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MISSION WEST PROPERTIES INC
Form 10-Q
May 10, 2005

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

FORM 10-Q

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

FOR THE QUARTERLY PERIOD ENDED MARCH 31, 2005

COMMISSION FILE NUMBER 1-8383

MISSION WEST PROPERTIES, INC.
(Exact name of registrant as specified in its charter)

Maryland

95-2635431

(State or other jurisdiction of
incorporation or organization)

(I.R.S. Employer Identification Number)

10050 Bandley Drive
Cupertino, California 95014-2188
(Address of principal executive offices)

Registrant's telephone number, including area code is (408) 725-0700

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 is an accelerated filer (as defined in Exchange Act Rule 12b-2). Yes No

APPLICABLE ONLY TO CORPORATE ISSUERS

Indicate the number of shares outstanding of each of the issuer's classes of common stock as of the latest practicable date:

18,247,191 shares outstanding as of May 9, 2005

MISSION WEST PROPERTIES, INC.

FORM 10-Q
FOR THE QUARTER ENDED MARCH 31, 2005

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PART I - FINANCIAL INFORMATION

ITEM 1. CONSOLIDATED FINANCIAL STATEMENTS

MISSION WEST PROPERTIES, INC.
CONSOLIDATED BALANCE SHEETS
(dollars in thousands, except share and per share amounts)

March 31, 2005

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ASSETS	(Unaudited)
Real estate assets, at cost:	
Land	\$ 277,647
Buildings and improvements	777,925
Real estate related intangible assets	18,284

Total investments in properties	1,073,856
Less accumulated depreciation and amortization	(115,655)
Assets held for sale, net of accumulated depreciation of \$1,578 at 12/31/04	-

Net investments in properties	958,201
Cash and cash equivalents	2,561
Restricted cash	1,551
Note receivable, net of deferred gain on sale of real estate of \$1,345 at 3/31/05	2,714
Deferred rent receivable, net of \$2,000 allowance at 3/31/05 and 12/31/04	19,126
Investment in unconsolidated joint venture	3,298
Other assets, net of accumulated amortization of \$6,184 and \$5,667 at March 31, 2005 and December 31, 2004, respectively	24,130

Total assets	\$1,011,581
	=====
LIABILITIES AND STOCKHOLDERS' EQUITY	
Liabilities:	
Line of credit (related parties)	\$ 7,910
Revolving line of credit	32,504
Mortgage notes payable	290,855
Mortgage notes payable (related parties)	10,330
Interest payable	327
Security deposits	8,101
Deferred rental income	12,659
Liabilities related to assets held for sale	-
Dividend/distribution payable	16,718
Accounts payable and accrued expenses	9,670

Total liabilities	389,074
Commitments and contingencies	
Minority interests	509,255
Stockholders' equity:	
Preferred stock, \$.001 par value, 20,000,000 shares authorized, none issued and outstanding	-
Common stock, \$.001 par value, 200,000,000 shares authorized, 18,147,191 and 18,097,191 shares issued and outstanding at 3/31/05 and 12/31/04, respectively	18
Paid-in-capital	135,075
Accumulated deficit	(21,841)

Total stockholders' equity	113,252

Total liabilities and stockholders' equity	\$1,011,581
	=====

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

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MISSION WEST PROPERTIES, INC
CONSOLIDATED STATEMENTS OF OPERATIONS
(dollars in thousands, except share and per share amounts)
(Unaudited)

	Three months ended March 31,	
	2005	2004
Revenues:		
Rental revenue from real estate	\$26,247	\$31,210
Tenant reimbursements	3,628	4,168
Other income, including interest	303	394
Total revenues	30,178	35,772
Expenses:		
Property operating, maintenance and real estate taxes	4,889	5,455
Interest	4,647	4,363
Interest (related parties)	307	252
General and administrative	675	348
Depreciation and amortization of real estate	5,574	5,440
Total expenses	16,092	15,858
Income before equity in earnings of unconsolidated joint venture and minority interests	14,086	19,914
Equity in (loss)/earnings of unconsolidated joint venture	(6)	591
Minority interests	(11,677)	(17,044)
Income from continuing operations	2,403	3,461
Discontinued operations, net minority interests:		
Gain from disposal of discontinued operations	14	-
(Loss)/income attributable to discontinued operations	(9)	62
Income from discontinued operations	5	62
Net income to common stockholders	\$ 2,408	\$ 3,523
Net income to minority interests	\$11,695	\$17,269
Income per share from continuing operations:		
Basic	\$0.13	\$0.19
Diluted	\$0.13	\$0.19
Income per share from discontinued operations:		
Basic	-	\$0.01
Diluted	-	-
Net income per share to common stockholders:		

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Basic	\$0.13	\$0.20
	=====	=====
Diluted	\$0.13	\$0.19
	=====	=====
Weighted average shares of common stock outstanding (basic)	18,110,524	17,969,416
	=====	=====
Weighted average shares of common stock outstanding (diluted)	18,136,797	18,075,262
	=====	=====

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

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MISSION WEST PROPERTIES, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(dollars in thousands)
(Unaudited)

Cash flows from operating activities:

Income from continuing operations
Adjustments to reconcile net income to net cash provided by operating activities:
Gain from disposal of discontinued operations
(Loss)/income attributable to discontinued operations
Minority interests
Depreciation and amortization of real estate and in place leases
Amortization of above market rent intangible asset
Equity in loss/(earnings) of unconsolidated joint venture
Distributions from unconsolidated joint venture
Changes in operating assets and liabilities, net of liabilities assumed:
Deferred rent receivable
Other assets
Security deposits
Deferred rental income
Accounts payable and accrued expenses

Net cash provided by operating activities

Cash flows from investing activities:

Improvements to real estate assets
Proceeds from sales of properties
Note receivable from sale of real estate
Purchase of real estate

Net cash used in investing activities

Cash flows from financing activities:

Principal payments on mortgage notes payable

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Principal payments on mortgage notes payable (related parties)
Net payments under line of credit (related parties)
Payment on revolving line of credit
Proceeds from revolving line of credit
Proceeds from stock options exercised
Minority interest distributions
Dividends

Net cash used in financing activities

Net increase/(decrease) in cash and cash equivalents
Cash and cash equivalents, beginning of period

Cash and cash equivalents, ending of period

Supplemental information:
Cash paid for interest

Supplemental schedule of non-cash investing and financing activities:
Issuance of common stock upon conversion of O.P units

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

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MISSION WEST PROPERTIES, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Dollars in thousands, except share, per share, O.P. Units and
per square footage amounts)
(Unaudited)

The Company's consolidated financial statements have been prepared pursuant to the Securities and Exchange Commission's ("SEC") rules and regulations. The following notes, which present interim disclosures as required by the SEC, highlight significant changes to the notes to the Company's December 31, 2004 audited consolidated financial statements and should be read together with the financial statements and notes thereto included in the Company's Form 10-K. The results of operations for the three months ended March 31, 2005 are not necessarily indicative of the results to be expected for the entire year.

1. ORGANIZATION AND FORMATION OF THE COMPANY

Mission West Properties, Inc. ("the Company") is a fully integrated, self-administered and self-managed real estate company that acquires and manages R&D/office properties in the portion of the San Francisco Bay Area commonly referred to as Silicon Valley. In July 1998, the Company purchased an approximate 12.11% of four existing limited partnerships (referred to collectively as the "operating partnerships") and obtained control of these partnerships by becoming the sole general partner in each one effective July 1, 1998 for financial accounting and reporting purposes. The Company purchased an approximate 12.11% interest in each of the operating partnerships. All limited partnership interests in the operating partnerships were converted into 59,479,633 operating partnership ("O.P.") units, which represented a limited partnership ownership interest of approximately 87.89% of the operating partnerships. The operating partnerships are the vehicles through which the Company holds its real

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estate investments, makes real estate acquisitions, and generally conducts its business.

On December 30, 1998, the Company was reincorporated under the laws of the State of Maryland through a merger with and into Mission West Properties, Inc. Accordingly, shares of the former company, Mission West Properties, a California corporation (no par), which were outstanding at December 30, 1998, were converted into shares of common stock (\$.001 par value per share) on a one-for-one basis.

As of March 31, 2005, the Company owns a controlling general partnership interest of 17.19%, 21.63%, 16.14% and 12.38% in Mission West Properties, L.P., Mission West Properties, L.P. I, Mission West Properties, L.P. II and Mission West Properties, L.P. III, respectively, for a 17.33% general partnership interest in the operating partnerships, taken as a whole, on a consolidated weighted average basis.

Through the operating partnerships, the Company owns interests in 108 R&D properties, all of which are located in Silicon Valley.

The Company has elected to be taxed as a real estate investment trust ("REIT") under the Internal Revenue Code of 1986, as amended. Accordingly, no provision has been made for income taxes for the three months ended March 31, 2005.

BUSINESS SEGMENT INFORMATION

The Company's primary business is the ownership and management of R&D/office real estate with a geographic concentration in the Silicon Valley of the San Francisco Bay Area. Accordingly, the Company has concluded it currently has a single reportable segment for SFAS No. 131 purposes.

2. BASIS OF PRESENTATION

PRINCIPLES OF CONSOLIDATION AND FINANCIAL STATEMENT PRESENTATION

The accompanying consolidated financial statements include the accounts of Mission West Properties, Inc. and its controlled subsidiaries, including the operating partnerships. All significant intercompany balances have been eliminated in consolidation. The consolidated financial statements as of and for the three months ended March 31, 2005 and 2004 and related footnote disclosures are unaudited. In the opinion of management, such financial statements reflect all adjustments necessary for a fair presentation of the results of the interim periods. All such adjustments are of a normal recurring nature.

MINORITY INTERESTS

Minority interest represents the separate private ownership of the operating partnerships by the Berg Group (defined as Carl E. Berg, his brother Clyde J. Berg, members of their respective immediate families, and certain entities they control) and other non-affiliate interests. In total, these interests account for approximately 83% of the ownership interests in the real estate operations of the Company as of March 31, 2005. Minority interest in net income is calculated by taking the net income of the operating partnerships (on a stand-alone basis) multiplied by the respective minority interest ownership percentage.

RECLASSIFICATIONS

Certain reclassifications have been made to the previously reported 2004 statements in order to conform to the 2005 presentation.

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MISSION WEST PROPERTIES, INC.
 NOTES TO CONSOLIDATED FINANCIAL
 STATEMENTS, CONTINUED

(Dollars in thousands, except share, per share, O.P. Units and
 per square footage amounts)
 (Unaudited)

ACCOUNTING FOR STOCK-BASED COMPENSATION

SFAS No. 123, "Accounting for Stock-Based Compensation," encourages, but does not require companies to record compensation cost for stock-based employee compensation plans at fair value. The Company has chosen to continue to account for stock-based compensation using the intrinsic value method prescribed in Accounting Principles Board Opinion ("APB") No. 25, "Accounting for Stock Issued to Employees" and related interpretations. Accordingly, compensation cost for stock options is measured as the excess, if any, of the quoted market price of the Company's stock at the date of the grant over the amount an employee must pay to acquire the stock.

The following table illustrates the unaudited pro forma effect on consolidated net income available to common shareholders and consolidated earnings per share if the fair value method had been applied to all outstanding and unvested stock options for the three months ended March 31, 2005 and 2004.

	Three Months Ended March 31, 2005	2004
(dollars in thousands, except per share amounts)		
Historical net income to common stockholders	\$2,408	\$3,520
Deduct compensation expense for stock options determined under fair value based method	(27)	(4)
Allocation of expense to minority interest	18	3
Pro forma net income to common stockholders	\$2,399	\$3,519
Earnings per share - basic:		
Historical net income to common stockholders	\$0.13	\$0.20
Pro forma net income to common stockholders	\$0.13	\$0.20
Earnings per share - diluted:		
Historical net income to common stockholders	\$0.13	\$0.19
Pro forma net income to common stockholders	\$0.13	\$0.19

No stock options were granted during the first three months of 2005.

3. REAL ESTATE

PROPERTY DISPOSITION

During the first quarter 2005, the Company completed the sale of two R&D properties consisting of 103,350 rentable square feet, which include the R&D properties at 3120 Scott Boulevard, Santa Clara, California and 405

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Tasman Drive, Sunnyvale, California. A loss of approximately \$2,200 was realized on the total sales price of \$8,500 for the 3120 Scott property and was provided for in the fourth quarter 2004 as an asset impairment charge under discontinued operations. A total estimated gain of approximately \$1,400 will be recognized on the total sales price of \$4,250 for the 405 Tasman property. The gain will be recognized as income based on the installment method of profit recognition since the buyer has not made a sufficient down payment. The Company received a secured note receivable from the buyer of 405 Tasman property for \$4,060, which is being presented on the consolidated balance sheets net of the \$1,345 deferred gain at March 31, 2005. The note receivable is non-interest bearing until August 2005, at which time a \$400 payment is due and interest accrues at 5%, and the remaining balance of \$3,660 is due in November 2005.

PROPERTY ACQUISITIONS

In the first quarter 2005, the Company acquired a 203,800 rentable square foot vacant R&D property located at 5521 Hellyer Avenue in San Jose, California. The total acquisition price for the property was approximately \$14,000. The Company has allocated the purchase price to land, building, and building improvements based upon the estimated relative fair values of such assets. Since the property was acquired vacant, there was no purchase price allocation to lease intangible assets. The allocation of purchase price has not yet been finalized.

4. STOCK TRANSACTIONS

During the three months ended March 31, 2005, one limited partner exchanged 50,000 O.P. units for 50,000 shares of the Company's common stock under the terms of the December 1998 Exchange Rights Agreement among the Company and all limited partners of the operating partnerships.

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MISSION WEST PROPERTIES, INC.
NOTES TO CONSOLIDATED FINANCIAL
STATEMENTS, CONTINUED

(Dollars in thousands, except share, per share, O.P. Units and
per square footage amounts)
(Unaudited)

5. DISCONTINUED OPERATIONS

Effective January 1, 2002, the Company adopted SFAS No. 144, which addresses financial accounting and reporting for the impairment and disposal of long lived assets. In general, income or loss attributable to the operations and sale of property, and the operations related to property held for sale, are classified as discontinued operations in the consolidated statements of operations. Prior period consolidated statements of operations presented in this report have been reclassified to reflect the income or loss related to properties that were held for sale or sold and presented as discontinued operations during the three months ended March 31, 2005. Additionally, all periods presented in this report will likely require further reclassification in future periods if additional properties are held for sale or property sales occur.

As of March 31, 2005, there were no properties under contract to be sold or otherwise disposed of which would qualify as an asset held for sale or discontinued operation.

During the first quarter of 2005, the Company sold two properties for a combined sales price of \$12,750. See Note 3 above for additional details. Condensed results of operations for these properties for the three months

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ended March 31, 2005 and 2004 are as follows:

	For the Three Months Ended 2005
	(dollars in thousands) (Unaudited)
Revenues	
Rental revenue from real estate	\$ 14
Tenant reimbursements	1
Total revenues	15
Expenses	
Property operating, maintenance and real estate taxes	22
Depreciation	33
Total expenses	55
(Loss)/income from discontinued operations	(40)
Gain on disposition of property	63
Minority interest in earnings attributable to discontinued operations	(18)
(Loss)/income from discontinued operations	\$ 5

For the three months ended March 31, 2005 and 2004, income from discontinued operations included results of operations from two properties that were sold in the first quarter of 2005.

A deferred gain of approximately \$1,400 was recorded on one of the disposed properties. The recognized gain will be based on the installment method of profit recognition since the buyer has not made a sufficient down payment established by Statement of Financial Accounting Standards No. 66 ("SFAS No. 66"), Accounting for Sales of Real Estate. SFAS No. 66 establishes accounting standards for recognizing profit or loss on sales of real estate. The gain on the sale is only recognized proportionately as the seller receives payments from the purchaser. Interest income is recognized on an accrual basis, when appropriate. The Company recorded a \$63 gain in the first quarter 2005, and the balance of the expected gain is deferred.

As of March 31, 2005, the note receivable from the 405 Tasman property sale was approximately \$2,714, net of the expected deferred gain on sale of real estate of \$1,345.

6. NET INCOME PER SHARE

Basic operating net income per share is computed by dividing net income by the weighted average number of common shares outstanding for the period. Diluted operating net income per share is computed by dividing net income by the sum of the weighted-average number of common shares outstanding for the period plus the assumed exercise of all dilutive securities using the treasury stock method.

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MISSION WEST PROPERTIES, INC.
NOTES TO CONSOLIDATED FINANCIAL
STATEMENTS, CONTINUED

(Dollars in thousands, except share, per share, O.P. Units and
per square footage amounts)
(Unaudited)

The computation for weighted average shares is detailed below:

	Three Months Ended March 31, 2005	2004
	-----	-----
Weighted average shares outstanding (basic)	18,110,524	17,969,416
Incremental shares from assumed option exercise	26,273	105,846
	-----	-----
Weighted average shares outstanding (diluted)	18,136,797	18,075,262
	=====	=====

Outstanding options to purchase 647,000 shares in 2005 were excluded from the computation of diluted net income per share under the treasury stock method because the option exercise price was greater than the weighted average exercise price of the Company's common stock during that period. The outstanding O.P. units, which are exchangeable at the unit holder's option, subject to certain conditions, for shares of common stock on a one-for-one basis have been excluded from the diluted net income per share calculation, as there would be no effect on the calculation after adding the minority interests' share of income back to net income. The total number of O.P. units outstanding at March 31, 2005 and 2004 was 86,334,695 and 86,467,195, respectively.

7. RELATED PARTY TRANSACTIONS

As of March 31, 2005, the Berg Group owned 77,577,528 O.P. units. The Berg Group's ownership as of March 31, 2005 represented approximately 74% of the equity interests, assuming conversion of the 86,334,695 O.P. units outstanding into the Company's common stock.

The Berg Group \$20,000 line of credit bears interest at LIBOR plus 1.30%, which was 4.69% as of March 31, 2005, and matures in March 2006. The Company believes that the terms of the Berg Group line of credit are more favorable than those available from commercial lenders. As of March 31, 2005, debt in the amount of \$7,910 was due the Berg Group under the line of credit, and debt in the amount of \$10,330 was due the Berg Group under a mortgage note established May 15, 2000 in connection with the acquisition of a 50% interest in Hellyer Avenue Limited Partnership, the obligor under the mortgage note. The mortgage note bears interest at 7.65% and is due June 2010 with principal payments amortized over 20 years. Interest expense incurred in connection with the Berg Group line of credit and mortgage note was \$307 and \$252 for the three months ended March 31, 2005 and 2004, respectively.

During the first three months of 2005 and 2004, Carl E. Berg or entities controlled by Mr. Berg held financial interests in several companies that lease space from the operating partnerships, which include three companies where Mr. Berg has a greater than 10% ownership interest. These related tenants occupy approximately 48,000 square feet and contributed \$217 in

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rental revenue for each of the three-month periods ended March 31, 2005 and 2004. Under the Company's charter, bylaws and agreements with the Berg Group, the individual members of the Berg Group are prohibited from acquiring shares of the Company's common stock if such acquisition would result in their beneficial ownership percentage of the Company's common stock causing the Company to violate any REIT qualification requirement.

The Berg Group has an approximately \$2,500 commitment to complete certain tenant improvements in connection with the Company's 2002 acquisition of 5345 Hellyer Avenue in San Jose. The Company recorded this portion of its purchase consideration paid to the Berg Group as an Other Asset on its Consolidated Balance Sheets. The Berg Group plans to satisfy this commitment to complete certain tenant improvements when requested by the Company following the approval of the Independent Directors Committee of the Company's board of directors (the "Independent Directors Committee").

The Berg Group has an approximately \$7,500 commitment to complete an approximately 75,000 to 90,000 square foot building in connection with the Company's 2001 acquisition of 245 Caspian in Sunnyvale which is comprised of approximately three acres of unimproved land. The Company recorded this portion of its purchase consideration paid to the Berg Group as an Other Asset on its Consolidated Balance Sheets. The Berg Group plans to satisfy this commitment to construct a building when requested by the Company following the approval of the Independent Directors Committee.

The Company currently leases office space owned by Berg & Berg Enterprises, Inc., an affiliate of Carl E. Berg and Clyde J. Berg. Rental amounts and overhead reimbursements paid to Berg & Berg Enterprises, Inc. were \$23 for each of the three-month periods ended March 31, 2005 and 2004.

8. COMMITMENTS AND CONTINGENCIES

Neither the operating partnerships, the properties nor the Company are subject to any material litigation nor, to the Company's knowledge, is any material litigation threatened against the operating partnerships, the properties or the Company. From time to time, the Company is engaged in legal proceedings arising in the ordinary course of business. The Company does not expect any of such proceedings to have a material adverse effect on its cash flows, financial condition or results of operations. The Company is

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MISSION WEST PROPERTIES, INC.
NOTES TO CONSOLIDATED FINANCIAL
STATEMENTS, CONTINUED

(Dollars in thousands, except share, per share, O.P. Units and
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(Unaudited)

currently involved in or has recently concluded the following legal proceedings, which it believes the ultimate outcome will have no material adverse effect on its consolidated financial statements.

Republic Properties Corporation ("RPC") v. Mission West Properties, L.P. ("MWP"), in the Circuit Court of Maryland for Baltimore City Case No. 24-C-00-005675. RPC is a former partner with Mission West Properties, L.P. in the Hellyer Avenue Limited Partnership ("Hellyer LP"). In April 2004, the Circuit Court for Baltimore City, Maryland issued a Memorandum Opinion in the case and awarded damages of approximately \$934 to the RPC plaintiffs, which represented a liability of the Company or MWP. Also, the Company has a receivable from a Berg Group affiliate for the amount of

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distributions it received as the successor to RPC's interest in the Hellyer LP which exceeds the amount of the damages awarded to the RPC parties and would be used to pay for those damages in the event the decision of the Circuit Court is upheld ultimately. Furthermore, the Company has never accounted for the 50% interest of RPC as its asset. In February 2001, the Company filed a suit against RPC in Superior Court of the State of California for the County of Santa Clara Case No. CV 796249 which was stayed pending resolution of the Maryland case. In March 2005, the Company voluntarily dismissed its California suit. In July 2004, RPC attached the Company's bank account for approximately \$1,100. Following a July 2004 hearing in Superior Court of the State of California for the County of Santa Clara, the Company posted a \$1,551 bond in August 2004 and RPC removed the attachment on the Company's bank account until final resolution of the appeal in Maryland. On March 1, 2005, the Maryland Appeals Court ruled in favor of Mission West Properties, L.P., finding that the Circuit Court of Maryland lacked personal jurisdiction over MWP. In April 2005, the decision of the Maryland Appeals Court became final, and the Company will pursue release of the \$1,551 bond. In April 2005, RPC submitted a motion to the Superior Court of the State of California effectively asking the court to prevent MWP from dismissing the previously dismissed California suit, and a hearing has been scheduled for May 24, 2005. The Company will submit a response in opposition to RPC's motion prior to the May 24, 2005 hearing.

In January 2004, the Global Crossing Estate Representative, for itself and the Liquidating Trustee of the Global Crossing Liquidating Trust v. Mission West Properties filed an action in United States Bankruptcy Court Southern District of New York Case No. 02-40188 (REG) asserting that payments of approximately \$815 made in the ordinary course of business within 90 days of the Global Crossing bankruptcy filing were preference payments. The Company has engaged legal counsel to defend itself in this claim and intend to vigorously contest the matter. On February 9, 2005, the Court held a hearing to consider the objection filed with respect to Mission West Properties' claim. A continued hearing on the claim objection was set for March 23, 2005. A trial date has not been set for either the unsecured claim objection or preference litigation. In April 2005, the Company filed a motion for summary judgment in the United States Bankruptcy Court Southern District of New York requesting the Court to dismiss the preference claim. A hearing date for the motion for summary judgment has not been set.

GUARANTEES

Under its certificate of incorporation and bylaws, the Company has agreed to indemnify its officers and directors for certain events or occurrences arising as a result of the officer or director's serving in such capacity. The maximum potential amount of future payments the Company could be required to make under these indemnification agreements is unlimited. The Company believes the estimated fair value of these indemnification agreements is minimal and has no liabilities recorded for these agreements as of March 31, 2005.

The Company also enters into indemnification provisions under (i) its agreements with other companies in its ordinary course of business, typically with lenders, joint venture partners, contractors, and tenants. Under these provisions the Company generally indemnifies and holds harmless the indemnified party for losses suffered or incurred by the indemnified party as a result of the Company's activities. These indemnification provisions generally survive termination of the underlying agreement. The maximum potential amount of future payments the Company could be required to make under these indemnification provisions is unlimited. The Company has not incurred material costs to defend lawsuits or settle claims related to these indemnification agreements. As a result, the Company believes the estimated fair value of these agreements is minimal. Accordingly, the

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Company has no liabilities recorded for these agreements as of March 31, 2005.

SEISMIC ACTIVITY

The Company's properties are located in an active seismic area of Silicon Valley. Insurance policies currently maintained by the Company do not cover seismic activity, although they do cover losses from fires after an earthquake.

ENVIRONMENTAL ISSUES

The environmental investigations that have been conducted on the Company's properties have not revealed any environmental liability that it believes would have a material adverse effect on its financial condition, results of operations and assets, and it is not aware of any such liability. Nonetheless, it is possible that there are material environmental liabilities of which the Company is unaware. The Company cannot assure that future laws, ordinances, or regulations will not impose any material environmental liability, or that the current environmental condition of the properties has not been, or will not be, affected by tenants and occupants of the properties, by the condition of properties in the vicinity of the properties, or by third parties unrelated to the Company.

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MISSION WEST PROPERTIES, INC.
NOTES TO CONSOLIDATED FINANCIAL
STATEMENTS, CONTINUED

(Dollars in thousands, except share, per share, O.P. Units and
per square footage amounts)
(Unaudited)

9. SUBSEQUENT EVENTS

On April 7, 2005, the Company paid dividends of \$0.16 per share of common stock to all common stockholders of record as of March 31, 2005. On the same date, the operating partnerships paid a distribution of \$0.16 per O.P. unit to all holders of O.P. units.

On April 6, 2005, the Company obtained a \$25,800 secured mortgage loan from Allianz Life Insurance Company of North America ("Allianz Loan"). The Allianz Loan matures on April 10, 2020, and must be paid in full at that time, unless payment is accelerated by reason of a default or sale of the property that secures the loan. This loan bears a fixed interest rate at 5.56% and principal payments are amortized over 20 years. The mortgage loan is secured by one property. The Company paid approximately \$251 in loan fees and financing costs, which are being amortized over the 15 year loan period, and used the proceeds primarily to pay down short-term debt and the Berg Group line of credit.

On April 27, 2005, the Berg Group disclosed that they received an offer from an unrelated party to purchase a portion of the Piercy & Hellyer land comprised of approximately 10 acres in San Jose, California, that is subject to the Berg Land Holdings Option Agreement with the Company. The prospective purchaser has disclosed that they intend to develop "for sale" industrial type buildings. In light of the overcapacity in the market and the Company's current inventory of available buildings for lease in this submarket, the Independent Directors Committee, which is responsible for reviewing, evaluating and authorizing action with respect to any transaction between us and any member of the Berg Group, has authorized removal of this approximately 10 acre parcel of land from the scope of the Berg Land Holdings Option Agreement, subject to the completion of the sale to the unrelated party. In making this determination, the Independent

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Directors Committee considered a number of factors, including risks and other potentially adverse consequences that could be associated with acquiring undeveloped land for future development. In the event the approximately 10 acre parcel of land is not sold to this unrelated party, the parcel would not be deemed to be removed from the scope of the Berg Land Holdings Option Agreement and would remain eligible for potential future acquisition under the Berg Land Holdings Option Agreement.

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ITEM 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

This Management's Discussion and Analysis of Financial Condition and Results of Operations should be read in conjunction with the accompanying consolidated financial statements and notes thereto contained herein and our consolidated financial statements and notes thereto contained in our Annual Report on Form 10-K as of and for the year ended December 31, 2004. The results for the three months ended March 31, 2005 are not necessarily indicative of the results to be expected for the entire fiscal year ending December 31, 2005. The following discussion includes forward-looking statements, including but not limited to, statements with respect to our future financial performance, operating results, plans and objectives. Actual results may differ materially from those currently anticipated depending upon a variety of factors, including those described under the sub-heading, "Forward-Looking Information."

FORWARD-LOOKING INFORMATION

This quarterly report contains forward-looking statements within the meaning of the federal securities laws. We intend such forward-looking statements to be covered by the safe harbor provisions for forward-looking statements contained in the Private Securities Reform Act of 1995, and is including this statement for purposes of complying with these safe harbor provisions. Forward-looking statements, which are based on certain assumptions and describe future plans, strategies and expectations of the Company, are generally identifiable by use of the words "believe," "expect," "intend," "anticipate," "estimate," "project" or similar expressions. Additionally, all disclosures under Part I, Item 3 constitute forward-looking statements. Our ability to predict results or the actual effect of future plans or strategies is inherently uncertain.

Factors that could have a material adverse effect on our operations and future prospects include, but are not limited to, the following:

- economic conditions generally and the real estate market specifically,
- legislative or regulatory provisions (including changes to laws governing the taxation of REITs),
- availability of capital,
- interest rates,
- competition,
- supply of and demand for R&D, office and industrial properties in our current and proposed market areas,
- tenant defaults and bankruptcies,
- lease term expirations and renewals, and
- general accounting principles, policies and guidelines applicable to REITs.

In addition, the actual timing of development, construction, and leasing on any projects that we believe we may acquire in the future under the Berg Land Holdings Option Agreement is presently unknown, and reliance should not be placed on the estimates concerning these projects. These risks and uncertainties, together with the other risks described from time to time in our reports and other documents filed with the Securities and Exchange Commission,

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should be considered in evaluating forward-looking statements and undue reliance should not be placed on such statements.

OVERVIEW

We acquire, market, lease, and manage R&D/office properties, primarily located in the Silicon Valley portion of the San Francisco Bay Area. As of March 31, 2005, we owned and managed 108 properties totaling approximately 8.0 million rentable square feet through four limited partnerships, or operating partnerships, for which we are the sole general partner. This class of property is designed for research and development and office uses and, in some cases, includes space for light manufacturing operations with loading docks. We believe that we have one of the largest portfolios of R&D/office properties in the Silicon Valley. As of March 31, 2005, the six tenants who each leased in excess of 300,000 rentable square feet from us were Microsoft Corporation, Fujitsu America (a subsidiary of Fujitsu Limited), JDS Uniphase Corporation, NEC Electronics America, Inc. (a subsidiary of NEC Electronics Corporation), Ciena Corporation and Apple Computer, Inc. For federal income tax purposes, we have operated as a self-managed, self-administered and fully integrated real estate investment trust ("REIT") since fiscal 1999.

Our acquisition, growth and operating strategy incorporates the following elements:

- working with the Berg Group to take advantage of their abilities and resources to pursue development opportunities which we have an option to acquire, on pre-negotiated terms, upon completion and leasing;
- capitalizing on opportunistic acquisitions from third parties of high-quality R&D/office properties that provide attractive initial yields and significant potential for growth in cash-flow;
- focusing on general purpose, single-tenant Silicon Valley R&D/office properties for information technology companies in order to maintain low operating costs, reduce tenant turnover and capitalize on our relationships with these companies and our extensive knowledge of their real estate needs; and

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- maintaining prudent financial management principles that emphasize current cash flow while building long-term value, the acquisition of pre-leased properties to reduce development and leasing risks and the maintenance of sufficient liquidity to acquire and finance properties on desirable terms.

CURRENT ECONOMIC ENVIRONMENT

All of our properties are located in the Northern California area known as Silicon Valley, which generally consists of portions of Santa Clara County, Southwestern Alameda County, Southeastern San Mateo County and Eastern Santa Cruz County. The Silicon Valley economy and business activity have slowed markedly since 2001 after fast-paced growth in 1999 and 2000. The Silicon Valley R&D property market has historically fluctuated with the local economy. According to a recent report by BT Commercial Real Estate, vacancy rates for Silicon Valley R&D property were approximately 22.4% in late 2004 and 21.7% at the end of the first quarter 2005. Total vacant R&D square footage in Silicon Valley at the end of the first quarter of 2005 amounted to 33.5 million square feet, of which 24.5%, or 8.2 million square feet, was being offered under subleases. Total negative net absorption (which is the computation of gross square footage leased less gross new square footage vacated for the period presented) in 2004 amounted to approximately (0.3) million square feet. During the first three months of 2005, there was total positive net absorption of approximately 0.2 million square feet. Average asking market rent per square

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foot has decreased from \$0.88 in late 2004 to \$0.86 at the end of the first quarter of 2005, although individual properties within any particular submarket presently may be leased above or below the current average asking market rental rates within that submarket. The impact of the rental market decline has not been uniform throughout the area, however. The Silicon Valley R&D property market has been characterized by a substantial number of submarkets, with rent and vacancy rates varying by submarket and location within each submarket.

Our occupancy rate at March 31, 2005 was 67.7%, which is a significant decline from the occupancy rate of 75.3% at March 31, 2004. We believe that our occupancy rate could decline further going forward if key tenants seek the protection of bankruptcy laws, consolidate operations or discontinue operations. In addition, leases with respect to approximately 373,000 rentable square feet are expiring prior to the end of 2005. The properties subject to these leases may take anywhere from 24 to 36 months or longer to re-lease. We believe that the average 2005 renewal rental rates for our properties will be approximately equal to, or perhaps, below current market rents, but we cannot give any assurance that leases will be renewed or that available space will be re-leased at rental rates equal to or above the current quoted market rates. If we are unable to lease a significant portion of any vacant space or space subject to expiring leases; if we experience significant tenant defaults as a result of the current economic downturn; if we are not able to lease space at or above current market rates; or if we restructure existing leases and lower existing rents in order to retain tenants for an extended term, our results of operations and cash flows will be adversely affected. Furthermore, in this event it is probable that our board of directors will reduce the quarterly dividend on the common stock and the outstanding O.P. units. Our operating results and ability to pay dividends at current levels remain subject to a number of material risks, as indicated under the caption "Forward-Looking Information" above and in the section entitled "Risk Factors" in our most recent annual report on Form 10-K.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

We prepare the consolidated financial statements in conformity with accounting principles generally accepted in the United States of America ("GAAP"), which requires us to make certain estimates, judgments and assumptions that affect the reported amounts in the accompanying consolidated financial statements, disclosure of contingent assets and liabilities and related footnotes. Accounting and disclosure decisions with respect to material transactions that are subject to significant management judgments or estimates include impairment of long lived assets, deferred rent reserves, and allocation of purchase price relating to property acquisitions and the related depreciable lives assigned. Actual results may differ from these estimates under different assumptions or conditions.

Critical accounting policies are defined as those that require management to make estimates, judgments and assumptions, giving due consideration to materiality, in certain circumstances that affect amounts reported in the consolidated financial statements, and potentially result in materially different results under different conditions and assumptions. We believe that the following best describe our critical accounting policies:

BUSINESS COMBINATIONS. Statement of financial Accounting Standards No. 141 ("SFAS No. 141"), Business Combinations, was effective July 1, 2001. The acquisition costs of each property acquired prior to July 1, 2001 were allocated only to building, land and leasing commissions with building depreciation being computed based on an estimated weighted average composite useful life of 40 years and leasing commissions amortization being computed over the term of the lease. Acquisitions of properties made subsequent to the effective date of SFAS No. 141 are based on an allocation of the acquisition cost to land, building, tenant improvements, and intangibles for at market, including lease origination and lease up period costs, and above market in place leases, and the

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determination of their useful lives are guided by a combination of SFAS No. 141 and management's estimates. If we do not appropriately allocate these components or we incorrectly estimate the useful lives of these components, our computation of depreciation and amortization expense may not appropriately reflect the actual impact of these costs over future periods, which will affect net income.

IMPAIRMENT OF LONG-LIVED ASSETS. We review real estate assets for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable in accordance with Statement of Financial Accounting Standards No. 144 ("SFAS No. 144"), ACCOUNTING FOR THE IMPAIRMENT AND DISPOSAL OF LONG-LIVED ASSETS. If the carrying amount of the asset exceeds its

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estimated undiscounted net cash flow, before interest, we will recognize an impairment loss equal to the difference between its carrying amount and its estimated fair value. If impairment is recognized, the reduced carrying amount of the asset will be accounted for as its new cost. For a depreciable asset, the new cost will be depreciated over the asset's remaining useful life. Generally, fair values are estimated using discounted cash flow, replacement cost or market comparison analyses. The process of evaluating for impairment requires estimates as to future events and conditions, which are subject to varying market factors, such as the vacancy rates, future rental rates, lease periods, deferred maintenance and operating costs for R&D facilities in the Silicon Valley area and related submarkets. Therefore, it is reasonably possible that a change in estimate resulting from judgments as to future events could occur which would affect the recorded amounts of the property.

ALLOWANCE FOR DOUBTFUL ACCOUNTS AND DEFERRED RENT. The preparation of the consolidated financial statements requires us to make estimates and assumptions. As such, we must make estimates of the uncollectibility of our accounts receivable based on the evaluation of our tenants' financial position, analyses of accounts receivable and current economic trends. We also make estimates for reserves against our deferred rent receivable for existing tenants with the potential of early termination, bankruptcy or ceasing operations. We charge or credit rental income for increases or decreases to our deferred rent reserves. Our estimates are based on our review of tenants' payment histories, publicly available financial information and such additional information about their financial condition as tenants provide to us. The information available to us might lead us to overstate or understate these reserve amounts. The use of different estimates or assumptions could produce different results. Moreover, actual future collections of accounts receivable or reductions in future reported rental income due to tenant bankruptcies or other business failures could differ materially from our estimates.

CONSOLIDATED JOINT VENTURES. We, through an operating partnership, own three properties that are in joint ventures of which we have controlling interests. We manage and operate all three properties. The recognition of these properties and their operating results are 100% reflected on our consolidated financial statements, with appropriate allocation to minority interest, because we have operational and financial control of the investments. We make judgments and assumptions about the estimated monthly payments made to our minority interest joint venture partners, which are reported with our periodic results of operations. Actual results may differ from these estimates under different assumptions or conditions.

INVESTMENT IN UNCONSOLIDATED JOINT VENTURE. We, through an operating partnership, have a 50% non-controlling limited partnership interest in one unconsolidated joint venture. This investment is not consolidated because we do not exercise significant control over major operating and financial decisions. We account for the joint venture using the equity method of

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accounting.

FAIR VALUE OF FINANCIAL INSTRUMENTS. Our financial instruments include cash and cash equivalents, accounts receivable, accounts payable, and debt. Considerable judgment is required in interpreting market data to develop estimates of fair value. Our estimates of fair value are not necessarily indicative of the amounts that we could realize in a current market exchange. The use of different market assumptions and/or estimation methodologies may have a material effect on the estimated fair value amounts. Cash and cash equivalents, accounts receivable, and accounts payable are carried at amounts that approximate their fair values due to their short-term maturities. The carrying amounts of our variable rate debt approximate fair value since the interest rates on these instruments are equivalent to rates currently offered to us. For fixed rate debt, we estimate fair value by using discounted cash flow analyses based on borrowing rates for similar kinds of borrowing arrangements. The fair value of our fixed rate debt at March 31, 2005 was approximately \$243 million.

REVENUE RECOGNITION. Rental revenue is recognized on the straight-line method of accounting required by GAAP under which contractual rent payment increases are recognized evenly over the lease term, regardless of when the rent payments are received by us. The difference between recognized rental income and rental cash receipts is recorded as Deferred Rent Receivable on the consolidated balance sheets.

Rental revenue is affected if existing tenants terminate or amend their leases. We try to identify tenants who may be likely to declare bankruptcy or cease operations. By anticipating these events in advance, we expect to take steps to minimize their impact on our reported results of operations through lease renegotiations, reserves against deferred rent, and other appropriate measures. Our judgments and estimations about tenants' capacity to continue to meet their lease obligations will affect the rental revenue recognized. Material differences may result in the amount and timing of our rental revenue for any period if we made different judgments or estimations.

Statement of Financial Accounting Standards No. 66 ("SFAS No. 66"), Accounting for Sales of Real Estate establishes accounting standards for recognizing profit or loss on sales of real estate. The gain on the sale is only recognized proportionately as the seller receives payments from the purchaser. Interest income is recognized on an accrual basis, when appropriate.

Lease termination fees are recognized as other income when there is a signed termination letter agreement, all of the conditions of the agreement have been met, and the tenant is no longer occupying the property. These fees are paid by tenants who want to terminate their lease obligations before the end of the contractual term of the lease. There is no way of predicting or forecasting the timing or amounts of future lease termination fees.

We recognize income from rent, tenant reimbursements and lease termination fees and other income once all of the following criteria are met in accordance with SEC Staff Accounting Bulletin 104:

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- the agreement has been fully executed and delivered;
- services have been rendered;
- the amount is fixed and determinable; and
- collectibility is reasonably assured.

With regards to critical accounting policies, where applicable, we have explained and discussed the criteria for identification and selection, methodology in application and impact on the financial statements with the Audit

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Committee of our Board of Directors. The Audit Committee has reviewed the critical accounting policies we identified.

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RESULTS OF OPERATIONS

COMPARISON OF THE THREE MONTHS ENDED MARCH 31, 2005 TO THE THREE MONTHS ENDED MARCH 31, 2004

As of March 31, 2005, through our controlling interests in the operating partnerships, we owned 108 properties totaling approximately 8.0 million rentable square feet compared to 109 properties totaling approximately 7.9 million rentable square feet owned by us as of March 31, 2004. This represents a net increase of approximately 1% in total rentable square footage, as we acquired one property consisting of approximately 203,800 rentable square feet and disposed of two properties consisting of approximately 103,350 rentable square feet during the first quarter 2005.

RENTAL REVENUE FROM REAL ESTATE FROM CONTINUING OPERATIONS

For the quarter ended March 31, 2005, rental revenue from real estate decreased by approximately (\$5.0) million, or 15.9%, from \$31.2 million for the three months ended March 31, 2004 to \$26.2 million for the same period of 2005. The decline in rental revenue was primarily a result of the lower rental rate of the new Microsoft blend and extend lease, which accounted for almost half the decline. Other factors attributing to the decline in rental revenue were lower rental rate on new leases and renewals and the loss of several tenants due to their bankruptcy, relocation or cessation of operations since March 31, 2004 which all resulted from adverse market conditions. Our occupancy rate at March 31, 2005 was approximately 68%, compared to approximately 75% at March 31, 2004. Due to an over supply of R&D properties and competition from other landlords in the Silicon Valley bidding for tenants, our occupancy rate may drop further if the 373,000 rentable square feet scheduled to expire during the remainder of 2005 is not renewed or re-leased.

EQUITY IN EARNINGS FROM UNCONSOLIDATED JOINT VENTURE

As of March 31, 2005, we had investments in four R&D buildings, totaling 593,000 rentable square feet, through an unconsolidated joint venture, TBI-MSW, in which we acquired a 50% interest in January 2003 from the Berg Group under the Berg Land Holdings Option Agreement. We have a non-controlling limited partnership interest in this joint venture, which we account for using the equity method of accounting. For the three months ended March 31, 2005, we recorded equity in loss from the unconsolidated joint venture of approximately (\$6,000) compared to equity in income of \$0.6 million for the same period in 2004. Our equity in earnings from this unconsolidated joint venture declined in the first quarter of 2005 due to the write-offs of leasing commission and tenant improvements for a tenant that terminated its lease agreement as well as lower rents received due to the lower occupancy rate.

OTHER INCOME FROM CONTINUING OPERATIONS

Other income decreased to approximately \$0.3 million for the three months ended March 31, 2005 from \$0.4 million for the first quarter of 2004 due to lower management fee income which correlates with the lower occupancy rate.

EXPENSES FROM CONTINUING OPERATIONS

Property operating expenses and real estate taxes during the first quarter of 2005 decreased by approximately (\$0.6) million, or 10.4%, from \$5.5 million to \$4.9 million for the three months ended March 31, 2004 and 2005, respectively, due primarily to the lower occupancy rate on our properties and the disposition of two properties during the first quarter 2005. Tenant reimbursements decreased

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by approximately (\$0.5) million, or 13.0%, from \$4.1 million for the three months ended March 31, 2004 to \$3.6 million for the three months ended March 31, 2005. The decrease in tenant reimbursements was due to lower occupancy in the current period. Certain expenses such as property insurance, real estate taxes, and other fixed expenses are not recoverable from vacant properties. General and administrative expenses increased by approximately \$0.3 million, or 94.0%, from \$0.4 million to \$0.7 million for the three months ended March 31, 2004 and 2005, respectively. The increase in general and administrative expenses was primarily a result of higher auditing and accounting expenses related to the assessment and certification of our system of internal control over financial reporting for purposes of Section 404 of the Sarbanes-Oxley Act.

Real estate depreciation and amortization expense increased by approximately \$0.1 million, or 2.5%, from \$5.5 million to \$5.6 million for the three months ended March 31, 2004 and 2005, respectively, reflecting a full first quarter of depreciation in 2005 for capital expenditures purchased after March 31, 2004.

Interest expense increased by approximately \$0.3 million, or 6.5%, from \$4.4 million for the three months ended March 31, 2004 to \$4.7 million for the three months ended March 31, 2005. Interest expense (related parties) remained stable at approximately \$0.3 million for the current three-month period compared to the same period one year ago. Total debt outstanding, including amounts due related parties, increased by approximately \$8.6 million, or 2.6%, from \$333.0 million as of March 31, 2004 to \$341.6 million as of March 31, 2005. Overall interest expense, including amounts paid to related parties, for the quarter ended March 31, 2005 increased by approximately \$0.3 million compared to the same quarter a year ago principally due to higher interest rates on the variable rate debt and the substitution of new debt at slightly higher rates for borrowings under the Berg Group line of credit.

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INCOME FROM DISCONTINUED OPERATIONS

The following table depicts the amounts of income from discontinued operations for the three months ended March 31, 2005 and 2004.

	March 31, 2005	March 31, 2004

(dollars in thousands)		
Gain from disposal of property	\$ 63	
(Loss)/income attributable to discontinued operations	(40)	\$2
Minority interest in earnings attributable to discontinued operations	(18)	(2)
	-----	-----
Income from discontinued operations	\$ 5	\$
	=====	=====

In accordance with our adoption of SFAS No. 144, in the first quarter 2005 we sold and classified as discontinued operations two properties consisting of 103,350 rentable square feet and recorded a gain of \$63,000, of which \$14,000 and \$49,000 were attributable to common stockholders and minority interests, respectively. The (loss)/income to common stockholders and minority interests attributable to discontinued operations from these two properties for the three months ended March 31, 2005 and 2004 was approximately (\$9,000) and (\$31,000), respectively, and \$62,000 and \$226,000, respectively.

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NET INCOME TO COMMON STOCKHOLDERS AND NET INCOME TO MINORITY INTEREST

Minority interest in net income has been calculated by taking the net income of the operating partnerships (on a stand-alone basis) multiplied by the respective minority interest ownership percentage. Minority interest represents the ownership interest of all limited partners in the operating partnerships taken as a whole, which was approximately 83% as of March 31, 2005 and 2004.

Net income to common stockholders decreased by approximately (\$1.1) million, or 31.6%, from \$3.5 million for the three months ended March 31, 2004 to \$2.4 million for the same period in 2005. The minority interest portion of income decreased by approximately (\$5.6) million, or 32.3%, from \$17.3 million for the three months ended March 31, 2004 to \$11.7 million for the three months ended March 31, 2005. The decline in net income and minority interest portion of income was primarily due to lower rental revenue and non-reimbursable operating expenses from vacant properties.

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CHANGES IN FINANCIAL CONDITION

The most significant changes in our financial condition during the three months ended March 31, 2005 resulted from the disposition of two R&D properties and acquisition of one R&D property. In addition, total stockholders' equity increased from the exchange of O.P. units for common stock.

At March 31, 2005, total investments in properties had a net increase of approximately \$11.2 million from December 31, 2004 due to one property acquisition and two property dispositions. During the first three months of 2005, we acquired one vacant R&D property representing approximately 203,800 rentable square feet located in the Silicon Valley. The purchase price for this property was approximately \$14.0 million. We also disposed two R&D properties consisting of approximately 103,350 rentable square feet for a total sales price of approximately \$12.8 million. One of the disposed properties was classified as an asset held for sale at December 31, 2004 for \$8.2 million.

Total stockholders' equity, net, increased by approximately \$40,000 from December 31, 2004 as we obtained additional capital from the exchange of O.P. units for shares of our common stock while incurring a deficit of approximately (\$0.5) million due to dividends declared in excess of net income for the period. During the first three months of 2005, one limited partner exchanged 50,000 O.P. units for 50,000 shares of our common stock under the Exchange Rights Agreement among us and the limited partners in the operating partnerships. The newly issued shares increased additional paid in capital by approximately \$0.5 million.

LIQUIDITY AND CAPITAL RESOURCES

We expect a continued decline in operating cash flows from our operating property portfolio in 2005 as compared to 2004. The reduction in cash flows reflects the overall reduced demand for R&D space, lower rental rates for new and renewed leases, and an increase in vacant properties in 2005. In addition, if we are unable to lease a significant portion of the approximately 373,000 rentable square feet scheduled to expire during the remainder of 2005 and current available space, our operating cash flows may have an adverse effect. With the expectation of lower revenues for the remainder of 2005, we expect the properties' net operating income to continue to show year over year declines when compared to 2004. As noted above, we expect cash flows from operating activities to continue to show declines primarily driven by the general downturn in the Silicon Valley's economy in recent years, the softening of the Company's

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market specifically and the expected weaker performance of our properties. We are also subject to risks of decreased occupancy through tenant defaults and bankruptcies, and potential reduction in rental rates upon renewal of properties, which would result in reduced cash flow from operations. It is reasonably likely that vacancy rates may continue to increase and effective rental rates on new and renewed leases may continue to decrease.

We expect our principal source of liquidity for distributions to stockholders and O.P. unit holders, debt service, leasing commissions and recurring capital expenditures to come from cash provided by operations and/or the borrowings under the lines of credit with the Berg Group and Cupertino National Bank. We expect these sources of liquidity to be adequate to meet projected distributions to stockholders and other presently anticipated liquidity requirements in 2005. We expect to meet our long-term liquidity requirements for the funding of property development, property acquisitions and other material non-recurring capital improvements through long-term secured and unsecured indebtedness and the issuance of additional equity securities by us. We have the ability to meet short-term obligations or other liquidity needs based on lines of credit with the Berg Group and Cupertino National Bank. Despite the current weakness in the Silicon Valley economy, we expect our total interest expense to increase as interest rates rise and through new financing activities. In the remainder of 2005, we will be obligated to make payments totaling approximately \$6.2 million of debt principal under mortgage notes without regard to any debt refinancing or new debt obligations that we might incur, or optional payments of debt principal.

DISTRIBUTIONS

On April 7, 2005, we paid dividends of \$0.16 per share of common stock to all common stockholders of record as of March 31, 2005. On the same date, the operating partnerships paid a distribution of \$0.16 per O.P. unit to all holders of O.P. units. For the remainder of 2005, we expect to maintain our current quarterly dividend payment rate to common shareholders and O.P. Unit holders of \$0.16 per share. However, distributions are declared at the discretion of our Board of Directors and are subject to actual cash available for distribution, our financial condition, capital requirements and such other factors, as our Board of Directors deems relevant.

At March 31, 2005, we had total indebtedness of \$341.6 million, including \$212.8 million of fixed rate mortgage debt, \$10.3 million under the Berg Group mortgage note (related parties), \$78.1 million under the Citicorp USA (Citicorp") mortgage loan, \$32.5 million under the Cupertino National Bank ("CNB") line of credit, and \$7.9 million under the Berg Group line of credit (related parties), as detailed in the table below. The CNB and Citicorp loans contain certain financial loan and reporting covenants as defined in the loan agreements. As of March 31, 2005, we were in compliance with these loan covenants.

On April 6, 2005, we obtained a \$25.8 million secured mortgage loan from Allianz Life Insurance Company of North America that bears a fixed interest rate at 5.56% and matures in 15 years with principal payments amortized over 20 years. The mortgage loan is secured by one property. We paid approximately \$251,000 in loan fees and financing costs which are being amortized over the 15 year loan period, and used the proceeds primarily to pay down short-term debt and the Berg Group line of credit.

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The following table sets forth information regarding debt outstanding as of March 31, 2005:

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Debt Description	Collateral Properties	Balance
(dollars in thousands)		
Line of Credit:		
Berg Group (related parties)	2033-2043 Samaritan Dr, San Jose, CA 2133 Samaritan Drive, San Jose, CA 2233-2243 Samaritan Dr, San Jose, CA 1310-1450 McCandless Dr, Milpitas, CA 1795-1845 McCandless Dr, Milpitas, CA	\$ 7,
Cupertino National Bank	Not Applicable	32,
Mortgage Notes Payable (related parties):	5300 & 5350 Hellyer Ave, San Jose, CA	10,
Mortgage Notes Payable (2):		
Washington Mutual	10460 Bubb Road, Cupertino, CA	
Prudential Insurance Company of America (3)	10300 Bubb Road, Cupertino, CA 10500 N. De Anza Blvd, Cupertino, CA 4050 Starboard Drive, Fremont, CA 45700 Northport Loop, Fremont, CA 45738 Northport Loop, Fremont, CA 450 National Avenue, Mountain View, CA 6311 San Ignacio Avenue, San Jose, CA 6321 San Ignacio Avenue, San Jose, CA 6325 San Ignacio Avenue, San Jose, CA 6331 San Ignacio Avenue, San Jose, CA 6341 San Ignacio Avenue, San Jose, CA 6351 San Ignacio Avenue, San Jose, CA 3236 Scott Boulevard, Santa Clara, CA 3560 Bassett Street, Santa Clara, CA 3570 Bassett Street, Santa Clara, CA 3580 Bassett Street, Santa Clara, CA 1135 Kern Avenue, Sunnyvale, CA 1212 Bordeaux Lane, Sunnyvale, CA 1230 E. Arques, Sunnyvale, CA 1250 E. Arques, Sunnyvale, CA 1170 Morse Avenue, Sunnyvale, CA 1600 Memorex Drive, Santa Clara, CA 1688 Richard Avenue, Santa Clara, CA 1700 Richard Avenue, Santa Clara, CA 3540 Bassett Street, Santa Clara, CA 3542 Bassett Street, Santa Clara, CA 3544 Bassett Street, Santa Clara, CA 3550 Bassett Street, Santa Clara, CA	118,
Northwestern Mutual Life Insurance Company (5)	1750 Automation Parkway, San Jose, CA 1756 Automation Parkway, San Jose, CA 1762 Automation Parkway, San Jose, CA 6320 San Ignacio Avenue, San Jose, CA 6540-6541 Via Del Oro, San Jose, CA 6385-6387 San Ignacio Avenue, San Jose, CA 2251 Lawson Lane, Santa Clara, CA 1325 McCandless Drive, Milpitas, CA 1650-1690 McCandless Drive, Milpitas, CA 20605-20705 Valley Green Dr, Cupertino, CA	93,

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Citicorp USA, Inc.	2001 Walsh Avenue, Santa Clara, CA	78,
	2880 Scott Boulevard, Santa Clara, CA	
	2890 Scott Boulevard, Santa Clara, CA	
	2770-2800 Scott Blvd, Santa Clara, CA	
	2300 Central Expressway, Santa Clara, CA	
	2220 Central Expressway, Santa Clara, CA	
	2330 Central Expressway, Santa Clara, CA	
	20400 Mariani Avenue, Cupertino, CA	
Mortgage Notes Payable Subtotal		----- 290, -----
TOTAL		----- \$341, =====

- (1) The debt owed to the Berg Group under the line of credit carries a variable interest rate equal to LIBOR plus 1.30% and is payable in full in March 2006. The interest rate at March 31, 2005 was 4.69%.
- (2) Mortgage notes payable generally require monthly installments of interest and principal ranging from \$8,000 to \$827,000 over various terms extending through the year 2013. The weighted average interest rate of mortgage notes payable was 5.83% at March 31, 2005.
- (3) The Prudential Insurance loan is payable in monthly installments of \$827,000, which includes principal (based upon a 30-year amortization) and interest. A limited partner who is not a member of the Berg Group has guaranteed approximately \$12.0 million of this debt. Costs and fees incurred with obtaining this loan aggregated approximately \$900,000, which were deferred and amortized over the loan period.
- (4) Interest rate equal to LIBOR plus 2%. The interest rates for the Cupertino National Bank line of credit and the Citicorp USA, Inc. mortgage loan at March 31, 2005 were 4.72% and 4.69%, respectively. The Cupertino National Bank line of credit and Citicorp USA, Inc. loan contain certain financial loan and reporting covenants as defined in the loan agreements. As of March 31, 2005, the Company was in compliance with these loan covenants.
- (5) The Northwestern loan is payable in monthly installments of \$696,000, which includes principal (based upon a 20-year amortization) and interest. Costs and fees incurred with obtaining this loan aggregated approximately \$675,000, which were deferred and amortized over the loan period.

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At March 31, 2005, our debt to total market capitalization ratio, which is computed as our total debt outstanding divided by the sum of total debt outstanding plus the market value of common stock (based upon the closing price of \$10.60 per share on March 31, 2005) on a fully diluted basis, including the conversion of all O.P. units into common stock, was approximately 23.6%. On March 31, 2005, the last trading day for the quarter, total market capitalization was approximately \$1.4 billion.

At March 31, 2005, the outstanding balance remaining under certain demand notes that we owed to the operating partnerships was \$1.6 million. The due date of the demand notes has been extended to September 30, 2006. The principal of the demand notes, along with the interest expense, which is interest income to the operating partnerships, is eliminated in consolidation and is not included in the corresponding line items within the consolidated financial statements. However, the interest income earned by the operating partnerships, which is interest expense to us, in connection with this debt, is included in the calculation of minority interest as reported on the consolidated statement of operations, thereby reducing our net income by this same amount. At present, our only means for repayment of this debt is through distributions that we receive from the operating partnerships that are in excess of the amount of dividends to

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be paid to our stockholders or raising additional equity capital.

HISTORICAL CASH FLOWS

COMPARISON OF THE THREE MONTHS ENDED MARCH 31, 2005 TO THE THREE MONTHS ENDED MARCH 31, 2004

Net cash provided by operating activities for the three months ended March 31, 2005 was \$20.8 million compared to \$32.1 million for the same period in 2004. The decline resulted primarily from the reduction in tenant expense reimbursements and decrease in rental revenue from our current portfolio of property due to tenant lease obligation defaults, tenant re-locations, decrease in occupancy and lower rent renewal rates during the last nine months of 2004 and the first three months of 2005. The decline in cash flow from operating activities was also caused by payments of leasing commissions which amounted to approximately \$3.6 million, including approximately \$2.9 million with respect to modification and extension of our lease with Microsoft.

Net cash used in investing activities was approximately (\$7.5) million and (\$0.1) million for the three months ended March 31, 2005 and 2004, respectively. Cash used in investing activities during the first three months of 2005 related principally to the acquisition of the property at 5521 Hellyer Avenue for \$14.2 million and the disposition of two existing properties for a total of \$11.0 million. We partially financed one of the sales with a note receivable for approximately \$4.1 million. Capital expenditures relating to real estate improvements were approximately \$0.3 million and \$0.1 million for the three months ended March 31, 2005 and 2004, respectively.

Net cash used in financing activities was (\$12.3) million for the three months ended March 31, 2005 compared to (\$33.0) million for the three months ended March 31, 2004. During the first three months of 2005, we used \$3.7 million to pay outstanding debt, drew an additional \$8.3 million from the CNB line of credit and paid \$14.0 million for minority interest dividend distributions and \$2.9 million for dividends to common stockholders. During the same period in 2004, we used \$7.9 million to repay outstanding debt, \$20.9 million for minority interest distributions and \$4.3 million for dividends to common stockholders.

FUNDS FROM OPERATIONS ("FFO")

FFO is a non-GAAP financial measurement used by real estate investment trusts to measure and compare operating performance. As defined by NAREIT, FFO represents net income (loss) before minority interest of O.P. unit holders, computed in accordance with GAAP, plus non-recurring events other than "extraordinary items" under GAAP, excluding gains and losses from sales of depreciable operating properties, plus real estate related depreciation and amortization, excluding amortization of deferred financing costs and depreciation of non-real estate assets, and after adjustments for unconsolidated partnerships and joint ventures. FFO does include impairment losses for properties held for sale and held for use. Management considers FFO an appropriate measure of performance of an equity REIT because, along with cash flows from operating activities, financing activities and investing activities, it provides investors with an understanding of our ability to incur and service debt and make capital expenditures. With the emphasis on the disclosure of operating earnings per share, we will still continue to use FFO as a measure of our performance. FFO should not be considered as an alternative for net income as a measure of profitability nor is it comparable to cash flows provided by operating activities determined in accordance with GAAP, nor is FFO necessarily indicative of funds available to meet our cash needs, including the need to make cash distributions to satisfy REIT requirements. For example, FFO is not adjusted for payments of debt principal required under our debt service obligations.

Our definition of FFO also assumes conversion at the beginning of the period of

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all convertible securities, including minority interests that might be exchanged for common stock. FFO does not represent the amount available for management's discretionary use; as such funds may be needed for capital replacement or expansion, debt service obligations or other commitments and uncertainties.

Furthermore, FFO is not comparable to similarly entitled items reported by other REITs that do not define FFO exactly as we do.

FFO for the three months ended March 31, 2005 and 2004, as reconciled to net income to common stockholders, are summarized in the following tables:

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	Three Months Ended March 31, 2005	2004
	-----	-----
	(dollars in thousands)	
Net income to common stockholders	\$ 2,408	\$ 3,523
Add:		
Minority interests (1)	11,574	17,145
Depreciation & amortization of real estate (2)	6,389	6,410
Less:		
Gain on sale of asset	(63)	-
	-----	-----
FFO	\$20,308	\$27,078
	=====	=====

(1) The minority interest for third parties totaling \$121,000 and \$125,000 in 2005 and 2004, respectively, was deducted from total minority interest in calculating FFO.

(2) Includes our portion of depreciation and amortization of real estate and leasing commissions from our unconsolidated joint venture totaling \$354,000 and \$218,000 in 2005 and 2004, respectively. Also includes amortization of leasing commissions of \$428,000 and \$669,000 in 2005 and 2004, respectively. Amortization of leasing commissions is included in the property operating, maintenance and real estate taxes line item in the Company's consolidated statements of operations.

DISTRIBUTION POLICY

Our board of directors will determine the amount and timing of distributions to our stockholders. The board of directors will consider many factors prior to making any distributions, including the following:

- the amount of cash available for distribution;
- our financial condition;
- whether to reinvest funds rather than to distribute such funds;
- our committed and projected capital expenditures;
- the amount of cash required for new property acquisitions, including acquisitions under existing agreements with the Berg Group;
- prospects of tenant renewals and re-leases of properties subject to expiring leases;
- cash required for re-leasing activities; o the annual distribution requirements under the REIT provisions of the federal income tax laws; and

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- such other factors as the board of directors deems relevant.

We cannot assure you that we will be able to meet or maintain our cash distribution objectives.

IMPACT OF RECENTLY ISSUED ACCOUNTING STANDARDS

We do not believe recently issued accounting standards will materially impact our financial position, results of operations, or cash flows.

In December 2004, the FASB issued SFAS No. 123R, "Share-Based Payment," ("SFAS No. 123R") which addresses the accounting for employee and director stock options. Statement 123R requires that the cost of all employee and director stock options, as well as other equity-based compensation arrangements, be reflected in the financial statements based on the estimated fair value of the awards. SFAS No. 123R is an amendment to SFAS No. 123 and supersedes APB Opinion No. 25 ("APB No. 25"). SFAS No. 123R is applicable to any award that is settled or measured in stock, including stock options, restricted stock, stock appreciation rights, stock units, and employee stock purchase plans. SFAS No. 123R will be effective for public companies starting with the first interim period commencing after June 15, 2005. On April 14, 2005, the SEC announced a new rule that delays the implementation of SFAS No. 123R until the beginning of the next fiscal year that begins after December 15, 2005. We will adopt the requirements of SFAS No. 123R beginning 2006. We expect that the adoption of this standard will reduce our net income and earnings per share; however, it will have no impact on cash flow. Although we have not yet determined whether the adoption of SFAS No. 123R will result in amounts that are similar to the current pro forma disclosures under SFAS No. 123, we are evaluating the requirements under SFAS No. 123R including the valuation methods and support for the assumptions that underlie the valuation of the awards and the transition methods (modified prospective transition method or the modified retrospective transition method).

In December 2004, the FASB issued SFAS No. 153, "Exchanges of Non-monetary Assets" ("SFAS No. 153"). SFAS No. 153 amends the guidance in APB Opinion No. 29, "Accounting for Non-monetary Transactions" to eliminate certain exceptions to the principle that exchanges of non-monetary assets be measured based on the fair value of the assets exchanged. SFAS No. 153 eliminates the exception for non-monetary exchanges of similar productive assets and replaces it with a general exception for exchanges of non-monetary assets that do not have commercial substance. This statement is effective for non-monetary asset exchanges in fiscal years beginning after June 15, 2005. The adoption of SFAS No. 153 is not expected to have an impact on our consolidated results of operations, financial position or cash flows.

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ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We do not generally hold market risk sensitive instruments for trading purposes. We use fixed and variable rate debt to finance our operations. Our exposure to market risk for changes in interest rates relates primarily to our current and future debt obligations. We are vulnerable to significant fluctuations of interest rates on our floating rate debt and pricing on our future debt. We manage our market risk by monitoring interest rates where we try to recognize the unpredictability of the financial markets and seek to reduce potentially adverse effect on the results of our operations. This takes frequent evaluation of available lending rates and examination of opportunities to reduce interest

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expense through new sources of debt financing. Several factors affecting the interest rate risk include governmental monetary and tax policies, domestic and international economics and other factors that are beyond our control. The following table provides information about the principal cash flows, weighted average interest rates, and expected maturity dates for debt outstanding as of March 31, 2005. The current terms of this debt are described in Item 2, "Management's Discussion and Analysis of Financial Condition and Results of Operations - Liquidity and Capital Resources."

For variable rate debt, the table presents the assumption that the outstanding principal balance at March 31, 2005 will be paid upon maturity.

For fixed rate debt, the table presents the assumption that the outstanding principal balance at March 31, 2005 will be paid according to scheduled principal payments and that we will not prepay any of the outstanding principal balance.

	Nine Months Remaining 2005	Year Ending December 31,			
	2006	2007	2008	2009	
	(dollars in thousands)				
Variable Rate Debt:					
Secured and unsecured debt	\$1,935	\$116,543	-	-	-
Weighted average interest rate	4.69%	4.70%			
Fixed Rate Debt:					
Secured notes payable	\$4,292	\$6,042	\$6,350	\$116,674	\$4,382
Weighted average interest rate	6.23%	6.23%	6.23%	6.23%	6.23%

The primary market risks we face are interest rate fluctuations. Principal amounts outstanding under the Berg Group line of credit, the CNB line of credit and the Citicorp mortgage loan, which are tied to a LIBOR based interest rate, were approximately \$7.9 million, \$32.5 million and \$78.1 million, or 2.3%, 9.5% and 22.9%, respectively, of the total \$341.6 million of outstanding debt as of March 31, 2005. As a result, we pay lower rates of interest in periods of decreasing interest rates and higher rates of interest in periods of increasing interest rates. All of our debt is denominated in United States dollars. We had no interest rate caps or interest rate swap contracts at March 31, 2005.

The following discussion of market risk is based solely on a possible hypothetical change in future market conditions related to our variable-rate debt. It includes "forward-looking statements," as previously defined, regarding market risk, but we are not forecasting the occurrence of these market changes.

Based on the amount of variable debt outstanding as of March 31, 2005, a 1% increase or decrease in interest rates on our \$118.5 million of floating rate debt would decrease or increase, respectively, three months earnings and cash flows by approximately \$0.3 million, as a result of the increased or decreased interest expense associated with the change in rate, and would not have an impact on the fair value of the floating rate debt. This amount is determined by considering the impact of hypothetical interest rates on our borrowing cost. Due to the uncertainty of fluctuations in interest rates and the specific actions that might be taken by us to mitigate such fluctuations and their possible effects, the foregoing sensitivity analysis assumes no changes to our financial structure.

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ITEM 4. CONTROLS AND PROCEDURES

DISCLOSURE CONTROLS AND PROCEDURES

We strive to maintain disclosure controls and procedures that are designed to ensure that information required to be disclosed in our Exchange Act reports is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to our management, including our chief executive officer and chief financial officer, as appropriate, to allow for timely decisions regarding required disclosure. In designing and evaluating the disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designated and operated, can provide only reasonable assurance of achieving the desired control objectives and management necessarily is required to apply its judgment in evaluating the cost-benefit relationship of possible controls.

As required by SEC Rule 13a-15(b) we conducted an evaluation, under the supervision and with the participation of our management, including our Chief Executive Officer, President and Vice President of Finance, of the effectiveness of the design and operation of our disclosure controls and procedures. Based upon that evaluation, the Chief Executive Officer, President and Vice President of Finance concluded that our disclosure controls and procedures are effective in timely alerting them to material information relating to us (including our subsidiaries) required to be included in our periodic SEC filings.

CHANGES IN INTERNAL CONTROL OVER FINANCIAL REPORTING

There were no material changes in our internal control or, to our knowledge, in other factors that could significantly affect such internal controls subsequent to the date of their evaluation. We have determined that our internal control over financial reporting was effective as of March 31, 2005.

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PART II - OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

Legal proceedings are incorporated herein by reference from Part 1 "Item 1. - Financial Statements - Note 8 - Commitments and Contingencies."

ITEM 6. EXHIBITS AND REPORTS ON FROM 8-K

a. Exhibits

- 10.21.1 Lease Agreement with Microsoft Corporation, dated December 23, 2004
- 10.47 Allianz Loan Secured Installment Note dated April 6, 2005
- 10.48 Allianz Loan Deed of Trust, Security Agreement, Fixture Filing with Absolute Assignment of Rents dated April 6, 2005
- 10.49 Allianz Loan Limited Guaranty dated April 6, 2005
- 10.50 Form of Non-statutory stock Option Agreement with dividend equivalent rights under 2004 Equity Incentive Plan

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- 31.1 Section 1350 Certificate of CEO
- 31.2 Section 1350 Certificate of President & COO
- 31.3 Section 1350 Certificate of Principal Financial Officer
- 32 Certification pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

b. Reports on Form 8-K

The Company filed a Current Report on Form 8-K on February 2, 2005, regarding its results of operations and financial condition for the quarter and full year ended December 31, 2004.

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Signatures

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereto duly authorized.

Mission West Properties, Inc.
(Registrant)

Date: May 9, 2005

By: /s/ Carl E. Berg

Carl E. Berg
Chief Executive Officer

Date: May 9, 2005

By: /s/ Wayne N. Pham

Wayne N. Pham
Vice President of Finance and Controller
(Principal Accounting Officer and Duly
Authorized Officer)

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