UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

Form 10-Q/A
Amendment No. 1

(Mark One)

☑ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the quarterly period ended June 30, 2007

OR

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

Commission File Number: 001-13545

AMB Property Corporation
(Exact Name of Registrant as Specified in Its Charter)

Maryland *(State or Other Jurisdiction of Incorporation or Organization)*	94-3281941 (I.R.S. Employer Identification No.)
Pier 1, Bay 1, San Francisco, California *(Address of Principal Executive Offices)*	94111 (Zip Code)

(415) 394-9000
(Registrant's Telephone Number, Including Area Code)

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 a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer ☑ Accelerated filer ☐ Non-accelerated filer ☐

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

As of August 3, 2007, there were 99,910,837 shares of the Registrant's common stock, $0.01 par value per share, outstanding.

AMB PROPERTY CORPORATION

INDEX

Table of Contents

This Quarterly Report on Form 10-Q for AMB Property Corporation for the quarter ended June 30, 2007 is being amended to revise Part I, Item 1 to include in Note 7 of the Notes to Consolidated Financial Statements summarized income statement information for the Company's unconsolidated co-investment joint ventures.

PART I

Item 1. ***Financial Statements***

AMB PROPERTY CORPORATION

CONSOLIDATED BALANCE SHEETS
As of June 30, 2007 and December 31, 2006

	June 30, 2007	December 31, 2006
	(Unaudited, dollars in thousands)	
ASSETS		
Investments in real estate:		
Land	$ 1,274,122	$ 1,351,123
Buildings and improvements	3,757,804	4,038,474
Construction in progress	1,375,056	1,186,136
Total investments in properties	6,406,982	6,575,733
Accumulated depreciation and amortization	(854,227)	(789,693)
Net investments in properties	5,552,755	5,786,040
Investments in unconsolidated joint ventures	349,534	274,381
Properties held for contribution, net	245,632	154,036
Properties held for divestiture, net	45,146	20,916
Net investments in real estate	6,193,067	6,235,373
Cash and cash equivalents	223,968	174,763
Restricted cash	27,084	21,115
Accounts receivable, net of allowance for doubtful accounts of $7,175 and $6,361, respectively	166,449	133,998
Deferred financing costs, net	24,861	20,394
Other assets	123,835	127,869
Total assets	$ 6,759,264	$ 6,713,512
LIABILITIES AND STOCKHOLDERS' EQUITY		
Debt:		
Secured debt	$ 1,340,702	$ 1,395,354
Unsecured senior debt	1,057,498	1,101,874
Unsecured credit facilities	562,184	852,033
Other debt	85,110	88,154
Total debt	3,045,494	3,437,415
Security deposits	38,994	36,106
Dividends payable	55,891	48,967
Accounts payable and other liabilities	184,036	186,807
Total liabilities	3,324,415	3,709,295
Commitments and contingencies (Note 11)		
Minority interests:		
Joint venture partners	535,280	555,201
Preferred unitholders	77,563	180,298
Limited partnership unitholders	109,921	102,061
Total minority interests	722,764	837,560
Stockholders' equity:		
Series L preferred stock, cumulative, redeemable, $.01 par value, 2,300,000 shares authorized and 2,000,000 issued and outstanding, $50,000 liquidation preference	48,017	48,017
Series M preferred stock, cumulative, redeemable, $.01 par value, 2,300,000 shares authorized and 2,300,000 issued and outstanding, $57,500 liquidation preference	55,187	55,187
Series O preferred stock, cumulative, redeemable, $.01 par value, 3,000,000 shares authorized and 3,000,000 issued and outstanding, $75,000 liquidation preference	72,127	72,127
Series P preferred stock, cumulative, redeemable, $.01 par value, 2,000,000 shares authorized and 2,000,000 issued and outstanding, $50,000 liquidation preference	48,081	48,086
Common stock, $.01 par value, 500,000,000 shares authorized, 99,660,284 and 89,662,435 issued and outstanding, respectively	995	895
Additional paid-in capital	2,308,531	1,796,849
Retained earnings	181,215	147,274
Accumulated other comprehensive loss	(2,068)	(1,778)
Total stockholders' equity	2,712,085	2,166,657
Total liabilities and stockholders' equity	$ 6,759,264	$ 6,713,512

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

AMB PROPERTY CORPORATION

CONSOLIDATED STATEMENTS OF OPERATIONS
For the Three and Six Months Ended June 30, 2007 and 2006

	For the Three Months Ended June 30, 2007	For the Three Months Ended June 30, 2006	For the Six Months Ended June 30, 2007	For the Six Months Ended June 30, 2006
	(Unaudited, dollars in thousands, except share and per share amounts)			
REVENUES				
Rental revenues	$ 162,914	$ 170,974	$ 324,996	$ 342,276
Private capital income	8,518	4,943	14,443	10,049
Total revenues	171,432	175,917	339,439	352,325
COSTS AND EXPENSES				
Property operating expenses	(24,435)	(23,765)	(49,806)	(48,065)
Real estate taxes	(18,869)	(19,824)	(37,745)	(39,667)
Depreciation and amortization	(41,483)	(44,500)	(82,504)	(87,254)
Impairment losses	—	(5,394)	(257)	(5,394)
General and administrative	(30,260)	(25,142)	(60,114)	(48,190)
Other expenses	(1,139)	296	(2,051)	(241)
Fund costs	(277)	(479)	(518)	(1,093)
Total costs and expenses	(116,463)	(118,808)	(232,995)	(229,904)
OTHER INCOME AND EXPENSES				
Equity in earnings of unconsolidated joint ventures, net	1,748	8,278	3,861	10,366
Other income	6,472	2,258	11,979	5,765
Gains from sale or contribution of real estate interests, net	74,707	—	74,843	—
Development profits, net of taxes	28,996	45,698	41,188	46,372
Interest expense, including amortization	(33,369)	(44,310)	(67,951)	(83,704)
Total other income and expenses, net	78,554	11,924	63,920	(21,201)
Income before minority interests, discontinued operations and cumulative effect of change in accounting principle	133,523	69,033	170,364	101,220
Minority interests' share of income:				
Joint venture partners' share of income before minority interests and discontinued operations	(8,067)	(8,895)	(15,260)	(17,297)
Joint venture partners' and limited partnership unitholders' share of development profits	(2,574)	(1,619)	(3,136)	(1,651)
Preferred unitholders	(1,480)	(4,024)	(5,179)	(9,025)
Limited partnership unitholders	(4,001)	(341)	(4,495)	(1,068)
Total minority interests' share of income	(16,122)	(14,879)	(28,070)	(29,041)
Income from continuing operations before cumulative effect of change in accounting principle	117,401	54,154	142,294	72,179
Discontinued operations:				
Income attributable to discontinued operations, net of minority interests	484	4,126	1,238	6,471
Gains from dispositions of real estate, net of minority interests	384	17,073	419	24,087
Total discontinued operations	868	21,199	1,657	30,558
Net income before cumulative effect of change in accounting principle	118,269	75,353	143,951	102,737
Cumulative effect of change in accounting principle	—	—	—	193
Net income	118,269	75,353	143,951	102,930
Preferred stock dividends	(3,952)	(3,095)	(7,904)	(6,191)
Preferred unit redemption (issuance costs) discount	(2,927)	77	(2,927)	(1,020)
Net income available to common stockholders	$ 111,390	$ 72,335	$ 133,120	$ 95,719
Basic income per common share				
Income from continuing operations (after preferred stock dividends) before cumulative effect of change in accounting principle	$ 1.12	$ 0.59	$ 1.37	$ 0.75
Discontinued operations	0.01	0.24	0.02	0.35
Cumulative effect of change in accounting principle	—	—	—	—
Net income available to common stockholders	$ 1.13	$ 0.83	$ 1.39	$ 1.10
Diluted income per common share				
Income from continuing operations (after preferred stock dividends) before cumulative effect of change in accounting principle	$ 1.09	$ 0.56	$ 1.33	$ 0.72
Discontinued operations	0.01	0.24	0.02	0.34
Cumulative effect of change in accounting principle	—	—	—	—
Net income available to common stockholders	$ 1.10	$ 0.80	$ 1.35	$ 1.06
WEIGHTED AVERAGE COMMON SHARES OUTSTANDING				
Basic	98,937,407	87,317,494	95,631,984	86,915,959
Diluted	101,361,013	90,135,659	98,305,299	90,147,493

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

AMB PROPERTY CORPORATION

CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY
For the Six Months Ended June 30, 2007

	Preferred Stock	Common Stock Number of Shares	Common Stock Amount	Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Total
	(Unaudited, dollars in thousands, except share amounts)						
Balance as of December 31, 2006	$ 223,417	89,662,435	$ 895	$ 1,796,849	$ 147,274	$ (1,778)	$ 2,166,657
Net income	7,904	—	—	—	133,120	—	
Unrealized gain on securities and derivatives	—	—	—	—	—	305	
Currency translation adjustment	—	—	—	—	—	(595)	
Total comprehensive income	—						140,734
Issuance of common stock, net	—	8,365,800	84	471,988	—	—	472,072
Stock-based compensation amortization and issuance of restricted stock, net	—	19,734	—	9,403	—	—	9,403
Exercise of stock options	—	1,305,433	13	21,907	—	—	21,920
Conversion of partnership units	—	306,882	3	18,595	—	—	18,598
Forfeiture of restricted stock	—	—	—	(1,331)	—	—	(1,331)
Reallocation of partnership interest	—	—	—	(8,323)	—	—	(8,323)
Offering costs	(5)	—	—	(557)	—	—	(562)
Dividends	(7,904)	—	—	—	(99,179)	—	(107,083)
Balance as of June 30, 2007	$ 223,412	99,660,284	$ 995	$ 2,308,531	$ 181,215	$ (2,068)	$ 2,712,085

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

AMB PROPERTY CORPORATION

CONSOLIDATED STATEMENTS OF CASH FLOWS
For the Six Months Ended June 30, 2007 and 2006

	2007	2006
	(Unaudited, dollars in thousands)	
CASH FLOWS FROM OPERATING ACTIVITIES		
Net income	$ 143,951	$ 102,930
Adjustments to net income:		
Straight-line rents and amortization of lease intangibles	(4,950)	(11,300)
Depreciation and amortization	82,504	87,254
Impairment losses	257	5,394
Exchange losses	2,883	—
Stock-based compensation amortization	9,403	10,941
Equity in earnings of unconsolidated joint ventures	(3,861)	(10,366)
Operating distributions received from unconsolidated joint ventures	7,409	1,147
Gains from sale or contribution of real estate interests, net	(74,843)	—
Development profits, net of taxes	(41,188)	(46,372)
Debt premiums, discounts and finance cost amortization, net	958	5,247
Total minority interests' share of net income	28,070	29,041
Discontinued operations:		
Depreciation and amortization	8	452
Joint venture partners' share of net income	(63)	139
Limited partnership unitholders' share of net income	59	324
Gains from dispositions of real estate, net of minority interests	(419)	(24,087)
Cumulative effect of change in accounting principle	—	(193)
Changes in assets and liabilities:		
Accounts receivable and other assets	(29,194)	13,635
Accounts payable and other liabilities	10,596	(4,239)
Net cash provided by operating activities	131,580	159,947
CASH FLOWS FROM INVESTING ACTIVITIES		
Change in restricted cash	(5,979)	5,353
Cash paid for property acquisitions	(32,948)	(311,507)
Additions to land, buildings, development costs, building improvements and lease costs	(537,709)	(497,947)
Net proceeds from divestiture of real estate	402,614	149,559
Additions to interests in unconsolidated joint ventures	(47,512)	(5,121)
Capital distributions received from unconsolidated joint ventures	218	13,633
Repayment of mortgage and loan receivables	1,589	2,805
Cash transferred to unconsolidated joint venture	(32,465)	—
Net cash provided by (used in) investing activities	(252,192)	(643,225)
CASH FLOWS FROM FINANCING ACTIVITIES		
Issuance of common stock, net	472,072	—
Proceeds from stock option exercises	21,920	33,400
Borrowings on secured debt	509,033	196,149
Payments on secured debt	(237,541)	(208,377)
Borrowings on other debt	15,956	65,000
Payments on other debt	(19,347)	(746)
Borrowings on unsecured credit facilities	709,176	646,509
Payments on unsecured credit facilities	(986,558)	(252,828)
Payment of financing fees	(10,956)	(5,736)
Net proceeds from issuances of senior debt	24,889	99,456
Payments on senior debt	(70,000)	(25,000)
Issuance costs on preferred stock or units	(562)	(217)
Repurchase of preferred units	(102,735)	(88,180)
Contributions from co-investment partners	30,335	124,185
Dividends paid to common and preferred stockholders	(100,237)	(86,536)
Distributions to minority interests, including preferred units	(78,182)	(52,810)
Net cash (used in) provided by financing activities	177,263	444,269
Net effect of exchange rate changes on cash	(7,446)	8,473
Net increase (decrease) in cash and cash equivalents	49,205	(30,536)
Cash and cash equivalents at beginning of period	174,763	232,881
Cash and cash equivalents at end of period	$ 223,968	$ 202,345
SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION		
Cash paid for interest, net of capitalized interest	$ 64,900	$ 77,244
Non-cash transactions:		
Acquisition of properties	$ 35,050	$ 399,625
Assumption of secured debt	—	(61,006)
Assumption of other assets and liabilities	388	(19,096)
Acquisition capital	(590)	(8,016)
Minority interest contribution, including units issues	(1,900)	—
Net cash paid for property acquisitions	$ 32,948	$ 311,507
Preferred unit redemption issuance costs	$ 2,927	$ 1,020
Contribution of properties to unconsolidated joint ventures, net	$ 60,027	$ 126,067
Purchase of equity interest of unconsolidated joint venture, net	$ 26,031	$ —

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

AMB PROPERTY CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
June 30, 2007
(unaudited)

1. Organization and Formation of the Company

AMB Property Corporation, a Maryland corporation (the "Company"), commenced operations as a fully integrated real estate company effective with the completion of its initial public offering on November 26, 1997. The Company elected to be taxed as a real estate investment trust (REIT) under Sections 856 through 860 of the Internal Revenue Code of 1986 as amended (the "Code"), commencing with its taxable year ended December 31, 1997, and believes its current organization and method of operation will enable it to maintain its status as a REIT. The Company, through its controlling interest in its subsidiary, AMB Property, L.P., a Delaware limited partnership (the "Operating Partnership"), is engaged in the acquisition, development and operation of industrial properties in key distribution markets throughout North America, Europe and Asia. The Company uses the terms "industrial properties" or "industrial buildings" to describe various types of industrial properties in its portfolio and uses these terms interchangeably with the following: logistics facilities, centers or warehouses; distribution facilities, centers or warehouses; High Throughput Distribution® (HTD®) facilities; or any combination of these terms. The Company uses the term "owned and managed" to describe assets in which it has at least a 10% ownership interest, for which it is the property or asset manager, and which it intends to hold for the long-term. Unless the context otherwise requires, the "Company" means AMB Property Corporation, the Operating Partnership and their other controlled subsidiaries.

As of June 30, 2007, the Company owned an approximate 95.8% general partnership interest in the Operating Partnership, excluding preferred units. The remaining approximate 4.2% common limited partnership interests are owned by non-affiliated investors and certain current and former directors and officers of the Company. As the sole general partner of the Operating Partnership, the Company has full, exclusive and complete responsibility and discretion in the day-to-day management and control of the Operating Partnership. Net operating results of the Operating Partnership are allocated after preferred unit distributions based on the respective partners' ownership interests. Certain properties are owned by the Company through limited partnerships, limited liability companies and other entities. The ownership of such properties through such entities does not materially affect the Company's overall ownership interests in the properties.

Through the Operating Partnership, the Company enters into co-investment joint ventures with institutional investors. These co-investment joint ventures provide the Company with an additional source of capital and income. As of June 30, 2007, the Company had investments in five consolidated and five unconsolidated co-investment joint ventures. Effective October 1, 2006, the Company deconsolidated AMB Institutional Alliance Fund III, L.P., an open-ended co-investment partnership formed in 2004 with institutional investors, on a prospective basis, due to the re-evaluation of the Company's accounting for its investment in the fund in light of changes to the partnership agreement regarding the general partner's rights effective October 1, 2006.

AMB Capital Partners, LLC, a Delaware limited liability company ("AMB Capital Partners"), provides real estate investment services to clients on a fee basis. Headlands Realty Corporation, a Maryland corporation, conducts a variety of businesses that include development projects available for sale or contribution to third parties and incremental income programs. IMD Holding Corporation, a Delaware corporation, conducts a variety of businesses that also includes development projects available for sale or contribution to third parties. AMB Capital Partners, Headlands Realty Corporation and IMD Holding Corporation are direct subsidiaries of the Operating Partnership.

As of June 30, 2007, the Company owned or had investments in, on a consolidated basis or through unconsolidated joint ventures, properties and development projects expected to total approximately 136.7 million square feet (12.7 million square meters) in 1,152 buildings in 44 markets within thirteen countries. Additionally, as of June 30, 2007, the Company managed, but did not have a significant ownership interest in, industrial and other properties, totaling approximately 1.5 million square feet.

Of the approximately 136.7 million square feet as of June 30, 2007:

- on an owned and managed basis, which includes investments held on a consolidated basis or through unconsolidated joint ventures, the Company owned or partially owned approximately 111.3 million square feet (principally warehouse distribution buildings) that were 96.1% leased;
- on an owned and managed basis, which includes investments held on a consolidated basis or through unconsolidated joint ventures, the Company had investments in 46 industrial development projects, which are expected to total approximately 15.7 million square feet upon completion;
- on a consolidated basis, the Company owned nine development projects, totaling approximately 2.2 million square feet, which are available for sale or contribution;
- through non-managed unconsolidated joint ventures, the Company had investments in 46 industrial operating properties, totaling approximately 7.3 million square feet; and
- the Company held approximately 0.2 million square feet through its investment in AMB Pier One, LLC. which is the location of the Company's global headquarters.

2. Interim Financial Statements

The consolidated financial statements included herein have been prepared pursuant to the rules and regulations of the United States Securities and Exchange Commission (the "SEC"). Accordingly, certain information and note disclosures normally included in the annual financial statements prepared in accordance with accounting principles generally accepted in the United States (GAAP) have been condensed or omitted.

In the opinion of management, the accompanying unaudited consolidated financial statements contain all adjustments of a normal, recurring nature, necessary for a fair presentation of the Company's consolidated financial position and results of operations for the interim periods. The interim results for the three and six months ended June 30, 2007 are not necessarily indicative of future results. These financial statements should be read in conjunction with the financial statements and the notes thereto included in the Company's Annual Report on Form 10-K for the year ended December 31, 2006 and its Quarterly Report on Form 10-Q for the quarter ended March 31, 2007.

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

Investments in Real Estate. Investments in real estate and leasehold interests are stated at cost unless circumstances indicate that cost cannot be recovered, in which case, the carrying value of the property is reduced to its estimated fair value. The Company also regularly reviews the impact of above or below-market leases, in-place leases and lease origination costs for acquisitions, and records an intangible asset or liability accordingly. Carrying values for financial reporting purposes are reviewed for impairment on a property-by-property basis whenever events or changes in circumstances indicate that the carrying value of a property may not be fully recoverable. Impairment is recognized when estimated expected future cash flows (undiscounted and without interest charges) are less than the carrying value of the property. The estimation of expected future net cash flows is inherently uncertain and relies on assumptions regarding current and future economics and market conditions and the availability of capital. If impairment analysis assumptions change, then an adjustment to the carrying value of the Company's long-lived assets could occur in the future period in which the assumptions change. To the extent that a property is impaired, the excess of the carrying amount of the property over its estimated fair value is charged to earnings. As a result of leasing activity and the economic environment, the Company re-evaluated the carrying value of its investments and recorded an impairment charge on one of its investments of $0.3 million during the six months ended June 30, 2007.

Reclassifications. Certain items in the consolidated financial statements for prior periods have been reclassified to conform to current classifications.

Comprehensive Income. The Company reports comprehensive income in its Statement of Stockholders' Equity. Comprehensive income was $114.7 million and $77.2 million for the three months ended June 30, 2007 and 2006, respectively. Comprehensive income was $140.7 million and $104.7 million for the six months ended June 30, 2007 and 2006, respectively.

International Operations. The U.S. dollar is the functional currency for the Company's subsidiaries operating in the United States and Mexico. Other than Mexico, the functional currency for the Company's subsidiaries operating outside the United States is generally the local currency of the country in which the entity is located, mitigating the effect of currency exchange gains and losses. The Company's subsidiaries whose functional currency is not the U.S. dollar translate their financial statements into U.S. dollars. Assets and liabilities are translated at the exchange rate in effect as of the financial statement date. The Company translates income statement accounts using the average exchange rate for the period and significant nonrecurring transactions using the rate on the transaction date. These gains (losses) are included in accumulated other comprehensive income (loss) as a separate component of stockholders' equity.

The Company's international subsidiaries may have transactions denominated in currencies other than their functional currency. In these instances, non-monetary assets and liabilities are reflected at the historical exchange rate, monetary assets and liabilities are remeasured at the exchange rate in effect at the end of the period and income statement accounts are remeasured at the average exchange rate for the period. These gains (losses) are included in the Company's results of operations.

The Company also records gains or losses in the income statement when a transaction with a third party, denominated in a currency other than the entity's functional currency, is settled and the functional currency cash flows realized are more or less than expected based upon the exchange rate in effect when the transaction was initiated.

Goodwill and Intangible Assets. The Company has classified as goodwill the cost in excess of fair value of the net assets of companies acquired in purchase transactions. As prescribed in the Statement of Financial Accounting Standards (SFAS) No. 142, *Goodwill and Other Intangible Assets*, issued by the Financial Accounting Standards Board (FASB) goodwill and certain indefinite lived intangible assets, including excess reorganization value and certain trademarks, are no longer amortized, but are subject to at least annual impairment testing. The Company tests annually (or more often, if necessary) for impairment under SFAS No. 142. The Company determined that there was no impairment to goodwill and intangible assets during the quarter ended June 30, 2007.

New Accounting Pronouncements. In July 2006, the FASB issued FASB Interpretation No. 48, *Accounting for Uncertainty in Income Taxes — an interpretation of FASB Statement No. 109,* (FIN 48), which clarifies the accounting and disclosure for uncertainty in tax positions. FIN 48 seeks to reduce the diversity in practice associated with certain aspects of the recognition and measurement related to accounting for income taxes. Adoption of FIN 48 on January 1, 2007 did not have a material effect on the Company's financial statements.

The tax years 2002 through 2006 remain open to examination by the major taxing jurisdictions to which the Company is subject.

3. Real Estate Acquisition and Development Activity

Acquisition Activity. During the three months ended June 30, 2007, on an owned and managed basis, the Company acquired 23 industrial properties, aggregating approximately 5.4 million square feet for a total expected investment of $494.6 million (includes acquisition costs of $487.6 million and estimated acquisition capital of $7.0 million). Of the 23 industrial properties acquired, three industrial properties aggregating approximately 0.2 million square feet for a total expected investment of $16.6 million (includes acquisition costs of $16.0 million and estimated acquisition capital of $0.6 million) were acquired directly by the Company and 20 industrial properties aggregating approximately 5.2 million square feet for a total expected investment of $478.0 million (includes acquisition costs of $471.6 million and estimated acquisition capital of $6.4 million) were acquired through four of its unconsolidated joint ventures. During the six months ended June 30, 2007, on an owned and managed basis, the Company acquired 31 industrial properties aggregating approximately 7.2 million square feet for a total expected investment of $636.4 million (includes acquisition costs of $624.6 million and estimated acquisition capital of $11.8 million). During the three months ended June 30, 2006, the Company acquired eight industrial properties, aggregating approximately 2.5 million square feet for a total expected investment of $246.8 million (includes acquisition costs of $241.8 million and estimated acquisition capital of $5.0 million). During the six months ended June 30, 2006, the Company acquired 14 industrial properties, aggregating approximately 4.6 million square feet for a total expected investment of $400.1 million (includes acquisition costs of $392.0 million and estimated acquisition capital of $8.1 million).

Development Starts. During the three months ended June 30, 2007, the Company initiated nine new industrial development projects in North America and Asia and one value-added conversion project in North America with a total expected investment of $265.1 million, aggregating approximately 3.2 million square feet. During the six months ended June 30, 2007, the Company initiated 14 new industrial development projects in North America and Asia and one value-added conversion project in North America with a total expected investment of $455.8 million, aggregating approximately 5.1 million square feet. During the three months ended June 30, 2006, the Company initiated four new industrial development projects in North America and Asia with a total estimated investment of $134.6 million, aggregating an estimated 2.0 million square feet. During the six months ended June 30, 2006, the Company initiated 11 new industrial development projects in North America and Asia with a total expected investment of $353.4 million, aggregating approximately 4.9 million square feet.

Development Completions. During the three months ended June 30, 2007, the Company completed nine industrial projects with a total investment of $225.9 million, aggregating approximately 2.2 million square feet. One of these completed projects with a total investment of $23.4 million and approximately 0.4 million square feet was contributed to an unconsolidated joint venture, two projects with a total investment of $12.4 million and aggregating approximately 0.2 million square feet were sold to third parties, and six projects with a total investment of $190.1 million and aggregating approximately 1.6 million square feet were available for sale or contribution as of June 30, 2007. During the six months ended June 30, 2007, the Company completed 16 industrial projects with a total investment of $293.7 million, aggregating approximately 3.1 million square feet. One of these completed projects with a total investment of $10.7 million and approximately 0.2 million square feet was placed in operations, three projects with a total investment of $42.2 million and approximately 0.7 million square feet were contributed to unconsolidated joint ventures, five projects with a total investment of $35.9 million and aggregating approximately 0.3 million square feet were sold to third parties, and seven projects with a total investment of $204.9 million and aggregating approximately 1.9 million square feet were available for sale or contribution as of June 30, 2007. During the three months ended June 30, 2006, the Company completed four industrial buildings with a total investment of $55.0 million, aggregating approximately 0.5 million square feet. Three of these completed buildings with a total investment of $52.5 million and aggregating approximately 0.5 million square feet were placed in operations, and one approximately 32,000 square foot building with a total investment of $2.5 million was sold to a third party. During the six months ended June 30, 2006, the Company completed 11 industrial buildings with a total investment of $347.3 million, aggregating 2.6 million square feet. Five of these completed buildings with a total investment of $77.5 million and aggregating approximately 0.8 million square feet were placed in operations, one 0.8 million square foot building with a total investment of $177.9 million was contributed to an unconsolidated joint venture, one approximately 32,000 square foot building with a total investment of $2.5 million was sold to a third party, and four buildings with a total investment of $89.4 million and aggregating approximately 1.0 million square feet were available for sale or contribution as of June 30, 2006.

Development Pipeline. As of June 30, 2007, the Company had 46 industrial projects in its development pipeline, which are expected to total approximately 15.7 million square feet and have an aggregate estimated investment of $1.5 billion upon completion. The Company has an additional nine development projects available for sale or contribution totaling approximately 2.2 million square feet, with an aggregate estimated investment of $227.1 million. As of June 30, 2007, the Company and its joint venture partners had funded an aggregate of $972.0 million and needed to fund an estimated additional $490.0 million in order to complete its development pipeline. The development pipeline, at June 30, 2007, included projects expected to be completed through the second quarter of 2009. In addition, during the three months ended June 30, 2007, the Company acquired 515 acres of land for industrial warehouse development in North America and Asia for approximately $72.4 million. During the six months ended June 30, 2007, the Company acquired 937 acres of land for industrial warehouse development in North America and Asia for approximately $113.2 million.

4. Gains from Dispositions of Real Estate Interests, Development Profits and Discontinued Operations

Development Sales. During the three months ended June 30, 2007, the Company sold three development projects totaling approximately 0.2 million square feet for an aggregate sale price of $20.9 million, resulting in an after-tax gain of $3.0 million. During the six months ended June 30, 2007, the Company sold five development projects totaling approximately 0.3 million square feet for an aggregate sale price of $45.6 million, resulting in an after-tax gain of $6.3 million. During the three months ended June 30, 2006, the Company sold an approximately 32,000 square foot development project for $2.9 million, resulting in an after-tax gain of $0.1 million. For the six months ended June 30, 2006, the Company sold one land parcel and an approximately 32,000 square foot development project for an aggregate sale price of $7.6 million, resulting in an after-tax gain of $0.8 million. During the three and six months ended June 30, 2006, the Company received approximately $0.4 million in connection with the condemnation of a parcel of land resulting in a loss of $1.0 million, $0.8 million of which was the joint venture partner's share.

Discontinued Operations. The Company reports its property divestitures as discontinued operations separately as prescribed under the provisions of SFAS No. 144, *Accounting for the Impairment or Disposal of Long-Lived Assets*. During the three and six months ended June 30, 2007, the Company did not divest itself of any industrial properties. During the three months ended June 30, 2006, the Company divested itself of eight industrial buildings, aggregating approximately 0.5 million square feet, for an aggregate price of $37.1 million, with a resulting net gain of $17.1 million. During the six months ended June 30, 2006, the Company divested itself of 12 industrial buildings, aggregating approximately 0.9 million square feet, for an aggregate price of $53.9 million, with a resulting net gain of $24.1 million.

Development Contributions. During the three months ended June 30, 2007, the Company contributed three completed development projects aggregating 0.7 million square feet and three completed development projects aggregating 0.5 million square feet to AMB Institutional Alliance Fund III, L.P. and newly formed AMB Europe Fund I, FCP-FIS, respectively, both unconsolidated joint ventures. As a result of these contributions, the Company recognized an aggregate after-tax gain of $26.0 million, representing the portion of the Company's interest in the contributed properties acquired by the third-party investors for cash. During the six months ended June 30, 2007, the Company contributed four completed development projects aggregating 1.0 million square feet, three completed development projects aggregating 0.5 million square feet and one 0.2 million square foot completed development project into AMB Institutional Alliance Fund III, L.P., AMB Europe Fund I, FCP-FIS, and AMB-SGP Mexico, LLC, respectively, all unconsolidated joint ventures. In addition, two land parcels were contributed into AMB DFS Fund I, LLC. As a result of these contributions, the Company recognized an aggregate after-tax gain of $34.9 million, representing the portion of the Company's interest in the contributed properties acquired by the third-party investors for cash. During the three months ended June 30, 2006, the Company contributed one completed development project totaling approximately 0.8 million square feet into AMB Japan Fund I, L.P., and one completed development project totaling approximately 0.6 million square feet into AMB-SGP Mexico, LLC, both unconsolidated joint ventures. As a result of these contributions, the Company recognized an aggregate after-tax gain of $46.6 million representing the portion of its interest in the contributed properties acquired by the third-party co-investors for cash. No other contributions were made during the six months ended June 30, 2006.

Table of Contents

Gains from Sale or Contribution of Real Estate Interests. During the three months ended June 30, 2007, the Company contributed approximately 4.2 million square feet in operating properties, to its newly formed unconsolidated co-investment joint venture, AMB Europe Fund I, FCP-FIS, a Euro-denominated open-ended co-investment joint venture, and contributed an approximate 0.2 million square foot operating property into AMB Institutional Alliance Fund III, L.P. for a total of approximately $520.3 million. The Company recognized a gain of $74.7 million on the contributions, representing the portion of the Company's interest in the contributed properties acquired by the third-party investors for cash. During the six months ended June 30, 2007, the Company contributed operating properties for approximately $524.9 million, aggregating approximately 4.5 million square feet, into AMB Europe Fund I, FCP-FIS, AMB Institutional Alliance Fund III, L.P. and AMB-SGP Mexico, LLC. The Company recognized a gain of $74.8 million on the contributions, representing the portion of the Company's interest in the contributed properties acquired by the third-party investors for cash. During the three and six months ended June 30, 2006, there were no comparable events.

Properties Held for Contribution. As of June 30, 2007, the Company held for contribution to co-investment joint ventures 12 industrial projects with an aggregate net book value of $245.6 million, which, when contributed to a joint venture, will reduce the Company's average ownership interest in these projects from approximately 93% currently to an expected range of 15-20%.

Properties Held for Divestiture. As of June 30, 2007, the Company held for divestiture five industrial projects with an aggregate net book value of $45.1 million. These properties either are not in the Company's core markets, do not meet its current investment objectives, or are included as part of its development-for-sale program. The divestitures of the properties are subject to negotiation of acceptable terms and other customary conditions. Properties held for divestiture are stated at the lower of cost or estimated fair value less costs to sell.

The following summarizes the condensed results of operations of the properties held for divestiture and sold under SFAS No. 144 (dollars in thousands):

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2007	2006	2007	2006
Rental revenues	$ (178)	$ 4,183	$ (241)	$ 9,232
Straight-line rents and amortization of lease intangibles	—	207	—	362
Property operating expenses	(14)	(739)	(50)	(2,195)
Real estate taxes	(59)	(595)	(92)	(1,222)
Depreciation and amortization	(4)	62	(8)	(452)
General and administrative	—	166	—	166
Other income and expenses, net	—	15	2	19
Interest, including amortization	764	1,036	1,623	1,024
Joint venture partners' share of (income) loss	(2)	(2)	63	(139)
Limited partnership unitholders' share of income	(23)	(207)	(59)	(324)
Income attributable to discontinued operations	$ 484	$ 4,126	$ 1,238	$ 6,471

As of June 30, 2007 and December 31, 2006, assets and liabilities attributable to properties held for divestiture under the provisions of SFAS No. 144 consisted of the following (dollars in thousands):

	June 30, 2007	December 31, 2006
Other assets	$ 123	$ 165
Accounts payable and other liabilities	$4,840	$ 1,602

5. Debt

As of June 30, 2007 and December 31, 2006, debt consisted of the following (dollars in thousands):

	June 30, 2007	December 31, 2006
Wholly-owned secured debt, varying interest rates from 1.1% to 9.0%, due December 2007 to January 2012 (weighted average interest rate of 6.0% and 5.6% at June 30, 2007 and December 31, 2006, respectively)	$ 220,968	$ 368,332
Consolidated joint venture secured debt, varying interest rates from 3.5% to 9.4%, due September 2007 to February 2024 (weighted average interest rates of 6.2% and 6.5% at June 30, 2007 and December 31, 2006, respectively)	1,114,797	1,020,678
Unsecured senior debt securities, varying interest rates from 3.5% to 8.0%, due August 2007 to June 2018 (weighted average interest rates of 6.2% and 6.2% at June 30, 2007 and December 31, 2006, respectively and of unamortized discounts of $10.0 million and $10.6 million, respectively)	1,067,491	1,112,491
Other debt, varying interest rates from 3.4% to 7.5%, due August 2007 to November 2015 (weighted average interest rates of 6.4% and 6.6% at June 30, 2007 and December 31, 2006, respectively)	85,110	88,154
Unsecured credit facilities, variable interest rates, due February 2010 and June 2010 (weighted average interest rates of 2.1% and 3.1% at June 30, 2007 and December 31, 2006, respectively)	562,184	852,033
Total debt before unamortized net (discounts)	3,050,550	3,441,688
Unamortized net discounts	(5,056)	(4,273)
Total consolidated debt	$ 3,045,494	$ 3,437,415

Secured debt generally requires monthly principal and interest payments. Some of the loans are cross-collateralized by multiple properties. The secured debt is collateralized by deeds of trust or mortgages on certain properties and is generally non-recourse. As of June 30, 2007 and December 31, 2006, the total gross investment book value of those properties securing the debt was $2.3 billion and $2.6 billion, respectively, including $1.9 billion and $1.9 billion, respectively, in consolidated joint ventures. As of June 30, 2007, $1.1 billion of the secured debt obligations bore interest at fixed rates with a weighted average interest rate of 6.3% while the remaining $228.7 million bore interest at variable rates (with a weighted average interest rate of 5.3%).

On December 8, 2006, the Operating Partnership executed a 228.0 million Euros facility agreement (approximately $308.5 million in U.S. dollars, using the exchange rate at June 30, 2007), which provides that certain of the Company's affiliates may borrow either acquisition loans, up to a 100.0 million Euros sub-limit (approximately $135.4 million in U.S. dollars, using the exchange rate at June 30, 2007), or secured term loans, in connection with properties located in France, Germany, the Netherlands, the United Kingdom, Italy or Spain. On March 21, 2007, the Operating Partnership increased the facility amount limit from 228.0 million Euros to 328.0 million Euros (approximately $436.3 million in U.S. dollars, using the exchange rate at June 30, 2007). Drawings under the term facility bear interest at a rate of 65 basis points over EURIBOR and may occur until, and mature on, April 30, 2014. Drawings under the acquisition loan facility bear interest at a rate of 75 basis points over EURIBOR and are repayable within six months of the date of advance, unless extended. The Operating Partnership initially guaranteed the acquisition loan facility and was the carve-out indemnitor in respect of the term loans. According to the facility agreement, these responsibilities will be transferred upon the occurrence of certain events, and the Operating Partnership will be fully discharged from all such obligations upon such transfer. On June 12, 2007, AMB Europe Fund I, FCP-FIS, assumed, and the Operating Partnership was released from, all of the

Operating Partnership's obligations and liabilities under the facility agreement. On June 12, 2007, there were 200.7 million Euros (approximately $271.8 million in U.S. dollars, using the exchange rate at June 30, 2007) of term loans and no acquisition loans outstanding under the facility agreement.

As of June 30, 2007, the Operating Partnership had outstanding an aggregate of $1.1 billion in unsecured senior debt securities, which bore a weighted average interest rate of 6.2% and had an average term of 4.5 years. These unsecured senior debt securities include $300.0 million in notes issued in June 1998, $205.0 million of medium-term notes, which were issued under the Operating Partnership's 2000 medium-term note program, $275.0 million of medium-term notes, which were issued under the Operating Partnership's 2002 medium-term note program, $175.0 million of medium-term notes, which were issued under the Operating Partnership's 2006 medium-term note program and approximately $112.5 million of 5.094% Notes Due 2015, which were issued to Teachers Insurance and Annuity Association of America on July 11, 2005 in a private placement, in exchange for the cancelled $100.0 million of notes that were issued in June 1998, resulting in a discount of approximately $12.5 million. The unsecured senior debt securities are subject to various covenants. The Company guarantees the Operating Partnership's obligations with respect to its unsecured senior debt securities. Management believes that the Company and the Operating Partnership were in compliance with their financial covenants as of June 30, 2007.

As of June 30, 2007, the Company had $85.1 million outstanding in other debt which bore a weighted average interest rate of 6.4% and had an average term of 5.0 years. Other debt includes a $65.0 million non-recourse credit facility obtained by AMB Partners II, L.P., a subsidiary of the Operating Partnership, which had a $65.0 million balance outstanding as of June 30, 2007. The Company also had $20.1 million outstanding in other non-recourse debt.

The Operating Partnership has a $550.0 million (includes Euros, Yen, British Pounds Sterling or U.S. dollar denominated borrowings) unsecured revolving credit facility which matures on June 1, 2010. The Company is a guarantor of the Operating Partnership's obligations under the credit facility. The line carries a one-year extension option and can be increased to up to $700.0 million upon certain conditions. The rate on the borrowings is generally LIBOR plus a margin, based on the Operating Partnership's long-term debt rating, which was 42.5 basis points as of June 30, 2007, with an annual facility fee of 15 basis points. The four-year credit facility includes a multi-currency component, under which up to $550.0 million can be drawn in U.S. dollars, Euros, Yen or British Pounds Sterling. The Operating Partnership uses the credit facility principally for acquisitions, funding development activity and general working capital requirements. As of June 30, 2007, the outstanding balance on this credit facility, using the exchange rate in effect on June 30, 2007, was $43.4 million and the remaining amount available was $489.3 million, net of outstanding letters of credit of $17.3 million. The credit agreement contains affirmative covenants, including compliance with financial reporting requirements and maintenance of specified financial ratios, and negative covenants, including limitations on the incurrence of liens and limitations on mergers or consolidations. Management believes that the Company and the Operating Partnership were in compliance with their financial covenants under this credit agreement at June 30, 2007.

AMB Japan Finance Y.K., a subsidiary of the Operating Partnership, has a Yen-denominated unsecured revolving credit facility with an initial borrowing limit of 45.0 billion Yen, which, using the exchange rate in effect on June 30, 2007, equaled approximately $365.3 million U.S. dollars. On June 15, 2007, AMB Japan Finance Y.K. exercised an existing accordion feature to increase this unsecured revolving credit facility to 55.0 billion Yen, which using the exchange rate in effect on June 30, 2007, equaled approximately $446.5 million U.S. dollars. The Company, along with the Operating Partnership, guarantees the obligations of AMB Japan Finance Y.K. under the credit facility, as well as the obligations of any other entity in which the Operating Partnership directly or indirectly owns an ownership interest and which is selected from time to time to be a borrower under and pursuant to the credit agreement. The borrowers intend to use the proceeds from the facility to fund the acquisition and development of properties and for other real estate purposes in Japan, China and South Korea. Generally, borrowers under the credit facility have the option to secure all or a portion of the borrowings under the credit facility with certain real estate assets or equity in entities holding such real estate assets. The credit facility matures in June 2010 and has a one-year extension option. The extension option is subject to the satisfaction of certain conditions and the payment of an extension fee equal to 0.15% of the outstanding commitments under the facility at that time. The rate on the borrowings is generally TIBOR plus a margin, which is based on the credit rating of the Operating Partnership's long-term debt and was 42.5 basis points as of June 30, 2007. In addition, there is an annual facility fee, payable in quarterly amounts, which is based on the credit rating of the Operating Partnership's long-term debt, and was 15 basis points of the outstanding commitments under the facility as of June 30, 2007. As of June 30, 2007, the outstanding balance on this credit facility, using the exchange rate in effect on June 30, 2007, was $360.4 million in U.S. dollars. The credit agreement contains affirmative covenants, including financial reporting requirements and maintenance of specified financial ratios, and negative covenants, including limitations on the incurrence of liens and limitations on mergers or consolidations. Management believes that the Company, the Operating Partnership and AMB Japan Finance Y.K. were in compliance with their financial covenants under this credit agreement at June 30, 2007.

The Operating Partnership also has a $250.0 million unsecured revolving credit facility. The Company along with the Operating Partnership guarantee the obligations for such subsidiaries and other entities controlled by the Operating Partnership that are selected by the Operating Partnership from time to time to be borrowers under and pursuant to their credit facility. The credit facility includes a multi-currency component under which up to $250.0 million can be drawn in U.S. dollars, Hong Kong dollars, Singapore dollars, Canadian dollars and Euros. The line, which matures in February 2010 and carries a one-year extension option, can be increased to up to $350.0 million upon certain conditions and the payment of an extension fee equal to 0.15% of the outstanding commitments. The rate on the borrowings is generally LIBOR plus a margin, based on the credit rating of the Operating Partnership's senior unsecured long-term debt, which was 60 basis points as of June 30, 2007, with an annual facility fee based on the credit rating of the Operating Partnership's senior unsecured long-term debt. The borrowers intend to use the proceeds from the facility to fund the acquisition and development of properties and general working capital requirements. As of June 30, 2007, the outstanding balance on this credit facility was approximately $158.3 million. The credit agreement contains affirmative covenants, including financial reporting requirements and maintenance of specified financial ratios by the Operating Partnership, and negative covenants, including limitations on the incurrence of liens and limitations on mergers or consolidations. Management believes that the Company and the Operating Partnership were in compliance with their financial covenants under this credit agreement at June 30, 2007.

On February 14, 2007, seven subsidiaries of AMB-SGP, L.P., a Delaware limited partnership, which is a subsidiary of the Company, entered into a loan agreement for a $305 million secured financing. On the same day, pursuant to the loan agreement, the same seven subsidiaries delivered four promissory notes to the two lenders, each of which matures on March 5, 2012. One note has a principal of $160 million and an interest rate that is fixed at 5.29%. The second note has an initial principal borrowing of $40 million with a variable interest rate of 81 basis points above the one-month LIBOR rate. The third note has an initial principal borrowing of $84 million and a fixed interest rate of 5.90%. The fourth note has an initial principal borrowing of $21 million and bears interest at a variable rate of 135 basis points above the one-month LIBOR rate.

AMB PROPERTY CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

As of June 30, 2007, the scheduled maturities of the Company's total debt, excluding unamortized secured debt premiums and discounts, were as follows (dollars in thousands):

	Wholly-owned Secured Debt	Consolidated Joint Venture Secured Debt	Unsecured Senior Debt Securities	Credit Facilities	Other Debt	Total
2007	$ 57,917	$ 29,640	$ 55,000	$ —	$ 13,179	$ 155,736
2008	69,188	79,398	175,000	—	810	324,396
2009	25,799	127,993	100,000	—	873	254,665
2010	65,905	95,179	250,000	562,184	941	974,209
2011	115	189,611	75,000	—	1,014	265,740
2012	2,044	449,587	—	—	1,093	452,724
2013	—	46,447	175,000	—	65,920	287,367
2014	—	4,076	—	—	616	4,692
2015	—	18,780	112,491	—	664	131,935
2016	—	54,995	—	—	—	54,995
Thereafter	—	19,091	125,000	—	—	144,091
Sub Total	220,968	1,114,797	1,067,491	562,184	85,110	3,050,550
Unamortized net discounts	1,225	3,712	(9,993)	—	—	(5,056)
Total consolidated debt	$ 222,193	$ 1,118,509	$ 1,057,498	$ 562,184	$ 85,110	$ 3,045,494

6. Minority Interests

Minority interests in the Company represent the limited partnership interests in the Operating Partnership, limited partnership interests in AMB Property II, L.P., a Delaware limited partnership, and interests held by certain third parties in several real estate joint ventures, aggregating approximately 35.6 million square feet, which are consolidated for financial reporting purposes. Such investments are consolidated because the Company exercises significant rights over major operating decisions such as approval of budgets, selection of property managers, asset management, investment activity and changes in financing. These joint venture investments do not meet the variable interest entity criteria under FASB Interpretation No. 46R, *Consolidation of Variable Interest Entities*.

Effective October 1, 2006, the Company deconsolidated AMB Institutional Alliance Fund III, L.P., an open-ended co-investment partnership formed in 2004 with institutional investors, on a prospective basis, due to the re-evaluation of the Company's accounting for its investment in the fund in light of changes to the partnership agreement regarding the general partner's rights effective October 1, 2006.

Through the Operating Partnership, the Company enters into co-investment joint ventures with institutional investors. The Company's co-investment joint ventures are engaged in the acquisition, ownership, operation, management and, in some cases, the renovation, expansion and development of industrial buildings in target markets in North America.

AMB PROPERTY CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

The Company's consolidated co-investment joint ventures' total investment and property debt at June 30, 2007 and December 31, 2006 (dollars in thousands) were:

Co-investment Joint Venture	Joint Venture Partner	Company's Ownership Percentage	Total Investment in Real Estate(1) June 30, 2007	Total Investment in Real Estate(1) December 31, 2006	Property Debt(2) June 30, 2007	Property Debt(2) December 31, 2006	Other Debt June 30, 2007	Other Debt December 31, 2006
AMB/Erie, L.P.	Erie Insurance Company and affiliates	50%	$ 52,654	$ 52,942	$ 20,318	$ 20,605	$ —	$ —
AMB Partners II, L.P.	City and County of San Francisco Employees' Retirement System	20%	687,323	679,138	320,662	323,532	65,000	65,000
AMB-SGP, L.P.	Industrial JV Pte Ltd(3)	50%	448,399	444,990	348,928	235,480	—	—
AMB Institutional Alliance Fund II, L.P.	AMB Institutional Alliance REIT II, Inc.(4)	20%	523,766	519,534	240,812	243,263	—	—
AMB-AMS, L.P.(5)	PMT, SPW and TNO(6)	39%	155,235	153,563	84,118	78,904	—	—
Total			$ 1,867,377	$ 1,850,167	$ 1,014,838	$ 901,784	$ 65,000	$ 65,000

(1) The Company also had other consolidated joint ventures with total investments in real estate of $606.0 million as of June 30, 2007.

(2) The Company also had other consolidated joint ventures with property debt of $103.7 million as of June 30, 2007.

(3) A subsidiary of GIC Real Estate Pte. Ltd., the real estate investment subsidiary of the Government of Singapore Investment Corporation.

(4) Comprised of 14 institutional investors as stockholders and one third-party limited partner as of June 30, 2007.

(5) AMB-AMS, L.P. is a co-investment partnership with three Dutch pension funds.

(6) PMT is Stichting Pensioenfonds Metaal en Techniek, SPW is Stichting Pensioenfonds voor de Woningcorporaties and TNO is Stichting Pensioenfonds TNO.

The following table details the minority interests as of June 30, 2007 and December 31, 2006 (dollars in thousands):

	June 30, 2007	December 31, 2006	Redemption/Callable Date
Joint Venture Partners	$ 535,280	$ 555,201	N/A
Limited Partners in the Operating Partnership	78,491	74,780	N/A
Series J preferred units (liquidation preference of $40,000)	—	38,883	Redeemed in April 2007
Series K preferred units (liquidation preference of $40,000)	—	38,932	Redeemed in April 2007
Held through AMB Property II, L.P.:			
Class B Limited Partners	31,430	27,281	N/A
Series D preferred units (liquidation preference of $79,767)	77,563	77,684	February 2012
Series I preferred units (liquidation preference of $25,500)	—	24,799	Repurchased in April 2007
Total minority interests	$ 722,764	$ 837,560	

The following table distinguishes the minority interests' share of income, including minority interests' share of development profits, but excluding minority interests' share of discontinued operations for the three and six months ended June 30, 2007 and 2006 (dollars in thousands):

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2007	2006	2007	2006
Joint Venture Partners' share of income	$ 8,067	$ 8,895	$ 15,260	$ 17,297
Joint Venture Partners' share of development profits	2,574	1,619	3,136	1,651
Common limited partners in the Operating Partnership	3,025	325	3,386	1,026
Series J preferred units (redeemed in April 2007)	9	795	804	1,590
Series K preferred units (redeemed in April 2007)	9	795	804	1,590
Held through AMB Property II, L.P.:				
Class B common limited partnership units	976	16	1,109	42
Series D preferred units (liquidation preference of $79,767)	1,337	1,546	2,936	3,091
Series E preferred units (repurchased in June 2006)	—	178	—	392
Series F preferred units (repurchased in September 2006)	—	200	—	400
Series H preferred units (repurchased in March 2006)	—	—	—	815
Series I preferred units (repurchased in April 2007)	125	510	635	1,020
Series N preferred units (repurchased in January 2006)	—	—	—	127
Total minority interests' share of income	$ 16,122	$ 14,879	$ 28,070	$ 29,041

The Company has consolidated joint ventures that have finite lives under the terms of the partnership agreements. As of June 30, 2007 and December 31, 2006, the aggregate book value of the joint venture minority interests in the accompanying consolidated balance sheets was approximately $535.3 million and $555.2 million, respectively, and the Company believes that the aggregate settlement value of these interests was approximately $1.1 billion and $1.0 billion, respectively. However, there can be no assurance that the aggregate settlement value of the interests will be as such. The aggregate settlement value is based on the estimated liquidation values of the assets and liabilities and the resulting proceeds that the Company would distribute to its joint venture partners upon dissolution, as required under the terms of the respective joint venture agreements. There can be no assurance that the estimated liquidation values of the assets and liabilities and the resulting proceeds that the Company distributes upon dissolution will be the same as the actual liquidation values of such assets, liabilities and proceeds distributed upon dissolution. Subsequent changes to the estimated fair values of the assets and liabilities of the consolidated joint ventures will affect the Company's estimate of the aggregate settlement value. The joint venture agreements do not limit the amount to which the minority joint venture partners would be entitled in the event of liquidation of the assets and liabilities and dissolution of the respective joint ventures.

On April 17, 2007, the Operating Partnership redeemed all 800,000 of its outstanding 7.95% Series J Cumulative Redeemable Preferred Limited Partnership Units from a single institutional investor and all 800,000 of its outstanding 7.95% Series K Cumulative Redeemable Preferred Limited Partnership Units from another single institutional investor. The Operating Partnership redeemed the Series J Cumulative Redeemable Preferred Limited Partnership Units for $40.0 million, plus accrued and unpaid distributions through April 16, 2007. The Operating Partnership redeemed the Series K Cumulative Redeemable Preferred Limited Partnership Units for $40.0 million, plus accrued and unpaid distributions through April 16, 2007. Also, on April 17, 2007, another of the Company's subsidiaries, AMB Property II, L.P., a Delaware limited partnership, repurchased all 510,000 of its outstanding 8.00% Series I Cumulative Redeemable Preferred Limited Partnership Units from a single institutional investor. AMB Property II, L.P. repurchased the units for $25.5 million, plus accrued and unpaid distributions through

AMB PROPERTY CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

April 16, 2007, less applicable withholding, on the Series I Cumulative Redeemable Preferred Limited Partnership Units. The Company wrote-off approximately $2.9 million in deferred issuance costs related to the redemption of the Series J and K units and the repurchase of the Series I units.

On January 29, 2007, the 7.75% Series D Cumulative Redeemable Preferred Limited Partnership Units of AMB Property II, L.P., were transferred from one institutional investor to another institutional investor. In connection with that transfer, AMB Property II, L.P., agreed to amend the terms of the Series D Cumulative Redeemable Preferred Limited Partnership Units to, among other things, change the rate applicable to the Series D Cumulative Redeemable Preferred Limited Partnership Units from 7.75% to 7.18% and change the date prior to which the Series D Cumulative Redeemable Preferred Limited Partnership Units may not be redeemed from May 5, 2004 to February 22, 2012.

Effective January 27, 2006, Robert Pattillo Properties, Inc. exercised its rights under its Put Agreement, dated September 24, 2004, with the Operating Partnership, and sold all 729,582 of its 5.00% Series N Cumulative Redeemable Preferred Limited Partnership Units in one of the Company's subsidiaries, AMB Property II, L.P., to the Operating Partnership for an aggregate price of $36.6 million, including accrued and unpaid distributions. Also on January 27, 2006, AMB Property II, L.P., repurchased all of the 5.00% Series N Cumulative Redeemable Preferred Limited Partnership Units from the Operating Partnership for an aggregate price of $36.6 million and cancelled all of the outstanding series N preferred units as of such date.

On March 21, 2006, AMB Property II, L.P., repurchased all 840,000 of its outstanding 8.125% Series H Cumulative Redeemable Preferred Limited Partnership Units from a single institutional investor for an aggregate price of $42.8 million, including accrued and unpaid distributions. In addition, the Company recognized a reduction of income available to common stockholders of $1.1 million for the related original issuance costs.

On June 30, 2006, AMB Property II, L.P., repurchased all 220,440 of its outstanding 7.75% Series E Cumulative Redeemable Preferred Limited Partnership Units from a single institutional investor for an aggregate price of $10.9 million, including accrued and unpaid distributions. In addition, the Company recognized an increase in income available to common stockholders of $0.1 million for the discount on repurchase, net of original issuance costs.

On September 21, 2006, AMB Property II, L.P., repurchased all 201,139 of its outstanding 7.95% Series F Cumulative Redeemable Preferred Limited Partnership Units from a single institutional investor for an aggregate price of $10.0 million, including accrued and unpaid distributions.

7. Investments in Unconsolidated Joint Ventures

The Company's unconsolidated joint ventures' net equity investments at June 30, 2007 and December 31, 2006 (dollars in thousands) were:

Unconsolidated Joint Ventures	Square Feet	June 30, 2007	December 31, 2006	Company's Ownership Percentage
Co-Investment Joint Ventures				
AMB Institutional Alliance Fund III, L.P.(1)	17,999,126	$ 139,448	$ 136,971	20%
AMB Europe Fund I, FCP-FIS(2)	6,005,508	48,686	n/a	20%
AMB Japan Fund I, L.P.(3)	4,877,468	44,905	31,811	20%
AMB DFS Fund I, LLC(4)	1,218,483	17,833	11,700	15%
AMB-SGP Mexico, LLC(5)	4,688,440	12,839	7,601	20%
Other Industrial Operating Joint Ventures	7,669,507	49,361	47,955	53%
G. Accion, S.A. de C.V., (G.Accion)	n/a	36,462	38,343	39%
Total Unconsolidated Joint Ventures	42,458,532	$ 349,534	$ 274,381	

(1) AMB Institutional Alliance Fund III, L.P. is an open-ended co-investment partnership formed in 2004 with institutional investors, which invests through a private real estate investment trust. Prior to October 1, 2006, the Company accounted for AMB Institutional Alliance Fund III, L.P. as a consolidated joint venture.

(2) AMB Europe Fund I, FCP-FIS, is an open-ended co-investment venture formed in 2007 with institutional investors. This fund is Euro-denominated. U.S. dollar amounts are converted at the exchange rate in effect on June 30, 2007.

(3) AMB Japan Fund I, L.P. is a co-investment partnership formed in 2005 with institutional investors. This fund is Yen-denominated. U.S. dollar amounts are converted at the exchange rate in effect on June 30, 2007.

(4) AMB DFS Fund I, LLC is a co-investment partnership formed in 2006 with a subsidiary of GE Real Estate to build and sell properties.

(5) AMB-SGP Mexico, LLC, is a co-investment partnership formed in 2004 with Industrial (Mexico) JV Pte. Ltd., a subsidiary of GIC Real Estate Pte. Ltd, the real estate investment subsidiary of the Government of Singapore Investment Corporation.

The table below presents summarized income statement information for the Company's unconsolidated co-investment joint ventures for the three and six months ended June 30, 2007 and 2006 (dollars in thousands):

	For the Three Months Ended June 30, 2007			For the Three Months Ended June 30, 2006		
Co-Investment Unconsolidated Joint Ventures:	Revenues	Income (loss) from Continuing Operations	Net Income (loss)	Revenues	Income (loss) from Continuing Operations	Net Income (loss)
AMB Institutional Alliance Fund III, L.P.(1)	$ 33,324	$ 3,917	$ 3,924	$ 18,299	$ 2,815	$ 2,991
AMB Japan Fund I, L.P.(2)	11,448	1,510	1,510	2,673	253	253
AMB Europe Fund I, FCP-FIS(3)	2,860	432	432	—	—	—
AMB-SGP Mexico, LLC(4)	5,347	(2,688)	(2,688)	3,073	(1,992)	(1,992)
AMB DFS Fund I, LLC(5)	—	(16)	(16)	—	—	—
Total	$ 52,979	$ 3,155	$ 3,162	$ 24,045	$ 1,076	$ 1,252

AMB PROPERTY CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

	For the Six Months Ended June 30, 2007			For the Six Months Ended June 30, 2006		
Co-Investment Unconsolidated Joint Ventures:	**Revenues**	**Income (loss) from Continuing Operations**	**Net Income (loss)**	**Revenues**	**Income (loss) from Continuing Operations**	**Net Income (loss)**
AMB Institutional Alliance Fund III, L.P.(1)	$ 62,714	$ 6,829	$ 6,851	$ 33,952	$ 4,650	$ 5,086
AMB Japan Fund I, L.P.(2)	22,381	3,696	3,696	5,468	384	384
AMB Europe Fund I, FCP-FIS(3)	2,860	432	432	—	—	—
AMB-SGP Mexico, LLC(4)	9,654	(4,807)	(4,807)	6,120	(3,338)	(3,338)
AMB DFS Fund I, LLC(5)	—	(55)	(55)	—	—	—
Total	$ 97,609	$ 6,095	$ 6,117	$ 45,540	$ 1,696	$ 2,132

(1) AMB Institutional Alliance Fund III, L.P. is an open-ended co-investment partnership formed in 2004 with institutional investors, which invest through a private REIT. Prior to October 1, 2006, the Company accounted for AMB Institutional Alliance Fund III, L.P. as a consolidated joint venture.

(2) AMB Japan Fund I is a co-investment partnership formed in 2005 with institutional investors. The fund is Yen-denominated. U.S. dollar amounts are converted at the average exchange rates in effect during the three and six months ended June 30, 2007 and 2006.

(3) AMB Europe Fund I, FCP-FIS, is an open-ended co-investment venture formed in 2007 with institutional investors. This fund is Euro-denominated. U.S. dollar amounts are converted at the average exchange rates in effect during the three and six months ended June 30, 2007.

(4) AMB-SGP Mexico, LLC, is a co-investment partnership formed in 2004 with Industrial (Mexico) JV Pte. Ltd., a subsidiary of GIC Real Estate Pte. Ltd, the real estate investment subsidiary of the Government of Singapore Investment Corporation.

(5) AMB DFS Fund I, LLC is a co-investment partnership formed in 2006 with a subsidiary of GE Real Estate to build and sell properties.

On December 30, 2004, the Company formed AMB-SGP Mexico, LLC, a joint venture with Industrial (Mexico) JV Pte. Ltd., a subsidiary of GIC Real Estate Pte. Ltd., the real estate investment subsidiary of the Government of Singapore Investment Corporation, in which the Company retained an approximate 20% interest. For the six months ended June 30, 2007, the Company recognized a gain of approximately $0.1 million from the contribution of one approximately 0.1 million square foot operating property for $4.6 million. This gain is presented in gains from sale or contribution of real estate interests, net, on consolidated statements of operations. In addition, the Company recognized development profits from the contribution of one completed development project aggregating approximately 0.2 million square feet with a contribution value of $14.2 million. For the three and six months ended June 30, 2006, the Company recognized development profits of $3.4 million from the contribution of one completed development project for $38.4 million aggregating approximately 0.6 million square feet.

On June 30, 2005, the Company formed AMB Japan Fund I, L.P., a joint venture with 13 institutional investors, in which the Company retained an approximate 20% interest. The 13 institutional investors have committed 49.5 billion Yen (approximately $401.9 million in U.S. dollars, using the exchange rate at June 30, 2007) for an approximate 80% equity interest. For the three and six months ended June 30, 2006, the Company recognized development profits of $43.2 million from the contribution to this fund of one completed development project for $243.0 million (using the exchange rate on the date of contribution) aggregating approximately 0.8 million square feet.

On October 17, 2006, the Company formed AMB DFS Fund I, LLC, a merchant development joint venture with GE Real Estate (“GE”), in which the Company retained an approximate 15% interest. The joint venture is expected to have total investment capacity of approximately $500.0 million to pursue development-for-sale opportunities primarily in U.S. markets other than those the Company identifies as its target markets. GE and the Company have committed $425.0 million and $75.0 million of equity, respectively. For the three and six months ended June 30, 2007, the Company recognized development profits from the contribution to this fund of approximately 82 acres of land with a contribution value of approximately $30.3 million.

Effective October 1, 2006, the Company deconsolidated AMB Institutional Alliance Fund III, L.P., an open-ended co-investment partnership formed in 2004 with institutional investors, on a prospective basis, due to the re-evaluation of the Company's accounting for its investment in the fund in light of changes to the partnership agreement regarding the general partner's rights effective October 1, 2006. For the three months ended June 30, 2007, the Company contributed one approximately 0.2 million square foot operating property and three completed development projects totaling approximately 0.7 million square feet to this fund for approximately $74.8 million. For the six months ended June 30, 2007, the Company contributed one approximately 0.2 million square foot operating property and four completed development projects, aggregating approximately 1.0 million square feet for approximately $116.6 million.

On June 12, 2007, the Company formed AMB Europe Fund I, FCP-FIS, a Euro-denominated open-ended co-investment joint venture with institutional investors, in which the Company retained an approximate 20% interest. The institutional investors have committed approximately 263.0 million Euros (approximately $356.2 million in U.S. dollars, using the exchange rate at June 30, 2007) for an approximate 80% equity interest. During the three and six months ended June 30, 2007, the Company contributed approximately 4.2 million square feet of operating properties and approximately 0.5 million square feet of completed development projects to this fund for approximately 439.0 million Euros (approximately $584.0 million in U.S. dollars, using the exchange rate at the date of contribution).

During the three months ended June 30, 2007, the Company recognized gains from the contribution of real estate interests, net, of approximately $74.7 million, representing the portion of the Company's interest in the contributed properties acquired by the third party investors for cash, as a result of the contribution of approximately 4.2 million square feet of operating properties to AMB Europe Fund I, FCP-FIS, and one operating property to AMB Institutional Alliance Fund III, L.P. During the six months ended June 30, 2007, the Company recognized gains from the contribution of real estate interests, net, of approximately $74.8 million, representing the portion of the Company's interest in the contributed properties acquired by the third party investors for cash, as a result of the contribution of approximately 4.2 million square feet of operating properties to AMB Europe Fund I, FCP-FIS, and two operating properties to AMB-SGP Mexico, LLC, and AMB Institutional Alliance Fund III, L.P.

As a result of the contribution of six completed development projects to AMB Europe Fund I, FCP-FIS, and AMB Institutional Alliance Fund III, L.P., the Company recognized development profits of approximately $26.0 million during the three months ended June 30, 2007, representing the portion of the Company's interest in the contributed properties acquired by the third party investors for cash. During the six months ended June 30, 2007, the Company recognized development profits of approximately $34.9 million, representing the portion of the Company's interest in the contributed properties acquired by the third party investors for cash, as a result of the contribution of eight completed development projects and approximately 82 acres of land to AMB Europe Fund I, FCP-FIS, AMB-SGP Mexico, LLC, AMB Institutional Alliance Fund III, L.P., and AMB DFS Fund I, LLC.

Under the agreements governing the joint ventures, the Company and the other parties to the joint ventures may be required to make additional capital contributions and, subject to certain limitations, the joint ventures may incur additional debt.

During the three months ended June 30, 2007, the Company exercised its option to purchase the remaining equity interest, based on the fair market value as stipulated in the joint venture agreement, in AMB Pier One, LLC, for a nominal amount. AMB Pier One, LLC, is a joint venture related to the 2000 redevelopment of the pier which houses the Company's global headquarters in San Francisco, California. As a result, the investment was consolidated as of June 30, 2007.

As of June 30, 2007, the Company also had an approximate 39.0% unconsolidated equity interest in G.Accion, a Mexican real estate company. G.Accion provides management and development services for industrial, retail, residential and office properties in Mexico. In addition, as of June 30, 2007, a subsidiary of the Company also had an approximate 5% interest in IAT Air Cargo Facilities Income Fund (IAT), a Canadian income trust specializing in aviation-related real estate at Canada's leading international airports. This equity investment of approximately $2.9 million and $2.7 million, respectively, is included in other assets on the consolidated balance sheets as of June 30, 2007 and December 31, 2006.

8. Stockholders' Equity

Holders of common limited partnership units of the Operating Partnership and class B common limited partnership units of AMB Property II, L.P. have the right, commencing generally on or after the first anniversary of the holder becoming a limited partner of the Operating Partnership or AMB Property II, L.P., as applicable (or such other date agreed to by the Operating Partnership or AMB Property II, L.P. and the applicable unit holders), to require the Operating Partnership or AMB Property II, L.P., as applicable, to redeem part or all of their common units or class B common limited partnership units, as applicable, for cash (based upon the fair market value, as defined in the applicable partnership agreement, of an equivalent number of shares of common stock of the Company at the time of redemption) or the Operating Partnership or AMB Property II, L.P. may, in its respective sole and absolute discretion (subject to the limits on ownership and transfer of common stock set forth in the Company's charter), elect to have the Company exchange those common units or class B common limited partnership units, as applicable, for shares of the Company's common stock on a one-for-one basis, subject to adjustment in the event of stock splits, stock dividends, issuance of certain rights, certain extraordinary distributions and similar events. With each redemption or exchange of the Operating Partnership's common units, the Company's percentage ownership in the Operating Partnership will increase. Common limited partners and class B common limited partners may exercise this redemption right from time to time, in whole or in part, subject to certain limitations. During the six months ended June 30, 2007, the Operating Partnership redeemed 306,882 of its common limited partnership units for an equivalent number of shares of the Company's common stock.

During the six months ended June 30, 2007, the Company issued approximately 8.4 million shares of its common stock for net proceeds of approximately $472.1 million, which proceeds were contributed to the Operating Partnership in exchange for the issuance of approximately 8.4 million general partnership units. As a result of the common stock issuance, there was a significant reallocation of partnership interests due to the difference in the Company's stock price at issuance as compared to the book value per share at the time of issuance. The Company intends to use the proceeds from the offering for general corporate purposes and, over the long term, to expand its global development business.

The Company has authorized 100,000,000 shares of preferred stock for issuance, of which the following series were designated as of June 30, 2007: 1,595,337 shares of series D cumulative redeemable preferred, all of which are outstanding; 2,300,000 shares of series L cumulative redeemable preferred, of which 2,000,000 are outstanding; 2,300,000 shares of series M cumulative redeemable preferred, all of which are outstanding; 3,000,000 shares of series O cumulative redeemable preferred, all of which are outstanding; and 2,000,000 shares of series P cumulative redeemable preferred, all of which are outstanding.

AMB PROPERTY CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

The following table sets forth the dividends or distributions paid or payable per share or unit:

Paying Entity	Security	For the Three Months Ended June 30, 2007	For the Three Months Ended June 30, 2006	For the Six Months Ended June 30, 2007	For the Six Months Ended June 30, 2006
AMB Property Corporation	Common stock	$ 0.500	$ 0.460	$ 1.000	$ 0.920
AMB Property Corporation	Series L preferred stock	$ 0.406	$ 0.406	$ 0.813	$ 0.813
AMB Property Corporation	Series M preferred stock	$ 0.422	$ 0.422	$ 0.844	$ 0.844
AMB Property Corporation	Series O preferred stock	$ 0.438	$ 0.438	$ 0.875	$ 0.875
AMB Property Corporation	Series P preferred stock	$ 0.428	n/a	$ 0.856	n/a
Operating Partnership	Common limited partnership units	$ 0.500	$ 0.460	$ 1.000	$ 0.920
Operating Partnership	Series J preferred units(1)	$ 0.011	$ 0.994	$ 1.005	$ 1.988
Operating Partnership	Series K preferred units(1)	$ 0.011	$ 0.994	$ 1.005	$ 1.988
AMB Property II, L.P.	Class B common limited partnership units	$ 0.500	$ 0.460	$ 1.000	$ 0.920
AMB Property II, L.P.	Series D preferred units	$ 0.838	$ 0.969	$ 1.840	$ 1.938
AMB Property II, L.P.	Series E preferred units(2)	n/a	$ 0.807	n/a	$ 1.776
AMB Property II, L.P.	Series F preferred units(3)	n/a	$ 0.994	n/a	$ 1.988
AMB Property II, L.P.	Series H preferred units(4)	n/a	n/a	n/a	$ 0.970
AMB Property II, L.P.	Series I preferred units(5)	$ 0.244	$ 1.000	$ 1.244	$ 2.000
AMB Property II, L.P.	Series N preferred units(6)	n/a	n/a	n/a	$ 0.215

(1) In April 2007, the Operating Partnership redeemed all of its Series J and Series K preferred units.

(2) In June 2006, AMB Property II, L.P. repurchased all of its outstanding Series E preferred units.

(3) In September 2006, AMB Property II, L.P. repurchased all of its outstanding Series F preferred units.

(4) In March 2006, AMB Property II, L.P. repurchased all of its outstanding Series H preferred units.

(5) In April 2007, AMB Property II, L.P., repurchased all of its Series I preferred units.

(6) The holder of the Series N preferred units exercised its put option in January 2006 and sold all of its Series N preferred units to the Operating Partnership and AMB Property II, L.P. repurchased all of such units from the Operating Partnership.

In December 2005, the Company's board of directors approved a new two-year common stock repurchase program for the discretionary repurchase of up to $200.0 million of its common stock. The Company did not repurchase or retire any of its shares of common stock during the six months ended June 30, 2007.

On May 10, 2007 at the Company's Annual Meeting of Stockholders, the Company's stockholders approved the adoption of the Amended and Restated 2002 Stock Option and Incentive Plan, which reserved for issuance under the plan an additional 7.5 million shares of the Company's common stock. With the inclusion of these shares, the Company's stock incentive plans have approximately 10.2 million shares of common stock still available for issuance as either stock options or restricted stock grants, of which 9.5 million are eligible to be used for new grants. The fair value of each option grant was generally estimated at the date of grant using the Black-Scholes option-pricing model. The Company uses historical data to estimate option exercise and forfeitures within the valuation model. Expected volatilities are based on historical volatility of the Company's stock. The risk-free rate for periods within the expected life of the option is based on the U.S. Treasury yield curve in effect at the time of the grant. The fair values of grants issued during the quarters ended June 30, 2007 and 2006, were $10.15 and $8.54, respectively. The weighted average grant date fair value of restricted stock awards calculated as of the grant dates of the awards and issued during the quarters ended June 30, 2007 and 2006, were $58.77 and $50.50, respectively. The following assumptions are used for grants during the six months ended June 30, 2007 and 2006, respectively: dividend yields of 3.4% and 3.5%; expected volatility of 18.7% and 17.9%; risk-free interest rates of 4.5% and 4.6%; and expected lives of six years.

As of June 30, 2007, approximately 6,054,697 options and 653,427 non-vested stock awards were outstanding under the plans. There were 534,338 stock options granted, 1,305,433 options exercised, and 38,574 options forfeited during the six months ended June 30, 2007. There were 270,653 restricted stock awards made during the six months ended June 30, 2007. 208,211 non-vested stock awards vested and 20,564 non-vested stock awards were forfeited during the six months ended June 30, 2007. The related stock option expense was $1.3 million and $1.0 million and the related restricted stock compensation expense was $3.0 million and $5.1 million for the three months ended June 30, 2007 and 2006, respectively. The related stock option expense was $3.2 million and $3.1 million and the related restricted stock compensation expense was $6.2 million and $7.8 million for the six months ended June 30, 2007 and 2006, respectively. The expense is included in general and administrative expenses in the accompanying consolidated statements of operations.

9. Income Per Share

The Company's only dilutive securities outstanding for the three and six months ended June 30, 2007 and 2006 were stock options and shares of restricted stock granted under its stock incentive plans. The effect on income per share was to increase weighted average shares outstanding. Such dilution was computed using the treasury stock method. The computation of basic and diluted earnings per share ("EPS") is presented below (dollars in thousands, except share and per share amounts):

	For the Three Months Ended June 30, 2007	For the Three Months Ended June 30, 2006	For the Six Months Ended June 30, 2007	For the Six Months Ended June 30, 2006
Numerator				
Income from continuing operations before cumulative effect of change in accounting principle	$ 117,401	$ 54,154	$ 142,294	$ 72,179
Preferred stock dividends	(3,952)	(3,095)	(7,904)	(6,191)
Preferred unit redemption discount/issuance costs	(2,927)	77	(2,927)	(1,020)
Income from continuing operations before cumulative effect of change in accounting principle (after preferred stock dividends)	110,522	51,136	131,463	64,968
Total discontinued operations	868	21,199	1,657	30,558
Cumulative effect of change in accounting principle	—	—	—	193
Net income available to common stockholders	$ 111,390	$ 72,335	$ 133,120	$ 95,719
Denominator				
Basic	98,937,407	87,317,494	95,631,984	86,915,959
Stock options and restricted stock dilution(1)	2,423,606	2,818,165	2,673,315	3,231,534
Diluted weighted average common shares	101,361,013	90,135,659	98,305,299	90,147,493
Basic income per common share				
Income from continuing operations (after preferred stock dividends) before cumulative effect of change in accounting principle	$ 1.12	$ 0.59	$ 1.37	$ 0.75
Discontinued operations	0.01	0.24	0.02	0.35
Cumulative effect of change in accounting principle	—	—	—	—
Net income available to common stockholders	$ 1.13	$ 0.83	$ 1.39	$ 1.10
Diluted income per common share				
Income from continuing operations (after preferred stock dividends) before cumulative effect of change in accounting principle	$ 1.09	$ 0.56	$ 1.33	$ 0.72
Discontinued operations	0.01	0.24	0.02	0.34
Cumulative effect of change in accounting principle	—	—	—	—
Net income available to common stockholders	$ 1.10	$ 0.80	$ 1.35	$ 1.06

(1) Excludes anti-dilutive stock options of 623,347 and 437,228, for the three and six months ended June 30, 2007, respectively. Excludes anti-dilutive stock options of 704,323 and 548,195, for the three and six months ended June 30, 2006, respectively. These weighted average shares relate to anti-dilutive stock options, which is calculated using the treasury stock method, and could be dilutive in the future.

10. Segment Information

The Company has two lines of business, real estate operations and private capital. Real estate operations is comprised of various segments while private capital consists of a single segment, on which the Company evaluates its performance:

- *Real Estate Operations.* The Company operates industrial properties and manages its business by geographic markets. Such industrial properties typically comprise multiple distribution warehouse facilities suitable for single or multiple customers who are engaged in various types of businesses. The geographic markets where the Company owns industrial properties are managed separately because it believes each market has its own economic characteristics and requires its own operating, pricing and leasing strategies. Each market is considered to be an individual operating segment. The accounting policies of the segments are the same as those described in the summary of significant accounting policies. The Company evaluates performance based upon property net operating income of the combined properties in each segment, which are listed below. In addition, the Company's development business is included under real estate operations. It primarily consists of the Company's development of real estate properties that are subsequently contributed to a joint venture fund in which the Company has an ownership interest in and acts as manager for, or that are sold to third parties. The Company evaluates performance of the development business by reported operating segment based upon gains generated from the disposition and/or contribution of real estate. The assets of the development business generally include properties under development and land held for development. During the period between the completion of development of a property and the date the property is contributed to an unconsolidated joint venture or sold to a third party, the property and its associated rental income and property operating costs are included in the real estate operations segment because the primary activity associated with the property during that period is leasing. Upon contribution or sale, the resulting gain or loss is included as gains from dispositions of real estate interests or development profits, as appropriate.
- *Private Capital.* The Company, through its private capital group, AMB Capital Partners, LLC, provides real estate investment, portfolio management and reporting services to co-investment joint ventures and clients. The private capital income earned consists of acquisition and development fees, asset management fees and priority distributions, and promoted interests and incentive distributions from the Company's co-investment joint ventures and AMB Capital Partners' clients. With respect to the Company's U.S. and Mexico funds and joint ventures, the Company typically earns a 90 basis points acquisition fee on the acquisition cost of third party acquisitions, asset management priority distributions of 7.5% of net operating income on stabilized properties, 70 basis points of total projected costs as asset management fees on renovation or development properties, and incentive distributions of 15% of the return over a 9% internal rate of return and 20% of the return over a 12% internal rate of return to investors on a periodic basis or at the end of a fund's life. In Japan, the Company earns a 90 basis points acquisition fee on the acquisition cost of third party acquisitions, asset management priority distributions of 1.5% of 80% of the committed equity during the investment period and then 1.5% of unreturned equity, and incentive distributions of 20% of the return over a 10% internal rate of return and 25% of the return over a 13% internal rate of return to investors at the end of a fund's life. In Europe, the Company earns a 90 basis points acquisition fee on the acquisition cost of third party acquisitions, asset management fees of 75 basis points on the gross asset value of the fund, and incentive distributions of 20% of the return over a 9% internal rate of return and 25% of the return over a 12% internal rate of return to investors on a periodic basis. The accounting policies of the segment are the same as those described in the summary of significant accounting policies under Note 2, Interim Financial Statements. The Company evaluates performance based upon private capital income.

The segment information in the following tables for the three and six months ended June 30, 2006 and as of December 31, 2006, have been reclassified to conform to current presentation.

AMB PROPERTY CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

Summary information for the reportable segments is as follows (dollars in thousands):

Segments(1)	Revenues For the Three Months Ended June 30, 2007	Revenues 2006	Property NOI(2) For the Three Months Ended June 30, 2007	Property NOI(2) 2006	Development Gains For the Three Months Ended June 30, 2007	Development Gains 2006
U.S. Markets						
Southern California	$ 27,428	$ 27,840	$ 21,809	$ 21,962	$ 336	$ —
No. New Jersey/New York	17,561	20,400	11,932	14,903	—	—
San Francisco Bay Area	21,077	20,980	16,617	16,439	—	—
Chicago	12,966	13,643	9,014	9,748	—	—
On-Tarmac	13,419	13,849	7,706	7,934	—	—
South Florida	11,055	10,319	7,246	6,809	4,159	176
Seattle	9,106	9,768	7,131	7,683	5,161	(986)
Non — U.S. Markets						
Europe	10,208	7,961	8,302	6,291	15,807	—
Asia	1,928	5,726	869	2,910	—	43,225
Total markets	124,748	130,486	90,626	94,679	25,463	42,415
Other Markets	35,753	38,724	26,498	29,608	3,533	3,283
Straight-line rents and amortization of lease intangibles	2,235	6,154	2,235	6,154	—	—
Discontinued operations	178	(4,390)	251	(3,056)	—	—
Private capital						
Private capital income	8,518	4,943	—	—	—	—
Total	$ 171,432	$ 175,917	$ 119,610	$ 127,385	$ 28,996	$ 45,698

AMB PROPERTY CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

Segments(1)	Revenues For the Six Months Ended June 30, 2007	Revenues 2006	Property NOI(2) For the Six Months Ended June 30, 2007	Property NOI(2) 2006	Development Gains For the Six Months Ended June 30, 2007	Development Gains 2006
U.S. Markets						
Southern California	$ 53,847	$ 55,255	$ 42,598	$ 43,780	$ 9,340	$ —
No. New Jersey/New York	35,551	40,053	24,074	28,250	—	—
San Francisco Bay Area	42,688	42,535	33,723	33,392	—	—
Chicago	26,480	27,272	18,221	19,072	2,668	—
On-Tarmac	26,879	27,904	14,982	15,802	—	—
South Florida	21,772	19,570	14,483	13,104	4,637	850
Seattle	18,430	19,122	14,325	14,929	5,161	(986)
Non — U.S. Markets						
Europe	21,950	14,493	17,662	11,523	15,807	—
Asia	3,346	15,599	1,519	10,848	—	43,225
Total markets	250,943	261,803	181,587	190,700	37,613	43,089
Other Markets	68,862	78,767	50,525	58,721	3,575	3,283
Straight-line rents and amortization of lease intangibles	4,950	11,300	4,950	11,300	—	—
Discontinued operations	241	(9,594)	383	(6,177)	—	—
Private capital						
Private capital income	14,443	10,049	—	—	—	—
Total	$ 339,439	$ 352,325	$ 237,445	$ 254,544	$ 41,188	$ 46,372

(1) The markets included are a subset of the Company's regions defined as East, Southwest and West Central in North America, Europe and Asia.

(2) Property net operating income ("NOI") is defined as rental revenue, including reimbursements, less property operating expenses, which excludes depreciation, amortization, general and administrative expenses and interest expense. For a reconciliation of NOI to net income, see the table below.

The Company considers NOI to be an appropriate and useful supplemental performance measure because NOI reflects the operating performance of the Company's real estate portfolio on a segment basis, and the Company uses NOI to make decisions about resource allocations and to assess regional property level performance. However, NOI should not be viewed as an alternative measure of the Company's financial performance since it does not reflect general and administrative expenses, interest expense, depreciation and amortization costs, capital expenditures and leasing costs, or trends in development and construction activities that could materially impact the Company's results from operations. Further, the Company's NOI may not be comparable to that of other real estate companies, as they may use different methodologies for calculating NOI.

AMB PROPERTY CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

The following table is a reconciliation from NOI to reported net income, a financial measure under GAAP (dollars in thousands):

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2007	2006	2007	2006
Property NOI	$ 119,610	$ 127,385	$ 237,445	$ 254,544
Development profits, net of taxes	28,996	45,698	41,188	46,372
Private capital income	8,518	4,943	14,443	10,049
Depreciation and amortization	(41,483)	(44,500)	(82,504)	(87,254)
Impairment losses	—	(5,394)	(257)	(5,394)
General and administrative	(30,260)	(25,142)	(60,114)	(48,190)
Other expenses	(1,139)	296	(2,051)	(241)
Fund costs	(277)	(479)	(518)	(1,093)
Equity in earnings of unconsolidated joint ventures	1,748	8,278	3,861	10,366
Other income	6,472	2,258	11,979	5,765
Gains from sale or contribution of real estate interests	74,707	—	74,843	—
Interest, including amortization	(33,369)	(44,310)	(67,951)	(83,704)
Total minority interests' share of income	(16,122)	(14,879)	(28,070)	(29,041)
Total discontinued operations	868	21,199	1,657	30,558
Cumulative effect of change in accounting principle	—	—	—	193
Net income	$ 118,269	$ 75,353	$ 143,951	$ 102,930

AMB PROPERTY CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

The Company's total assets by reportable segments were (dollars in thousands):

	Total Assets as of	
	June 30, 2007	December 31, 2006
U.S. Markets		
Southern California	$ 911,325	$ 895,610
No. New Jersey/New York	623,024	607,727
San Francisco Bay Area	739,570	703,660
Chicago	440,369	446,662
On-Tarmac	204,784	210,798
South Florida	347,772	371,603
Seattle	377,861	380,459
Non-U.S. Marktes		
Europe	313,261	723,326
Asia	556,561	434,706
Total markets	4,514,527	4,774,551
Other Markets	1,619,374	1,430,308
Investments in unconsolidated joint ventures	349,534	274,381
Non-segment assets	275,829	234,272
Total assets	$ 6,759,264	$ 6,713,512

11. Commitments and Contingencies

Commitments

Lease Commitments. The Company has entered into operating ground leases on certain land parcels, primarily on-tarmac facilities and office space with remaining lease terms of one to 55 years. Buildings and improvements subject to ground leases are depreciated ratably over the lesser of the terms of the related leases or 40 years.

Standby Letters of Credit. As of June 30, 2007, the Company had provided approximately $23.6 million in letters of credit, of which $17.3 million were provided under the Operating Partnership's $550.0 million unsecured credit facility. The letters of credit were required to be issued under certain ground lease provisions, bank guarantees and other commitments.

Guarantees and Contribution Obligations. Other than parent guarantees associated with unsecured debt or contribution obligations as discussed in Part I, Item 1: Notes 5 and 7 of the "Notes to Consolidated Financial Statements," as of June 30, 2007, the Company had outstanding guarantees and contribution obligations in the aggregate amount of $340.8 million as described below.

As of June 30, 2007, the Company had outstanding guarantees in the amount of $70.3 million in connection with certain acquisitions. As of June 30, 2007, the Company also guaranteed $27.1 million and $83.2 million on outstanding loans on three of its consolidated joint ventures and two of its unconsolidated joint ventures, respectively.

In addition, as of June 30, 2007, the Company has guaranteed $13.2 million on outstanding property debt incurred by its unconsolidated joint ventures. Such guarantees will require payment by the Company of all or part of the applicable joint venture's debt obligations upon certain defaults by the joint venture. The Company's potential obligations under these guarantees may be greater than the Company's share of the applicable joint venture fund's debt obligations or the value of its share of any property securing such debt.

Also, the Company has entered into contribution agreements in connection with certain contributions of properties to its unconsolidated joint venture funds. These contribution agreements require the Company to make additional capital contributions to the applicable joint venture fund upon certain defaults by the joint venture of its debt obligations to the lenders. Such additional capital contributions will cover all or part of the applicable joint venture's debt obligation and may be greater than the Company's share of the joint venture's debt obligation or the value of its share of any property securing such debt. The Company's contribution obligations under these agreements will be reduced by the amounts recovered by the lender and the fair market value of the property, if any, used to secure the debt and obtained by the lender upon default. The Company's potential obligations under these contribution agreements are $147.0 million as of June 30, 2007.

Performance and Surety Bonds. As of June 30, 2007, the Company had outstanding performance and surety bonds in an aggregate amount of $14.1 million. These bonds were issued in connection with certain of its development projects and were posted to guarantee certain tax obligations and the construction of certain real property improvements and infrastructure. The performance and surety bonds are renewable and expire upon the payment of the taxes due or the completion of the improvements and infrastructure.

Promoted Interests and Other Contractual Obligations. Upon the achievement of certain return thresholds and the occurrence of certain events, the Company may be obligated to make payments to certain of its joint venture partners pursuant to the terms and provisions of their contractual agreements with the Operating Partnership. From time to time in the normal course of the Company's business, the Company enters into various contracts with third parties that may obligate it to make payments, pay promotes or perform other obligations upon the occurrence of certain events.

Contingencies

Litigation. In the normal course of business, from time to time, the Company may be involved in legal actions relating to the ownership and operations of its properties. Management does not expect that the liabilities, if any, that may ultimately result from such legal actions will have a material adverse effect on the consolidated financial position, results of operations or cash flows of the Company.

Environmental Matters. The Company monitors its properties for the presence of hazardous or toxic substances. The Company is not aware of any environmental liability with respect to the properties that would have a material adverse effect on the Company's business, assets or results of operations. However, there can be no assurance that such a material environmental liability does not exist. The existence of any such material environmental liability would have an adverse effect on the Company's results of operations and cash flow. The Company carries environmental insurance and believes that the policy terms, conditions, limits and deductibles are adequate and appropriate under the circumstances, given the relative risk of loss, the cost of such coverage and current industry practice.

General Uninsured Losses. The Company carries property and rental loss, liability, flood and terrorism insurance. The Company believes that the policy terms, conditions, limits and deductibles are adequate and appropriate under the circumstances, given the relative risk of loss, the cost of such coverage and current industry practice. In addition, a significant number of the Company's properties are located in areas that are subject to earthquake activity. As a result, the Company has obtained limited earthquake insurance on those properties. There are, however, certain types of extraordinary losses, such as those due to acts of war, that may be either uninsurable or not economically insurable. Although the Company has obtained coverage for certain acts of terrorism, with policy specifications and insured limits that it believes are commercially reasonable, there can be no assurance that the Company will be able to collect under such policies. Should an uninsured loss occur, the Company could lose its investment in, and anticipated profits and cash flows from, a property.

Captive Insurance Company. The Company has a wholly-owned captive insurance company, Arcata National Insurance Ltd. (Arcata), which provides insurance coverage for all or a portion of losses below the deductible under the Company's third-party policies. The captive insurance company is one element of the Company's overall risk management program. The Company capitalized Arcata in accordance with the applicable regulatory requirements. Arcata establishes annual premiums based on projections derived from the past loss experience at the Company's properties. Annually, the Company engages an independent third party to perform an actuarial estimate of future projected claims, related deductibles and projected expenses necessary to fund associated risk management programs. Premiums paid to Arcata may be adjusted based on this estimate. Like premiums paid to third-party insurance companies, premiums paid to Arcata may be reimbursed by customers pursuant to specific lease terms. Through this structure, the Company believes that it has more comprehensive insurance coverage at an overall lower cost than would otherwise be available in the market.

12. Subsequent Events

On July 16, 2007, certain wholly-owned subsidiaries and the Operating Partnership, each acting as a borrower, and the Company and the Operating Partnership, as guarantors, entered into a fifth amended and restated revolving credit agreement for a $500 million unsecured revolving credit facility that replaced the $250 million unsecured revolving credit facility the Company executed on June 13, 2006. The fifth amended and restated credit facility amends the fourth amended and restated credit facility to, among other things, increase the facility amount to $500 million with an option to further increase the facility to $750 million, to extend the maturity date to June 2011 and to allow for borrowing in Indian Rupees. See Note 5, Debt, for a more detailed discussion of the Company's credit facilities.

On or about August 9, 2007, the Company expects to settle a repurchase of 114,638 shares of its common stock at an average price of $50.27 per share or approximately $5.8 million. This stock repurchase was made pursuant to the Company's stock repurchase program approved by the Company's board of directors in December 2005. This stock repurchase program allows for the discretionary repurchase of up to $200.0 million of the Company's common stock and expires on December 31, 2007. The Company publicly announced this stock repurchase program on December 7, 2005.

PART II

Item 6. ***Exhibits***

Unless otherwise indicated below, the Commission file number to the exhibit is No. 001-13545.

Exhibit Number	Description
3.1	Articles Supplementary Redesignating and Reclassifying 510,000 Shares of 8.00% Series I Cumulative Redeemable Preferred Stock as Preferred Stock (incorporated by reference to Exhibit 3.1 of AMB Property Corporation's Current Report on Form 8-K filed on May 16, 2007).
3.2	Articles Supplementary Redesignating and Reclassifying 800,000 Shares of 7.95% Series J Cumulative Redeemable Preferred Stock as Preferred Stock (incorporated by reference to Exhibit 3.2 of AMB Property Corporation's Current Report on Form 8-K filed on May 16, 2007).
3.3	Articles Supplementary Redesignating and Reclassifying 800,000 Shares of 7.95% Series K Cumulative Redeemable Preferred Stock as Preferred Stock (incorporated by reference to Exhibit 3.3 of AMB Property Corporation's Current Report on Form 8-K filed on May 16, 2007).
10.1	Amended and Restated 2002 Stock Option and Incentive Plan of AMB Property Corporation and AMB Property, L.P. (incorporated by reference to Exhibit 10.1 of AMB Property Corporation's Current Report on Form 8-K filed on May 15, 2007).
31.1	Rule 13a-14(a)/15d-14(a) Certifications dated August 9, 2007 (filed with AMB Property Corporation's Quarterly Report on Form 10-Q on August 9, 2007).
31.2	Rule 13a-14(a)/15d-14(a) Certifications dated October 25, 2007.
32.1	18 U.S.C. § 1350 Certifications dated August 9, 2007. The certifications in this exhibit are being furnished solely to accompany this report pursuant to 18 U.S.C. § 1350, and are not being filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and are not to be incorporated by reference into any of our filings, whether made before or after the date hereof, regardless of any general incorporation language in such filing (filed with AMB Property Corporation's Quarterly Report on Form 10-Q on August 9, 2007).
32.2	18 U.S.C. § 1350 Certifications dated October 25, 2007. The certifications in this exhibit are being furnished solely to accompany this report pursuant to 18 U.S.C. § 1350, and are not being filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and are not to be incorporated by reference into any of our filings, whether made before or after the date hereof, regardless of any general incorporation language in such filing.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this Amendment No. 1 to the report to be signed on its behalf by the undersigned thereunto duly authorized.

AMB PROPERTY CORPORATION

Registrant

By: /s/ Hamid R. Moghadam

Hamid R. Moghadam
Chairman of the Board and
Chief Executive Officer
(Duly Authorized Officer and
Principal Executive Officer)

By: /s/ Thomas S. Olinger

Thomas S. Olinger
Chief Financial Officer
(Duly Authorized Officer and
Principal Financial Officer)

By: /s/ Nina A. Tran

Nina A. Tran
Senior Vice President and
Chief Accounting Officer
(Duly Authorized Officer and
Principal Accounting Officer)

Date: October 25, 2007

EXHIBIT 31.2

CERTIFICATIONS

I, Hamid R. Moghadam, certify that:

(1) I have reviewed this Amendment No. 1 to the quarterly report on Form 10-Q/A of AMB Property Corporation;

(2) Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

(3) Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

(4) The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

(5) The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

By: /s/ Hamid R. Moghadam

Hamid R. Moghadam
Chairman of the Board and
Chief Executive Officer

Date: October 25, 2007

I, Thomas S. Olinger, certify that:

(1) I have reviewed this Amendment No. 1 to the quarterly report on Form 10-Q/A of AMB Property Corporation;

(2) Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

(3) Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

(4) The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

(5) The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

By: /s/ Thomas S. Olinger

Thomas S. Olinger
Chief Financial Officer

Date: October 25, 2007

EXHIBIT 32.2

Certification of Chief Executive Officer and Chief Financial Officer

Pursuant to 18 U.S.C. § 1350, as created by Section 906 of the Sarbanes-Oxley Act of 2002, each of the undersigned officers of AMB Property Corporation (the "Company"), hereby certifies, to such officer's knowledge, that:

(i) the accompanying Amendment No. 1 to the Quarterly Report on Form 10-Q/A of the Company for the quarterly period ended June 30, 2007 (the "Report") fully complies with the requirements of Section 13(a) or Section 15(d), as applicable, of the Securities Exchange Act of 1934, as amended; and

(ii) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

By: /s/ Hamid R. Moghadam

Hamid R. Moghadam
Chairman of the Board and
Chief Executive Officer

By: /s/ Thomas S. Olinger

Thomas S. Olinger
Chief Financial Officer

Date: October 25, 2007

The foregoing certification is being furnished solely to accompany the Report pursuant to 18 U.S.C. § 1350, and is not being filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and is not to be incorporated by reference into any filing of the Company, whether made before or after the date hereof, regardless of any general incorporation language in such filing.