ISTAR FINANCIAL INC
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Registration No. 333-114113

Prospectus Supplement
(to Prospectus dated February 23, 2005)

$1,100,000,000

iStar Financial Inc.

$400,000,000 Senior Floating Rate Notes Due 2008
$700,000,000 5.15% Senior Notes Due 2012

This is an offering of $400,000,000 aggregate principal amount of our Senior Floating Rate Notes due 2008 or the "Floating Rate Notes," and $700,000,000 aggregate principal amount of our 5.15% Senior Notes due 2012 or the "Fixed Rate Notes." The Floating Rate Notes will bear interest at a rate per year equal to three-month LIBOR (as defined herein) plus 0.39%. Except as otherwise stated in this prospectus supplement, when we refer to the "Notes," we refer to the Floating Rate Notes and the Fixed Rate Notes collectively. The Floating Rate Notes will mature on March 3, 2008. The Fixed Rate Notes will mature on March 1, 2012. We will pay interest on the Floating Rate Notes on each March 3, June 3, September 3 and December 3, commencing June 3, 2005. We will pay interest on the Fixed Rate Notes on each March 1 and September 1, commencing September 1, 2005.

We may not redeem the Floating Rate Notes prior to their maturity. We may redeem the Fixed Rate Notes in whole or in part prior to their maturity at the redemption price described in "Description of the Notes Redemption Optional Redemption of Fixed Rate Notes."

The Notes are our unsecured senior obligations and rank equally with all of our other unsecured, unsubordinated indebtedness from time to time outstanding.

The Notes are not expected to be listed on any securities exchange or included in any quotation system.

This prospectus supplement and the related prospectus include additional information about the terms of the Notes, including covenants.

See "Risk Factors," beginning on page S-7 of this prospectus supplement and on page 2 of the accompanying prospectus, for a discussion of certain of the risks you should consider before investing in the Notes.

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

	Public offering price	**Underwriting discount**	**Proceeds, before expenses, to us**
Per Floating Rate Note	100%	0.350%	99.650%
Per Fixed Rate Note	99.837%	0.625%	99.212%

	Public offering price	Underwriting discount	Proceeds, before expenses, to us
Total	$ 1,098,859,000	$ 5,775,000	$ 1,093,084,000

We expect that delivery of the Notes will be made in New York, New York on or about March 1, 2005.

Joint Book-Running Managers

Banc of America Securities LLC **Goldman, Sachs & Co.**

Co-Managers

Barclays Capital **KeyBanc Capital Markets** **RBS Greenwich Capital**

The date of this prospectus supplement is February 23, 2005

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You should only rely on the information contained or incorporated by reference in this prospectus supplement and the accompanying prospectus. We have not, and the underwriters have not, authorized any other person to provide you with different information. If anyone provides you with different or inconsistent information, you should not rely on it. We are not, and the underwriters are not, making an offer to sell these securities in any jurisdiction where the offer or sale is not permitted. You should assume that the information appearing in this prospectus supplement, the accompanying prospectus and the documents incorporated by reference is accurate only as of their respective dates. Our business, financial condition, results of operations and prospects may have changed since those dates.

Unless otherwise stated or the context requires otherwise, references to "iStar," "the Company," "we," "us" and "our" are to iStar Financial Inc. and its consolidated subsidiaries.

Creative Capital Solutions and the iStar Financial logo are registered trade marks of iStar Financial Inc.

FORWARD-LOOKING STATEMENTS

We make statements in this prospectus and the documents we incorporate by reference that are considered "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 which are usually identified by the use of words such as "will," "anticipates," "believes," "estimates," "expects," "projects," "plans," "intends," "should" or similar expressions. We intend these forward-looking statements to be covered by the safe harbor provisions for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995 and are including this statement for purposes of complying with those safe harbor provisions. These forward-looking statements reflect our current views about our plans, strategies and prospects, which are based on the information currently available to us and on assumptions we have made. Although we believe that our plans, intentions and expectations as reflected in or suggested by those forward-looking statements are reasonable, we can give no assurance that the plans, intentions or expectations will be achieved. We have discussed in this prospectus supplement and the accompanying prospectus some important risks, uncertainties and contingencies which could cause our actual results, performance or achievements to be materially different from the forward-looking statements we make in these documents.

We assume no obligation to update publicly any forward-looking statements, whether as a result of new information, future events or otherwise. In evaluating forward-looking statements, you should consider these risks and uncertainties, together with the other risks described from time to time in our reports and documents filed with the SEC, and you should not place undue reliance on those statements.

Summary

Issuer	iStar Financial Inc.
Securities Offered	$400,000,000 principal amount of Senior Floating Rate Notes due 2008 and $700,000,000 principal amount of 5.15% Senior Notes due 2012.
Maturity	The Floating Rate Notes will mature on March 3, 2008. Unless redeemed earlier, the Fixed Rate Notes will mature on March 1, 2012.
Interest Rate	The Floating Rate Notes will bear interest at a rate per year equal to three-month LIBOR, plus 0.39% (calculated on the basis of a 360-day year using the actual number of days elapsed from and including an interest payment date to but excluding the next succeeding interest payment date). Interest on the Floating Rate Notes will be reset quarterly. The Fixed Rate Notes will bear interest at 5.15% per year (calculated using a 360-day year comprised of twelve 30-day months).
Interest Payment Dates	Interest on the Floating Rate Notes will be paid on each March 3, June 3, September 3 and December 3, beginning on June 3, 2005. Interest on the Fixed Rate Notes will be paid on each March 1 and September 1, beginning on September 1, 2005. Interest on the Notes will accrue from the date of issuance.
Ranking	The Notes are our unsecured senior obligations and rank equally with our existing and future unsecured senior indebtedness and, to the extent we incur subordinated indebtedness in the future, senior to such indebtedness. The Notes will be effectively subordinated to all of our secured indebtedness and all indebtedness of our subsidiaries. As of September 30, 2004, the aggregate amount of our outstanding consolidated indebtedness was $4.7 billion, of which approximately $2.1 billion was debt of our subsidiaries.
Optional Redemption	We may redeem the Fixed Rate Notes in whole or in part prior to their maturity at the redemption price described in "Description of the Notes Redemption Optional Redemption of Fixed Rate Notes." We may not redeem the Floating Rate Notes prior to their maturity.
Certain Indenture Provisions	The indenture governing the Notes contains covenants limiting our and our subsidiaries' ability to: incur indebtedness; maintain unencumbered assets; or merge or consolidate with another person. These covenants are subject to a number of important limitations and exceptions. See "Description of the Notes Certain Covenants."
Risk Factors	Investing in the Notes involves substantial risks. See "Risk Factors" in this prospectus supplement and in the accompanying prospectus for a description of certain risks you should consider before investing in the Notes.

iSTAR FINANCIAL INC.

We are the leading publicly-traded finance company focused exclusively on the commercial real estate industry. We provide custom-tailored financing to high-end private and corporate owners of real estate nationwide, including senior and junior mortgage debt, senior and mezzanine corporate capital, and corporate net lease financing. Our objective is to generate consistent and attractive returns on our invested capital by providing innovative and value-added financing solutions to our customers. We are taxed as a real estate investment trust.

Our principal executive offices are located at 1114 Avenue of the Americas, New York, New York 10036, and our telephone number is (212) 930-9400. Our website is *www.istarfinancial.com*. The information on our website is not considered part of this prospectus supplement or the accompanying prospectus. Our five primary regional offices are located in Atlanta, Boston, Dallas, Hartford and San Francisco. iStar Asset Services, our loan servicing subsidiary, is located in Hartford, and iStar Real Estate Services, our corporate facilities management division, is headquartered in Atlanta.

RECENT DEVELOPMENTS

On January 19, 2005, we signed a definitive agreement to acquire Falcon Financial Investment Trust, an independent finance company dedicated to providing long-term capital to automotive dealers throughout the United States. We commenced a tender offer for all of the outstanding common shares of beneficial interest of Falcon Financial Investment Trust for $7.50 per share, net to the seller in cash, for an aggregate equity purchase price of approximately $120 million. The tender offer was made pursuant to an Agreement and Plan of Merger, dated as of January 19, 2005 between Falcon Financial and us. The tender offer will remain open until 12:00 midnight, New York City time, on Monday, February 28, 2005, unless extended.

On January 25, 2005, we commenced a consent solicitation and offer to exchange our 5.70% Series B Senior Notes due 2014, for any and all outstanding TriNet Corporate Realty Trust 7.70% Senior Notes due 2017, referred to herein as the TriNet Notes. TriNet is our wholly-owned subsidiary. We received the requisite consents to adopt the proposed amendments to the indenture governing the TriNet Notes. The purpose of the consent solicitation and exchange offer is to enable us to simplify our corporate structure by consolidating TriNet into us through a merger, liquidation or other appropriate method. TriNet and BNY Midwest Trust Company, the trustee under the indenture, executed the supplemental indenture adopting the proposed amendments on February 11, 2005. The amendments will not become operative until we accept and consummate the exchange of all notes validly tendered. The exchange offer and consent solicitation are scheduled to expire on February 24, 2005 and issuance of the iStar notes in the exchange offer is scheduled to occur on March 1, 2005.

On February 15, 2005, we announced that we had entered into a definitive agreement to acquire a substantial minority interest in Oak Hill Advisors, L.P. and related entities. The consideration for our purchase of our interest in Oak Hill Advisors will consist of cash plus shares of iStar Financial common stock, par value $.001 per share. The shares of common stock will have an aggregate value of approximately $49.0 million, based upon the average of the daily dollar volume-weighted average sale price for sales of our common stock on the New York Stock Exchange, for the first 20 trading days in March 2005.

Recent Financial Information

Adjusted earnings allocable to common shareholders for the fourth quarter of 2004 were $98.4 million on a diluted basis, compared to $91.2 million for the fourth quarter of 2003. Net income allocable to common shareholders for the fourth quarter of 2004 was $115.0 million, compared to $68.8 million for the fourth quarter of 2003. Net income for the fourth quarter of 2004 includes a $41.2 million gain from the sale of non-core corporate tenant lease assets. Net investment income for the quarter ended December 31, 2004 increased to $91.5 million, up 9.0% from $84.0 million for the fourth quarter of 2003. Net investment income represents interest income, operating lease income and equity in earnings from joint ventures and unconsolidated subsidiaries, less interest expense and operating costs for corporate tenant lease assets and loss from early extinguishment of debt, in each case, in accordance with GAAP. For a discussion of how we compute adjusted earnings, including a reconciliation to net income, see the table below.

During the fourth quarter of 2004, we closed 10 new financing commitments for a total of $610.1 million, of which $392.2 million was funded during the quarter. In addition, we funded $116.9 million under 15 pre-existing commitments and received $359.6 million in principal repayments.

Adjusted earnings allocable to common shareholders for the year ended December 31, 2004, including first quarter compensation and securities redemption charges, were $266.7 million on a diluted basis, compared to $338.5 million for the year ended December 31, 2003.

Net income allocable to common shareholders for the year ended December 31, 2004 was $205.8 million, compared to $253.4 million for the year ended December 31, 2003.

Net investment income and total revenue both increased to $376.6 million and $694.4 million for the year ended December 31, 2004, respectively, from $328.3 million and $573.1 million, respectively, for the year ended December 31, 2003.

As of December 31, 2004, we had $7.1 billion of loan and corporate tenant lease assets secured by over 2,700 individual properties. Approximately 86% of our asset base as of December 31, 2004 was comprised of first mortgages, junior participations in first mortgages or corporate tenant lease assets. The average loan-to-value ratio of our loans was 67.5% and our loan portfolio had a weighted average debt service coverage ratio of 2.2x, in each case as of December 31, 2004. Our $3.2 billion portfolio of corporate tenant lease assets as of December 31, 2004 had a diversified tenant base of 93 corporate tenants, 50% of which had investment grade or implied investment grade ratings, and 78% of which were public companies or subsidiaries of public companies, based upon information available to us. The weighted average remaining lease term on our corporate tenant lease portfolio was 11.2 years as of December 31, 2004.

For the quarter ended December 31, 2004, our ratio of earnings to fixed charges was 2.4x and our ratio of earnings to fixed charges and preferred stock dividends was 2.0x. See "Ratio of Earnings to Fixed Charges" for the definitions of earnings and fixed charges.

For the quarter ended December 31, 2004, earnings before interest, taxes, depreciation and amortization, or "EBITDA," was approximately $207.0 million. The ratio of EBITDA to GAAP interest expense for the quarter was 3.3x and the ratio of EBITDA to fixed charges for the quarter was 2.9x. Our unencumbered asset base was $4.7 billion at December 31, 2004, representing 64% of our total asset base at that date.

As of December 31, 2004, the aggregate amount of our outstanding consolidated indebtedness was approximately $4.6 billion, of which approximately $1.8 billion was debt of our subsidiaries. The Company's debt to book equity plus accumulated depreciation and loan loss reserves ratio as of December 31, 2004 was 1.7x.

The results for the fourth quarter 2004 and year ended December 31, 2004 described above are preliminary and unaudited.

Adjusted Earnings and EBITDA

Adjusted earnings represents net income to common shareholders computed in accordance with GAAP, before depreciation, amortization, gain (loss) from discontinued operations, extraordinary items and cumulative effect of change in accounting principle. Adjustments for unconsolidated partnerships and joint ventures reflect our share of adjusted earnings calculated on the same basis.

EBITDA represents net income to common shareholders computed in accordance with GAAP, before interest expense, depreciation and amortization.

We measure our performance using adjusted earnings and EBITDA, in addition to GAAP net income. We think that adjusted earnings and EBITDA are helpful measures to consider, in addition to GAAP net income, because those measures help us to evaluate how our commercial real estate finance business is performing compared to other commercial finance companies, without the effects of certain GAAP adjustments that are not necessarily indicative of current operating performance. The most significant GAAP adjustments that we exclude in determining adjusted earnings and EBITDA are depreciation and amortization. As a commercial finance company that focuses on real estate lending and corporate tenant leasing, we record significant depreciation on our real estate assets and amortization of deferred financing costs on our lending assets. These items do not affect our daily operations, but they do impact our financial results under GAAP. By measuring our performance using adjusted earnings, EBITDA and net income, we are able to evaluate how our business is performing both before and after giving effect to recurring GAAP adjustments such as depreciation and amortization and, in the case of adjusted earnings, after including income or losses from our joint venture interests on the same basis and excluding gains or losses from the sale of assets that will no longer be part of our business.

We do not think that adjusted earnings and EBITDA are alternatives or substitutes for GAAP net income as a measure of our performance. Rather, we think that adjusted earnings and EBITDA are additional measures that help us analyze how our business is performing. We also use these measures to track our compliance with covenants in our borrowing arrangements because several of our material borrowing arrangements have covenants based upon these measures. Adjusted earnings and EBITDA should not be viewed as alternative measures of either our liquidity or funds available for our cash needs or for distribution to our shareholders. In addition, we may not calculate adjusted earnings in the same manner as other companies that use a similarly titled measure.

Reconciliation of Adjusted Earnings to Net Income

	Three Months Ended December 31		Year Ended December 31	
	2004	2003	2004	2003
	(in thousands)			
Net income (1)	$ 127,441	$ 79,580	$ 260,447	$ 292,157
Add: Joint venture income	39	43	166	593
Add: Depreciation	17,190	15,236	67,853	55,905
Add: Joint venture depreciation and amortization	72	4,416	3,544	7,417
Add: Amortization	7,053	7,051	33,651	27,180
Less: Preferred dividends (2)	(10,580)	(10,196)	(51,340)	(36,908)
Less: Gain from discontinued operations	(41,226)	(4,203)	(43,375)	(5,167)
Adjusted earnings allocable to common shareholders and High Performance Unit holders:				
Basic (3)	$ 99,950	$ 91,884	$ 270,780	$ 340,584
Diluted (4)	$ 99,989	$ 91,927	$ 270,946	$ 341,177
Weighted average common shares outstanding:				
Basic	111,402	102,603	110,205	100,314
Diluted	112,726	107,637	112,537	104,248
Common shares outstanding at end of period:				
Basic	111,432	107,215	111,432	107,215
Diluted	112,747	112,132	112,747	112,132

(1) For the twelve months ended December 31, 2004, net income includes previously reported first quarter 2004 compensation charges of $106.9 million and a charge of $11.5 million for the redemption of our 8.75% Senior Notes due 2008.

(2) For the twelve months ended December 31, 2004, preferred dividends includes a charge of $9.0 million relating to the redemption of our 9.375% Series B and 9.20% Series C Cumulative Redeemable Preferred Stock in the first quarter of 2004.

(3) For the three months ended December 31, 2004 and 2003, includes $1,595 and $728 of net income allocable to High Performance Unit ("HPU") holders, respectively. For the twelve months ended December 31, 2004 and 2003, includes $4,317 and $2,758 of net income allocable to HPU holders, respectively.

(4) For the three months ended December 31, 2004 and 2003, includes $1,577 and $694 of net income allocable to HPU holders, respectively. For the twelve months ended December 31, 2004 and 2003, includes $4,261 and $2,659 of net income allocable to HPU holders, respectively.

Reconciliation of EBITDA and EBITDA Ratios to Net Income

		Three Months Ended December 31, 2004
		(in thousands)
Net income(1)	$	127,441
Add: GAAP interest expense(2)		62,018
Add: Depreciation and amortization(3)		17,535
EBITDA	$	206,994
Interest Coverage		
EBITDA	$	206,994
GAAP interest expense(2)	$	62,018
EBITDA/GAAP interest expense		3.3x
Fixed Charge Coverage		
EBITDA	$	206,994
GAAP interest expense(2)	$	62,018
Plus: Preferred dividends		10,580
Total GAAP interest expense and preferred dividends	$	72,598
EBITDA/GAAP interest expense and preferred dividends		2.9x

(1) Includes $41,226 gain from the sale of non-core corporate tenant lease assets.

(2) Includes $170 of interest expense classified as income from discontinued operations in accordance with SFAS No. 144.

(3) Includes $354 of depreciation and amortization classified as income from discontinued operations in accordance with SFAS No. 144.

RISK FACTORS

This section describes some, but not all, of the risks of purchasing Notes in the offering. The prospectus to which this supplement relates also contains a Risk Factors section beginning on page 2 of that prospectus. You should carefully consider these risks, in addition to the other information contained or incorporated by reference in this document, before purchasing Notes. You should carefully review the factors discussed below and the cautionary statements referred to in "Forward-Looking Statements."

We Have Other Indebtedness

As of September 30, 2004, on a pro forma basis after giving effect to this offering and the use of proceeds therefrom, our outstanding debt would have been approximately $4.7 billion. Our ability to make scheduled payments of principal or interest on, or to refinance, our indebtedness depends on our future performance, which, to a certain extent, is subject to general economic, financial, competitive and other factors beyond our control.

The Notes Will Be Structurally Subordinated to Subsidiary Debt

The Notes are not guaranteed by any of our subsidiaries. Our subsidiaries hold a substantial portion of our assets. After giving pro forma effect to the offering, our subsidiaries would have had approximately $1.9 billion of indebtedness outstanding at September 30, 2004. Creditors of a subsidiary are entitled to be paid what is due to them before assets of the subsidiary become available for creditors of its parent.

As a REIT, We Must Distribute a Portion of Our Income to Our Stockholders

We must distribute annually at least 90% of our taxable net income to our stockholders to maintain our REIT status. As a result, those earnings will not be available to pay principal or interest on the Notes. Our taxable net income has historically been lower than the cash flow generated by our business activities, primarily because our taxable net income is reduced by non-cash expenses, such as depreciation and amortization. As a result, our dividend payout ratio as a percentage of free cash flow has generally been lower than our payout ratio as a percentage of taxable net income. However, our primary unsecured revolving credit facility permits us to distribute up to the greater of 100% of our adjusted earnings or such dividends as may be necessary to maintain our REIT status.

There is No Public Market for the Notes

If the Notes are traded after their initial issuance, they may trade at a discount from their initial offering price, depending upon prevailing interest rates, the market for similar securities, our performance and certain other factors. Historically, there has been substantial volatility in the prices of corporate debt securities, and the price of the Notes is likely to be affected by factors which affect the price of corporate debt securities generally. We do not intend to apply for listing of the Notes on any securities exchange or for inclusion of the Notes on any automated quotation system.

RATIO OF EARNINGS TO FIXED CHARGES

	Nine Months Ended September 30, 2004	Years Ended December 31,				
		2003	2002	2001	2000	1999
Ratio of earnings to fixed charges and preferred stock dividends(1)	1.4x(2)	2.0x	1.7x	1.8x	1.8x	1.1x(3)
Ratio of earnings to fixed charges(1)	1.7x(2)	2.4x	2.1x	2.2x	2.2x	1.4x(3)

(1) For the purposes of calculating the ratio of earnings to fixed charges, "earnings" consist of income from continuing operations before adjustment for minority interest in consolidated subsidiaries, or income or loss from equity investees, income taxes and cumulative effect of change in accounting principle plus "fixed charges" and certain other adjustments. "Fixed charges" consist of interest incurred on all indebtedness (including amortization of original issue discount) and the implied interest component of our rent obligations in the periods presented.

(2) Includes the effect of chief executive officer, chief financial officer and ACRE Partners compensation charges of $106.9 million, 8.75% Senior Notes due 2008 redemption charge of $11.5 million and, for the ratio of earnings to fixed charges and preferred dividends, preferred stock redemption charge of $9.0 million. Excluding these charges, the ratio of earnings to fixed charges and preferred stock dividends and the ratio of earnings to fixed charges would have been 2.0x and 2.4x, respectively.

(3) Includes the effect of a non-recurring, non-cash charge in the amount of approximately $94.5 million relating to our November 1999 acquisition of the former external advisor to our company. Excluding these charges, the ratio of earnings to fixed charges and preferred stock dividends and the ratio of earnings to fixed charges would have been 1.9x and 2.4x, respectively.

USE OF PROCEEDS

The net proceeds from the sale of the Notes, after deducting underwriting discounts and commissions and fees and expenses related to the offering, are expected to be approximately $1.1 billion. We intend to use the net proceeds to repay outstanding indebtedness under our secured and unsecured credit facilities. All of this indebtedness was incurred during the past year for working capital purposes. At September 30, 2004, the weighted average interest rate of the borrowings we will repay was 3.04%, and the weighted average maturity was 3.0 years. Amounts being repaid under secured and unsecured revolving credit facilities will be available for future borrowings. Affiliates of some of the underwriters are lenders under our credit facilities and will therefore receive a portion of the net proceeds from the sale of the Notes. For more information, please see the "Underwriting" section of this prospectus supplement.

CAPITALIZATION

The following table sets forth our capitalization at September 30, 2004 on an actual basis and as adjusted to give effect to the issuance of the Notes in this offering and the use of proceeds therefrom to repay outstanding indebtedness under our secured and unsecured credit facilities. An amount equal to the increase in our cash on hand described below will be used to repay indebtedness under our unsecured credit facility incurred subsequent to September 30, 2004. This table should be read in conjunction with our consolidated financial statements and the notes thereto incorporated by reference in this document.

	As of September 30, 2004	
	Actual	As Adjusted
	(in thousands)	
Cash	$ 104,763	$ 358,557
Long-term debt, including current maturities:		
Unsecured senior notes, less discount	$ 2,067,258	$ 3,158,848
Unsecured revolving credit facilities	642,000	
Secured revolving credit facilities	195,795	
Secured term loans, less discount	715,401	715,401
iStar Asset Receivables secured notes, less discount	1,052,205	1,052,205
Total long-term debt	$ 4,672,659	$ 4,926,454
Shareholders' equity	2,492,469	2,492,469
Total capitalization	$ 7,165,128	$ 7,418,923

DESCRIPTION OF OTHER INDEBTEDNESS

The table below reflects our debt obligations under various arrangements with financial institutions as of September 30, 2004. All of the indebtedness shown below which has not subsequently been repaid is non-recourse to iStar Financial, the parent company; except that, iStar Financial is the borrower under the unsecured revolving credit facility shown below; iStar Financial is the issuer of the 8.75%, 7.0%, 6.50%, 6.0%, 5.70%, 5.125%, 4.875% and senior floating rate unsecured notes shown below; and iStar Financial has provided limited guarantees of certain subsidiary borrowings. Specifically, iStar Financial is a guarantor of a $148.0 million subsidiary financing due 2006 and a guarantor of borrowings under secured revolving credit facilities as follows: (1) up to $30 million under the $700 million secured facility due January 2007; (2) up to 10% of outstanding borrowings under the $350 million and $500 million secured facilities due August 2006 and September 2005, respectively; and (3) up to 15% of outstanding borrowings under the $250 million secured credit facility due March 2005. In addition, iStar Financial provides guarantees under non-recourse subsidiary borrowings for customary carve-out matters such as fraud, misappropriation and voluntary bankruptcy proceedings.

We are subject to a number of covenants in our borrowing arrangements. These covenants are both financial and non-financial in nature. Significant financial covenants include limitations on our ability to incur indebtedness beyond specified levels. Significant non-financial covenants include a requirement in our publicly-held debt securities that we offer to repurchase those securities at a premium if we undergo a change of control.

	Maximum Amount Available	Carrying Value as of September 30, 2004	Carrying Value as of December 31, 2003	Stated Interest Rates(1)	Scheduled Maturity Date
		(dollars in thousands)			
Secured revolving credit facilities:					
Line of credit	$ 250,000	$ 42,000	$ 88,640	LIBOR + 1.50% 2.05%	March 2005
Line of credit	700,000	69,900	310,364	LIBOR + 1.40% 2.15%	January 2007(2)
Line of credit(3)	350,000	10,811	117,211	LIBOR + 1.50% 2.25%	August 2006(2)
Line of credit	500,000	73,084	180,376	LIBOR + 1.50% 2.25%	September 2005
Unsecured revolving credit facilities:					
Line of credit	850,000	642,000		LIBOR + 1.00%	April 2008(4)
Line of credit			130,000	LIBOR + 2.125%	July 2004
Total revolving credit facilities	$ 2,650,000	$ 837,795	$ 826,591		
Secured term loans:					
Secured by CTL assets			193,000	LIBOR + 1.85%	July 2006
Secured by CTL assets		137,536	140,440	7.44%	March 2009
Secured by CTL assets		135,000	135,000	LIBOR + 1.75%	October 2008
Secured by CTL assets		41,139		7.19% and 7.22%	January 2018 and December 2026
Secured by CTL assets		24,000		LIBOR + 1.25%	November 2004
Secured by CTL assets(5)		86,113	92,876	6.80% 8.80%	Various through 2022
Secured by corporate bond investments		148,037		LIBOR + 1.05% 1.50%	January 2006
Secured by CTL assets		76,994	77,938	6.55%	November 2005
Secured by CTL assets		60,352	60,874	6.41%	January 2013
Secured by corporate lending investments			60,000	LIBOR + 2.50%	June 2004 (6)
Secured by corporate lending investments			48,000	LIBOR + 2.125%	July 2008 (7)
Total term loans		709,171	808,128		
Less: debt premium / (discount)		6,230	(128)		
Total secured term loans		715,401	808,000		

	Carrying Value as of			
iStar Asset Receivables secured notes:				
STARs Series 2002-1:				
Class A1		40,011	LIBOR + 0.26%	June 2004(8)
Class A2	253,416	381,296	LIBOR + 0.38%	December 2009(8)
Class B	39,955	39,955	LIBOR + 0.65%	April 2011(8)
Class C	26,637	26,637	LIBOR + 0.75%	May 2011(8)
Class D	21,310	21,310	LIBOR + 0.85%	January 2012(8)
Class E	42,619	42,619	LIBOR + 1.235%	January 2012(8)
Class F	26,637	26,637	LIBOR + 1.335%	January 2012(8)
Class G	21,309	21,309	LIBOR + 1.435%	January 2012(8)
Class H	26,637	26,637	6.35%	January 2012(8)
Class J	26,637	26,637	6.35%	May 2012(8)
Class K	26,637	26,637	6.35%	May 2012(8)
Total STARs Series 2002-1	511,794	679,685		
Less: debt discount	(3,815)	(4,090)		
STARs Series 2003-1:				
Class A1	185,050	235,808		