % |
| NOI – Same Properties | \$204,096 | \$195,357 | \$8,739 | 4.5 | % |
| Less: straight-line rent adjustments | (10,794) | (11,312) | 518 | (4.6) |) |
| NOI (cash basis) – Same Properties | \$193,302 | \$184,045 | \$9,257 | 5.0 | % |

Rental revenues

Total rental revenues for the six months ended June 30, 2014, increased by \$39.5 million, or 17.5%, to \$265.6 million, compared to \$226.0 million for the six months ended June 30, 2013. The increase was primarily due to rental revenues from our Non-Same Properties, including 11 development and redevelopment projects that were completed and delivered after January 1, 2013, and seven operating properties that were acquired after January 1, 2013. In addition, rental revenues from our Same Properties for the six months ended June 30, 2014, increased by \$7.8 million, or 3.7%, to \$221.1 million from \$213.2 million for the six months ended June 30, 2013. Occupancy of Same Properties increased by 340 bps to 96.5% for the six months ended June 30, 2014, from 93.1% for the six months ended June 30, 2013.

Tenant recoveries

Tenant recoveries for the six months ended June 30, 2014, increased by \$11.2 million, or 15.7%, to \$82.6 million, compared to \$71.4 million for the six months ended June 30, 2013. This increase is consistent with the increase in our rental operating expenses of \$13.4 million. Same Properties tenant recoveries increased by \$5.2 million, or 7.7%, primarily as a result of an increase in Same Properties rental operating expenses of \$4.4 million, or 5.2%, and higher recoveries from increases in occupancy for these properties in 2014. Rental operating expenses increased during the six months ended June 30, 2014, compared to the six months ended June 30, 2013, due to higher utilities, contract services, and repairs and maintenance costs in the six months ended June 30, 2014. Our East Coast properties incurred additional heating, snow removal, and other maintenance costs due to a severe winter in 2014. Operating expenses also increased in our operating portfolio due to our increase in occupancy since 2013. Our utility consumption and maintenance costs increased primarily due to our 340 bps increase in occupancy of our Same Properties. Non-Same Properties tenant recoveries increased by \$5.9 million as a result of a Non-Same Properties rental operating expense increase of \$9.0 million.

Other income

Other income for the six months ended June 30, 2014 and 2013, of \$4.4 million and \$6.6 million, respectively, consisted of the following (in thousands):

| | Six Months Ended June 30, | | Change | |
|-----------------------|---------------------------|---------|-----------|---|
| | 2014 | 2013 | | |
| Management fee income | \$1,642 | \$2,106 | \$(464) |) |
| Interest income | 1,773 | 2,317 | (544) |) |
| Investment income | 985 | 2,137 | (1,152) |) |
| Total other income | \$4,400 | \$6,560 | \$(2,160) |) |

Rental operating expenses

Total rental operating expenses for the six months ended June 30, 2014, increased by \$13.4 million, or 14.6%, to \$104.9 million, compared to \$91.5 million for the six months ended June 30, 2013. Approximately \$9.0 million of the increase was due to an increase in rental operating expenses from our Non-Same Properties, primarily related to 11 development and redevelopment projects that were completed and delivered after January 1, 2013, and seven operating properties that were acquired after January 1, 2013.

General and administrative expenses

General and administrative expenses for the six months ended June 30, 2014, increased by \$3.0 million, or 12.3%, to \$27.1 million, compared to \$24.1 million for the six months ended June 30, 2013. General and administrative expenses increased primarily because of higher property acquisition-related expenses due to our recent acquisitions and costs for deals we ultimately did not acquire, higher income taxes related to our foreign operations, and professional fees. As a percentage of total assets, our annualized general and administrative expenses were 0.7% and 0.7% for the six months ended June 30, 2014, and 2013, respectively.

Interest expense

Interest expense for the six months ended June 30, 2014, increased by \$2.6 million, or 7.5%, to \$36.6 million, compared to \$34.0 million for the six months ended June 30, 2013, detailed as follows (in thousands):

| Component | Six Months Ended June 30, | | |
|--|---------------------------|-----------|------------|
| | 2014 | 2013 | Change |
| Secured notes payable | \$ 15,058 | \$ 19,549 | \$(4,491) |
| Unsecured senior notes payable | 22,481 | 13,977 | 8,504 |
| Unsecured senior line of credit | 4,737 | 4,761 | (24) |
| Unsecured senior bank term loans | 7,499 | 12,301 | (4,802) |
| Interest rate swaps | 4,613 | 8,142 | (3,529) |
| Amortization of loan fees and other interest | 5,483 | 4,966 | 517 |
| Unsecured senior convertible notes | — | 13 | (13) |
| Subtotal | 59,871 | 63,709 | (3,838) |
| Capitalized interest | (23,315) | (29,711) | |