

SECURITIES AND EXCHANGE COMMISSION

FORM 8-K

Current report filing

Filing Date: **1999-09-10** | Period of Report: **1999-09-09**
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FILER

DUKE WEEKS REALTY CORP

CIK: **783280** | IRS No.: **351740409** | State of Incorporation: **IN** | Fiscal Year End: **1231**
Type: **8-K** | Act: **34** | File No.: **001-09044** | Film No.: **99709879**
SIC: **6798** Real estate investment trusts

Mailing Address

*8888 KEYSTONE CROSSING
STE 1200
INDIANAPOLIS IN 46240*

Business Address

*8888 KEYSTONE CROSSING
STE 1200
INDIANAPOLIS IN 46240
3178086000*

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

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

DATE OF REPORT (DATE OF EARLIEST EVENT REPORTED): September 9, 1999

DUKE-WEEKS REALTY CORPORATION
(Exact name of registrant as specified in its charter)

Indiana (State or jurisdiction of incorporation or organization)	1-9044 (Commission File Number)	35-1740409 (I.R.S. Employer Identification No.)
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8888 KEYSTONE CROSSING, SUITE 1200 INDIANAPOLIS, INDIANA (Address of principal executive offices)	46240 (Zip Code)
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REGISTRANT'S TELEPHONE NUMBER, INCLUDING AREA CODE: (317) 808-6000

Not applicable
(Former name or former address, if changed since last report)

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS

The following exhibit is being filed pursuant to Regulation S-K Item 601(b) in lieu of filing the otherwise required exhibit to the registration statement on Form S-3 of the Registrant, file no. 333-49911, under the Securities Act of 1933, as amended (the "Registration Statement"), and which, as this Form 8-K filing is incorporated by reference in the Registration Statement, is set forth in full in the Registration Statement.

Exhibit Number	Exhibit
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SIGNATURES

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

DUKE-WEEKS REALTY CORPORATION

Date: September 9, 1999

By: /s/ Matthew A. Cohoat

Matthew A. Cohoat
Vice President and
Corporate Controller

BOSE McKINNEY & EVANS LLP
135 North Pennsylvania Street
Suite 2700
Indianapolis, Indiana 46204

September 9, 1999

Duke-Weeks Realty Corporation
8888 Keystone Crossing, Suite 1200
Indianapolis, Indiana 46240

Gentlemen:

We have acted as counsel to Duke-Weeks Realty Corporation, an Indiana corporation (the "Company"), in connection with the shelf registration by the Company of shares of the Company's common stock ("Common Stock") pursuant to a Registration Statement, file no. 333-49911 (the "Registration Statement"), on Form S-3 under the Securities Act of 1933, as amended. The Company has filed a prospectus supplement (the "Prospectus Supplement") relating to the offering of 7,109,004 shares of Common Stock. In connection therewith, you have requested our opinion regarding certain United States Federal income tax matters discussed in the Prospectus Supplement. All capitalized terms used herein have their respective meanings as set forth in the Prospectus Supplement and accompanying Prospectus unless otherwise stated.

In rendering the opinions stated below, we have examined and relied, with your consent, upon the Prospectus Supplement and the accompanying prospectus and such other documents, records and instruments as we have deemed necessary in order to enable us to render the opinion referred to in this letter.

In our examination of the foregoing documents, we have assumed, with your consent, that (i) all documents reviewed by us are original documents, or true and accurate copies of original documents, and have not been subsequently amended, (ii) the signatures on each original document are genuine, (iii) each party who executed the document had proper authority and capacity, (iv) all representations and statements set forth in such documents are true and correct, and (v) all obligations imposed by any such documents on the parties thereto have been or will be performed or satisfied in accordance with their terms.

Duke-Weeks Realty Corporation

September 9, 1999

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Based upon and subject to the foregoing, we are of the opinion that the impact of the Taxpayer Relief Act of 1997 and the IRS Restructuring Act upon the tax consequences of the ownership of Common Stock will be consistent with the discussion contained in the section entitled "Certain Federal Income Tax Considerations" in the Prospectus Supplement.

The opinions set forth in this letter represent our conclusions as to the application of federal income tax laws existing as of the date of this letter to the transactions described herein. We can give no assurance that legislative enactments, administrative changes or court decisions may not be forthcoming that would modify or supersede our opinions. Moreover, there can be no assurance that positions contrary to our opinions will not be taken by the IRS, or that a court considering the issues would not hold contrary to such opinions. Further, the opinions set forth above represent our conclusions based upon the documents, facts and representations referred to above. Any material amendments to such documents, changes in any significant facts or inaccuracy of such representations could affect the opinions referred to herein. Although we have made such inquiries and performed such investigations as we have deemed necessary to fulfill our professional responsibilities as counsel, we have not undertaken an independent investigation of the facts referred to in this letter.

We express no opinion as to any federal income tax issue or other matter except those set forth or confirmed above. We consent to the filing of this opinion with Form 8-K, to the incorporation by reference of this opinion as an exhibit to the registration statement of the Company and Duke Realty Limited Partnership (file no. 333-49911) and any registration statement filed under Rule 462(b) relating to such registration statement and to the reference to our firm under the heading "Legal Matters" in the Prospectus Supplement.

Very truly yours,

/s/ Bose McKinney & Evans LLP