BioMed Realty Trust Inc
Form S-4
August 20, 2010

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As filed with the Securities and Exchange Commission on August 20, 2010

Registration No.

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

FORM S-4
REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933

BIOMED REALTY TRUST, INC.
BIOMED REALTY, L.P.
(Exact name of registrants as specified in their charters)

BioMed Realty Trust, Inc.			BioMed Realty, L.P.		
Maryland	**6798**	**20-1142292**	**Maryland**	**6798**	**20-1320636**
(State or other jurisdiction of incorporation or organization)	**(Primary Standard Industrial Classification Code Number)**	**(I.R.S. Employer Identification No.)**	**(State or other jurisdiction of incorporation or organization)**	**(Primary Standard Industrial Classification Code Number)**	**(I.R.S. Employer Identification No.)**

17190 Bernardo Center Drive
San Diego, California 92128
(858) 485-9840
(Address, including zip code, and telephone number, including area code, of registrants principal executive offices)
Alan D. Gold
Chairman and Chief Executive Officer
BioMed Realty Trust, Inc.
17190 Bernardo Center Drive
San Diego, California 92128
(858) 485-9840
(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copy to:
Craig M. Garner, Esq.
Divakar Gupta, Esq.
Latham & Watkins LLP
12636 High Bluff Drive, Suite 400
San Diego, California 92130
(858) 523-5400

Approximate date of commencement of proposed sale of the securities to the public: As soon as practicable after the effective date of this registration statement.

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box. o

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. o

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. o

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

BioMed Realty Trust, Inc.:	Large-accelerated filer þ	Accelerated filer o	Non-accelerated filer o (Do not check if a smaller reporting company)	Smaller reporting company o
BioMed Realty, L.P.:	Large-accelerated filer o	Accelerated filer o	Non-accelerated filer þ (Do not check if a smaller reporting company)	Smaller reporting company o

CALCULATION OF REGISTRATION FEE

Title of each class of securities to be registered	Amount to be registered	Proposed maximum offering price per unit (1)	Proposed maximum aggregate offering price	Amount of registration fee
6.125% Senior Notes due 2020	$ 250,000,000	100%	$ 250,000,000	$ 17,825
Guarantees of 6.125% Senior Notes due 2020	(2)	(2)	(2)	(2)

(1) Estimated solely for purposes of calculating the registration fee pursuant to Rule 457(f).

(2) No separate consideration will be received with respect to these guarantees and, therefore, no registration fee is attributed to them.

The Registrants hereby amend this registration statement on such date or dates as may be necessary to delay its effective date until the Registrants shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until this registration statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.

The information in this prospectus is not complete and may be changed. We may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any jurisdiction where the offer or sale is not permitted.

SUBJECT TO COMPLETION, DATED AUGUST 20, 2010

PROSPECTUS

BIOMED REALTY, L.P.
OFFER TO EXCHANGE
$250,000,000 aggregate principal amount of its
6.125% Senior Notes due 2020
which have been registered under the Securities Act of 1933, as amended,
for any and all of its outstanding 6.125% Senior Notes due 2020
Guaranteed by BioMed Realty Trust, Inc.

The exchange offer expires at 5:00 p.m., New York City time, on , 2010, unless extended.

We will exchange all outstanding notes that are validly tendered and not validly withdrawn for an equal principal amount of a new series of notes which are registered under the Securities Act of 1933, as amended.

The exchange offer is not subject to any conditions other than that it not violate applicable law or any applicable interpretation of the staff of the Securities and Exchange Commission.

You may withdraw tenders of outstanding notes at any time before the exchange offer expires.

We believe that the exchange of notes will not be a taxable event for U.S. federal income tax purposes.

We will not receive any proceeds from the exchange offer.

The terms of the new series of notes are substantially identical to the outstanding notes, except for transfer restrictions and registration rights relating to the outstanding notes.

The outstanding notes are, and the new series of notes will be, fully and unconditionally guaranteed by BioMed Realty Trust, Inc., a Maryland corporation, our sole general partner, which has no material assets other than its investment in us.

You may tender outstanding notes only in denominations of $1,000 and integral multiples thereof.

Our affiliates may not participate in the exchange offer.

No public market exists for the outstanding notes. We do not intend to list the exchange notes on any securities exchange and, therefore, no active public market is anticipated for the exchange notes.

Each broker-dealer that receives exchange notes for its own account pursuant to the exchange offer must acknowledge that it will deliver a prospectus in connection with any resale of such exchange notes. This prospectus, as it may be amended or supplemented from time to time, may be used by a broker-dealer in connection with resales of exchange notes received in exchange for outstanding notes where such outstanding notes were acquired by such broker-dealer as a result of market-making activities or other trading activities.

Please refer to Risk Factors beginning on page 11 of this prospectus for a description of the risks you should consider when evaluating an investment in these securities.

We are not making this exchange offer in any state or other jurisdiction where it is not permitted.

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

The date of this prospectus is , 2010.

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You should rely only on the information contained in or incorporated by reference in this prospectus. We have not authorized anyone to provide you with different information. If anyone provides you with different or inconsistent information, you should not rely on it. You should assume that the information contained in this prospectus, as well as information that we have previously filed with the Securities and Exchange Commission and incorporated by reference, is accurate only as of the date of the applicable document. Our business, financial condition, results of operations and prospects may have changed since those dates.

This prospectus incorporates important business and financial information about us that is not included in or delivered with this prospectus, and such information is available without charge to holders of the notes upon written or oral request to Investor Relations, BioMed Realty Trust, Inc., 17190 Bernardo Center Drive,

San Diego, California 92128 (telephone: (858) 485-9840). In order to obtain timely delivery, note holders must request the information no later than five business days prior to the expiration of the exchange offer contemplated by this prospectus, or , 2010.

Each broker-dealer that receives exchange notes for its own account pursuant to the exchange offer must acknowledge that it will deliver a prospectus in connection with any resale of such exchange notes. The letter of transmittal delivered with this prospectus states that by so acknowledging and by delivering a prospectus, a broker-dealer will not be deemed to admit that it is an underwriter within the meaning of the Securities Act of 1933, as amended. This prospectus, as it may be amended or supplemented from time to time, may be used by a broker-dealer in connection with resales of exchange notes received in exchange for outstanding private notes where such outstanding private notes were acquired by such broker-dealer as a result of market-making activities or other trading activities. We have agreed that, starting on the expiration date of the exchange offer and ending on the close of business one year after such expiration date, subject to extension in limited circumstances, we will make this prospectus available to any broker-dealer for use in connection with any such resale. See Plan of Distribution.

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PROSPECTUS SUMMARY

You should read the following summary together with the more detailed information regarding our company and the financial statements and related notes appearing elsewhere in this prospectus or incorporated by reference in this prospectus, including under the caption Risk Factors.

Explanatory Note

This prospectus includes combined disclosure for BioMed Realty Trust, Inc., a Maryland corporation, and BioMed Realty, L.P., a Maryland limited partnership of which BioMed Realty Trust, Inc. is the parent company and general partner. Unless otherwise indicated or unless the context requires otherwise, all references in this prospectus to we, us, our or our company refer to BioMed Realty Trust, Inc. together with its consolidated subsidiaries, including BioMed Realty, L.P. Unless otherwise indicated or unless the context requires otherwise, all references in this prospectus to our operating partnership or the operating partnership refer to BioMed Realty, L.P. together with its consolidated subsidiaries.

BioMed Realty Trust, Inc. operates as a real estate investment trust, or REIT, and the general partner of BioMed Realty, L.P. As of June 30, 2010, BioMed Realty Trust, Inc. owned an approximate 97.4% partnership interest and other limited partners, including some of our directors, executive officers and their affiliates, owned the remaining 2.6% partnership interest (including long term incentive plan units) in BioMed Realty, L.P. As the sole general partner of BioMed Realty, L.P., BioMed Realty Trust, Inc. has the full, exclusive and complete responsibility for the operating partnership s day-to-day management and control.

There are few differences between our company and our operating partnership, which are reflected in the disclosure in this prospectus. We believe it is important to understand the differences between our company and our operating partnership in the context of how BioMed Realty Trust, Inc. and BioMed Realty, L.P. operate as an interrelated consolidated company. BioMed Realty Trust, Inc. is a REIT, whose only material asset is its ownership of partnership interests of BioMed Realty, L.P. As a result, BioMed Realty Trust, Inc. does not conduct business itself, other than acting as the sole general partner of BioMed Realty, L.P., issuing public equity from time to time and guaranteeing certain debt of BioMed Realty, L.P. BioMed Realty Trust, Inc. itself does not hold any indebtedness but guarantees some of the secured and unsecured debt of BioMed Realty, L.P., as disclosed in this prospectus. BioMed Realty, L.P. holds substantially all the assets of the company and holds the ownership interests in the company s joint ventures. BioMed Realty, L.P. conducts the operations of the business and is structured as a partnership with no publicly traded equity. Except for net proceeds from public equity issuances by BioMed Realty Trust, Inc., which are generally contributed to BioMed Realty, L.P. in exchange for partnership units, BioMed Realty, L.P. generates the capital required by the company s business through BioMed Realty, L.P. s operations, by BioMed Realty, L.P. s direct or indirect incurrence of indebtedness or through the issuance of partnership units.

Noncontrolling interests and stockholders equity and partners capital are the main areas of difference between the consolidated financial statements of BioMed Realty Trust, Inc. and those of BioMed Realty, L.P. The common partnership and long term incentive plan units in BioMed Realty, L.P. that are not owned by BioMed Realty Trust, Inc. are accounted for as partners capital in BioMed Realty, L.P. s financial statements and as noncontrolling interests in BioMed Realty Trust, Inc. s financial statements. The noncontrolling interests in BioMed Realty, L.P. s financial statements include the interests of joint venture partners. The noncontrolling interests in BioMed Realty Trust, Inc. s financial statements include the same noncontrolling interests at the BioMed Realty, L.P. level as well as the limited partnership unitholders of BioMed Realty, L.P., not including BioMed Realty Trust, Inc. The differences between stockholders equity and partners capital result from the differences in the equity issued at the BioMed Realty Trust, Inc. and the BioMed Realty, L.P. levels.

Our Company

Overview

We own, acquire, develop, redevelop, lease and manage laboratory and office space for the life science industry. Our tenants primarily include biotechnology and pharmaceutical companies, scientific research institutions, government agencies and other entities involved in the life science industry. Our properties are generally located in markets with well-established reputations as centers for scientific research, including Boston, San Diego, San Francisco, Seattle, Maryland, Pennsylvania and New York/New Jersey. BioMed Realty Trust, Inc. operates as a REIT for federal income tax purposes. BioMed Realty, L.P. is the entity through which BioMed Realty Trust, Inc. conducts its business and owns its assets. At June 30, 2010, our portfolio consisted of 73 properties, representing 120 buildings with an aggregate of approximately 11.0 million rentable square feet.

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Our senior management team has significant experience in the real estate industry, principally focusing on properties designed for life science tenants. We operate as a fully integrated, self-administered and self-managed REIT, providing management, leasing, development and administrative services to our properties. As of June 30, 2010, we had 139 employees.

Our principal offices are located at 17190 Bernardo Center Drive, San Diego, California 92128. Our telephone number at that location is (858) 485-9840. Our website is located at www.biomedrealty.com. The information found on, or otherwise accessible through, our website is not incorporated into, and does not form a part of, this prospectus or any other report or document we file with or furnish to the Securities and Exchange Commission, or the SEC.

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THE EXCHANGE OFFER

The Exchange Offer	We are offering to exchange the 6.125% Senior Notes due 2020 offered by this prospectus (the exchange notes) for the outstanding 6.125% Senior Notes due 2020 (the private notes and together with the exchange notes, the Notes due 2020) that are properly tendered and accepted. You may tender outstanding private notes only in denominations of $1,000 and integral multiples thereof. We will issue the exchange notes on or promptly after the exchange offer expires. As of the date of this prospectus, $250,000,000 principal amount of private notes is outstanding.
Expiration Date	The exchange offer will expire at 5:00 p.m., New York City time, on , 2010 (the 21st business day following commencement of the exchange offer), unless extended, in which case the expiration date will mean the latest date and time to which we extend the exchange offer.
Conditions to the Exchange Offer	The exchange offer is not subject to any condition other than that it not violate applicable law or any applicable interpretation of the staff of the SEC. The exchange offer is not conditioned upon any minimum principal amount of private notes being tendered for exchange. We intend to conduct the exchange offer in accordance with the provisions of the registration rights agreement with respect to the private notes and the applicable requirements of the Securities Act of 1933, as amended, or the Securities Act, the Securities Exchange Act of 1934, as amended, or the Exchange Act, and the rules and regulations of the SEC.
Procedures for Tendering Private Notes	If you wish to tender your private notes for exchange notes pursuant to the exchange offer, you must complete and sign a letter of transmittal in accordance with the instructions contained in the letter and forward it by mail, facsimile or hand delivery, together with any other documents required by the letter of transmittal, to the Exchange Agent (as defined below), either with the private notes to be tendered or in compliance with the specified procedures for guaranteed delivery of notes. Certain brokers, dealers, commercial banks, trust companies and other nominees may also effect tenders by book-entry transfer. Holders of private notes registered in the name of a broker, dealer, commercial bank, trust company or other nominee are urged to contact such person promptly if they wish to tender private notes pursuant to the exchange offer. See The Exchange Offer Procedures for Tendering. Letters of transmittal and certificates representing private notes should not be sent to us. Such documents should only be sent to the Exchange Agent. Questions regarding how to tender private notes and requests for information should be directed to the Exchange Agent. See The Exchange Offer Exchange Agent.
Acceptance of the Private Notes and Delivery of the Exchange Notes	Subject to the satisfaction or waiver of the conditions to the exchange offer, we will accept for exchange any and all private notes which are validly tendered in the exchange offer and not withdrawn before 5:00 p.m., New York City time, on the expiration date.

Withdrawal Rights	You may withdraw the tender of your private notes at any time before 5:00 p.m., New York City time, on the expiration date, by complying with the procedures for withdrawal described in this prospectus under the heading The Exchange Offer Withdrawal of Tenders.
U.S. Federal Income Tax Consequences	We believe that the exchange of notes will not be a taxable event for U.S. federal income tax purposes. For a discussion of material federal tax considerations relating to the exchange of notes, see U.S. Federal Income Tax Consequences.
Exchange Agent	U.S. Bank National Association, the registrar and paying agent for the notes under the indenture governing the notes, is serving as the exchange agent for the notes (the Exchange Agent).

Consequences of Failure to Exchange	If you do not exchange your private notes for the exchange notes, you will continue to be subject to the restrictions on transfer provided in the private notes and in the indenture governing the private notes. In general, the private notes may not be offered or sold, unless registered under the Securities Act, except pursuant to an exemption from, or in a transaction not subject to, the Securities Act and applicable state securities laws. We do not currently plan to register the resale of the private notes under the Securities Act.
Registration Rights Agreement	You are entitled to exchange your private notes for the exchange notes with substantially identical terms. This exchange offer satisfies this right. After the exchange offer is completed, you will no longer be entitled to any exchange or registration rights with respect to your private notes.

We explain the exchange offer in greater detail beginning on page 30.

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THE EXCHANGE NOTES

The summary below describes the principal terms of the exchange notes. Certain of the terms and conditions described below are subject to important limitations and exceptions. The Description of Notes section of this prospectus contains a more detailed description of the terms and conditions of the exchange notes. For purposes of this section entitled The Exchange Notes and the section entitled Description of Notes, references to we, us, and our refer only to BioMed Realty, L.P. and not to its subsidiaries or BioMed Realty Trust, Inc., and references to notes mean the exchange notes.

The form and terms of the exchange notes are the same as the form and terms of the private notes, except that the exchange notes will be registered under the Securities Act and, therefore, the exchange notes will not be subject to the transfer restrictions, registration rights and provisions providing for an increase in the interest rate applicable to the private notes. The exchange notes will evidence the same debt as the private notes, and both the private notes and the exchange notes are governed by the same indenture.

Issuer of Notes	BioMed Realty, L.P.
Securities Offered	$250,000,000 aggregate principal amount of 6.125% Senior Notes due 2020.
Ranking of Notes	The notes will be our senior unsecured obligations and will rank equally with all of our other senior unsecured indebtedness. However, the notes will be effectively subordinated to all of our existing and future secured indebtedness (to the extent of the collateral securing such indebtedness) and to all existing and future liabilities and preferred equity of our subsidiaries under our unsecured line of credit, including guarantees provided by our subsidiaries under our unsecured line of credit.
Guarantee	The notes will be fully and unconditionally guaranteed by BioMed Realty Trust, Inc. The guarantee will be a senior unsecured obligation of BioMed Realty Trust, Inc. and will rank equally in right of payment with other senior unsecured obligations of BioMed Realty Trust, Inc. BioMed Realty Trust, Inc. has no material assets other than its investment in us.
Interest	The notes will bear interest at a rate of 6.125% per year. Interest will be payable semi-annually in arrears on April 15 and October 15 of each year.
Maturity	The notes will mature on April 15, 2020, unless previously redeemed by us at our option prior to such date.
Our Redemption Rights	We may redeem the notes at our option and in our sole discretion, at any time in whole or from time to time in part, at the redemption price specified herein. If the notes are redeemed on or after 90 days prior to the maturity date, the redemption price will be equal to 100% of the principal amount of the notes being redeemed. See Description of Notes Our Redemption Rights in this prospectus.
Certain Covenants	The indenture governing the notes contains certain covenants that, among other things, limit our, our guarantor s and our subsidiaries ability to: consummate a merger, consolidation or sale of all or substantially all of our assets; and

	incur secured and unsecured indebtedness.
	These covenants are subject to a number of important exceptions and qualifications. See Description of Notes in this prospectus.
Trading	The notes are a new issue of securities with no established trading market. We do not intend to apply for listing of the notes on any securities exchange or for quotation of the notes on any automated dealer quotation system. The initial purchasers of the notes have advised us that they intend to make a market in the notes, but they are not obligated to do so and may discontinue any market-making at any time without notice.
Book-Entry Form	The notes will be issued in the form of one or more fully registered global notes in book-entry form, which will be deposited with, or on behalf of, The Depository Trust Company, or DTC, in New York, New York. Beneficial interests in the global certificate representing the notes will be shown on, and transfers will be effected only through, records maintained by DTC and its direct and indirect participants and such interests may not be exchanged for certificated notes, except in limited circumstances.

Additional Notes	We may, without the consent of holders of the notes, increase the principal amount of the notes by issuing additional notes in the future on the same terms and conditions, except for any difference in the issue price and interest accrued prior to the issue date of the additional notes, and with the same CUSIP number as the notes offered hereby so long as such additional notes are fungible for U.S. federal income tax purposes with the notes offered hereby.
Risk Factors	See Risk Factors beginning on page 11 of this prospectus, as well as other information included in this prospectus, for a discussion of factors you should carefully consider that are relevant to an investment in the notes.

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SUMMARY HISTORICAL FINANCIAL DATA

The following tables set forth, on a historical basis, certain summary consolidated financial and operating data for BioMed Realty, L.P. and BioMed Realty Trust, Inc. and their respective subsidiaries. You should read the following summary historical financial data in conjunction with the consolidated historical financial statements and notes thereto of each of BioMed Realty, L.P. and BioMed Realty Trust, Inc. and their respective subsidiaries and Management s Discussion and Analysis of Financial Condition and Results of Operations, included elsewhere in this prospectus.

BioMed Realty, L.P.

The consolidated balance sheet data as of December 31, 2009 and 2008 and the consolidated statements of income data for each of the years in the three-year period ended December 31, 2009 have been derived from the historical consolidated financial statements of BioMed Realty, L.P. and subsidiaries, which are included in this prospectus and which have been audited by KPMG LLP, an independent registered public accounting firm, whose report with respect thereto is included elsewhere in this prospectus. The consolidated balance sheet data as of December 31, 2007, 2006 and 2005 and the consolidated statements of income data for each of the years ended December 31, 2006 and 2005 have been derived from the historical consolidated financial statements of BioMed Realty, L.P. and subsidiaries, not audited by KPMG LLP. The consolidated balance sheet data as of the six months ended June 30, 2010 and the consolidated statements of income data for each of the six months ended June 30, 2010 and 2009 have been derived from the unaudited consolidated financial statements of BioMed Realty, L.P. and subsidiaries, which are included elsewhere in this prospectus. The results for the six months ended June 30, 2010 are not necessarily indicative of the results to be expected for the full year.

	Six Months Ended June 30,		Years Ended December 31,				
	2010	**2009**	**2009**	**2008**	**2007**	**2006**	**2005**
(in thousands, except unit data)							
Statements of Income:							
Revenues:							
Total revenues	$ 185,668	$ 180,031	$ 361,166	$ 301,973	$ 266,109	$ 218,735	$ 138,784
Expenses:							
Rental operations and real estate taxes	52,352	51,659	104,824	84,729	71,142	60,999	46,358
Depreciation and amortization	55,385	51,813	109,620	84,227	72,202	65,063	39,378
General and administrative	12,718	10,407	22,455	22,659	21,474	17,992	13,040
Acquisition related expenses	1,968		464	175	396	93	238
Total expenses	122,423	113,879	237,363	191,790	165,214	144,147	99,014
Income from operations	63,245	66,152	123,803	110,183	100,895	74,588	39,770
Equity in net (loss)/income of unconsolidated partnerships	(377)	(766)	(2,390)	(1,200)	(893)	83	119
Interest income	71	164	308	485	990	1,102	1,333
Interest expense	(43,131)	(24,955)	(64,998)	(41,172)	(28,786)	(40,945)	(23,226)
(Loss)/gain on derivative instruments	(347)	303	203	(19,948)			
(Loss)/gain on extinguishment of debt	(2,265)	6,152	3,264	14,783			
	17,196	47,050	60,190	63,131	72,206	34,828	17,996

Income from continuing operations							
Income from discontinued operations before gain on sale of assets					639	1,542	57
Gain on sale of real estate assets					1,087		
Income from discontinued operations					1,726	1,542	57
Net income	17,196	47,050	60,190	63,131	73,932	36,370	18,053
Net loss/(income) attributable to noncontrolling interests	21	30	64	9	(45)	137	267
Net income attributable to the operating partnership	17,217	47,080	60,254	63,140	73,887	36,507	18,320

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(in thousands, except unit data)	Six Months Ended June 30, 2010	2009	Years Ended December 31, 2009	2008	2007	2006	2005
Preferred unit distributions	(8,481)	(8,481)	(16,963)	(16,963)	(16,868)		
Net income available to the unitholders	$ 8,736	$ 38,599	$ 43,291	$ 46,177	$ 57,019	$ 36,507	$ 18,320
Income from continuing operations per unit attributable to unitholders:							
Basic earnings per unit	$ 0.08	$ 0.44	$ 0.45	$ 0.61	$ 0.80	$ 0.59	$ 0.44
Diluted earnings per unit	$ 0.08	$ 0.44	$ 0.45	$ 0.61	$ 0.80	$ 0.59	$ 0.43
Net income per unit attributable to unitholders:							
Basic earnings per unit	$ 0.08	$ 0.44	$ 0.45	$ 0.61	$ 0.83	$ 0.61	$ 0.44
Diluted earnings per unit	$ 0.08	$ 0.44	$ 0.45	$ 0.61	$ 0.83	$ 0.61	$ 0.44
Weighted-average units outstanding:							
Basic	106,890,664	87,511,810	94,005,382	74,753,230	68,219,557	58,792,539	38,913,103
Diluted	108,298,135	88,580,072	94,005,382	75,408,153	68,738,694	58,886,694	42,091,195
Cash distributions declared per unit	$ 0.29	$ 0.45	$ 0.70	$ 1.34	$ 1.24	$ 1.16	$ 1.08
Cash distributions declared per preferred unit	$ 0.92	$ 0.92	$ 1.84	$ 1.84	$ 1.83		

(in thousands)	June 30, 2010	December 31, 2009	2008	2007	2006	2005
Balance Sheet Data:						
Investments in real estate, net	$ 3,075,150	$ 2,971,767	$ 2,960,429	$ 2,807,599	$ 2,457,721	$ 1,129,371
Total assets	3,428,221	3,283,274	3,229,314	3,058,631	2,692,572	1,337,310
Total indebtedness	1,284,238	1,361,805	1,341,099	1,489,585	1,329,588	513,233
Total liabilities	1,382,708	1,459,342	1,591,365	1,641,850	1,444,843	586,162
Total equity	2,045,513	1,823,932	1,637,949	1,416,781	1,247,729	751,148

Other Data:						
Cash flows from/(used in):						
Operating activities	63,431	145,089	115,046	114,965	101,588	54,762
Investing activities	(172,398)	(157,627)	(218,661)	(409,301)	(1,339,463)	(601,805)
Financing activities	110,384	11,038	111,558	282,151	1,243,227	539,486

	Six Months Ended June 30,	Year Ended December 31,				
	2010	2009	2008	2007	2006	2005
Other Data:						
Ratio of earnings to fixed charges (unaudited) (1)	1.7	1.7	1.3	1.2	1.6	1.7
Ratio of earnings to combined fixed charges and preferred units (unaudited)	1.3	1.4	1.1	1.0	1.6	1.7

(1) The ratios of earnings to fixed charges are computed by dividing earnings by fixed charges. Earnings consist of net income (loss) before noncontrolling interests and fixed charges, and fixed charges consist of interest expense, capitalized interest and amortization of deferred financing fees, whether expensed or capitalized, and interest within rental expense.

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BioMed Realty Trust, Inc.

The consolidated balance sheet data as of December 31, 2009 and 2008 and the consolidated statements of income for each of the years in the three-year period ended December 31, 2009 have been derived from the historical consolidated financial statements of BioMed Realty Trust, Inc. and subsidiaries, which are included in this prospectus and which have been audited by KPMG LLP, an independent registered public accounting firm, whose report with respect thereto is included elsewhere in this prospectus. The consolidated balance sheet data as of December 31, 2007 and the consolidated statements of income data for the year ended December 31, 2006 have been derived from the historical consolidated financial statements of BioMed Realty Trust, Inc. and subsidiaries, audited by KPMG LLP, whose report with respect thereto is not included or incorporated by reference in this prospectus. The consolidated balance sheet data as of December 31, 2006 and 2005 and the consolidated statements of income data for the year ended December 31, 2005 have been derived from the historical consolidated financial statements of BioMed Realty Trust, Inc. and subsidiaries, not audited by KPMG LLP. The consolidated balance sheet data and consolidated statements of income data as of and for each of the six months ended June 30, 2010 and 2009 have been derived from the unaudited consolidated financial statements of BioMed Realty Trust, Inc. and subsidiaries, which are included elsewhere in this prospectus. The results for the six months ended June 30, 2010 are not necessarily indicative of the results to be expected for the full year. Certain prior year amounts have been reclassified to conform to the current year presentation.

	Six Months Ended June 30,		Years Ended December 31,				
	2010	2009	2009	2008	2007	2006	2005
(in thousands, except share data)							
Statements of Income:							
Revenues:							
Total revenues	$ 185,668	$ 180,031	$ 361,166	$ 301,973	$ 266,109	$ 218,735	$ 138,784
Expenses:							
Rental operations and real estate taxes	52,352	51,659	104,824	84,729	71,142	60,999	46,358
Depreciation and amortization	55,385	51,813	109,620	84,227	72,202	65,063	39,378
General and administrative	12,718	10,407	22,455	22,659	21,474	17,992	13,040
Acquisition related expenses	1,968		464	175	396	93	238
Total expenses	122,423	113,879	237,363	191,790	165,214	144,147	99,014
Income from operations	63,245	66,152	123,803	110,183	100,895	74,588	39,770
Equity in net (loss)/income of unconsolidated partnerships	(377)	(766)	(2,390)	(1,200)	(893)	83	119
Interest income	71	164	308	485	990	1,102	1,333
Interest expense	(43,131)	(24,955)	(64,998)	(41,172)	(28,786)	(40,945)	(23,226)
(Loss)/gain on derivative instruments	(347)	303	203	(19,948)			
(Loss)/gain on extinguishment of debt	(2,265)	6,152	3,264	14,783			
Income from continuing operations	17,196	47,050	60,190	63,131	72,206	34,828	17,996
Income from discontinued operations before gain on sale of					639	1,542	57

assets							
Gain on sale of real estate assets					1,087		
Income from discontinued operations					1,726	1,542	57
Net income	17,196	47,050	60,190	63,131	73,932	36,370	18,053
Net income attributable to noncontrolling interests	(216)	(1,350)	(1,468)	(2,077)	(2,531)	(1,610)	(1,007)
Net income attributable to the Company	16,980	45,700	58,722	61,054	71,401	34,760	17,046
Preferred stock dividends	(8,481)	(8,481)	(16,963)	(16,963)	(16,868)		
Net income available to common stockholders	$ 8,499	$ 37,219	$ 41,759	$ 44,091	$ 54,533	$ 34,760	$ 17,046

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(in thousands, except share data)	Six Months Ended June 30, 2010	2009	Years Ended December 31, 2009	2008	2007	2006	2005
Income from continuing operations per share available to common stockholders:							
Basic earnings per share	$ 0.08	$ 0.44	$ 0.45	$ 0.61	$ 0.81	$ 0.59	$ 0.44
Diluted earnings per share	$ 0.08	$ 0.44	$ 0.45	$ 0.61	$ 0.80	$ 0.59	$ 0.43
Net income per share available to common stockholders:							
Basic earnings per share	$ 0.08	$ 0.44	$ 0.45	$ 0.61	$ 0.83	$ 0.61	$ 0.44
Diluted earnings per share	$ 0.08	$ 0.44	$ 0.45	$ 0.61	$ 0.83	$ 0.61	$ 0.44
Weighted-average common shares outstanding:							
Basic	104,000,339	84,403,582	91,011,123	71,684,244	65,303,204	55,928,975	38,913,103
Diluted	108,298,135	88,580,072	91,851,002	75,408,153	68,738,694	58,886,694	42,091,195
Cash dividends declared per common share	$ 0.29	$ 0.45	$ 0.70	$ 1.34	$ 1.24	$ 1.16	$ 1.08
Cash dividends declared per preferred share	$ 0.92	$ 0.92	$ 1.84	$ 1.84	$ 1.83		

(in thousands)	June 30, 2010	December 31, 2009	2008	2007	2006	2005
Balance Sheet Data:						
Investments in real estate, net	$ 3,075,150	$ 2,971,767	$ 2,960,429	$ 2,807,599	$ 2,457,721	$ 1,129,371
Total assets	3,428,221	3,283,274	3,229,314	3,058,631	2,692,572	1,337,310
Total indebtedness	1,284,238	1,361,805	1,341,099	1,489,585	1,329,588	513,233
Total liabilities	1,382,708	1,459,342	1,591,365	1,641,850	1,444,843	586,162
Total equity	2,045,513	1,823,932	1,637,949	1,416,781	1,247,729	751,148
Other Data:						
Cash flows from/(used in):						

Operating activities	63,431	145,089	115,046	114,965	101,588	54,762
Investing activities	(172,398)	(157,627)	(218,661)	(409,301)	(1,339,463)	(601,805)
Financing activities	110,384	11,038	111,558	282,151	1,243,227	539,486

	Six Months Ended June 30,	**Year Ended December 31,**				
	2010	**2009**	**2008**	**2007**	**2006**	**2005**
Other Data:						
Ratio of earnings to fixed charges (unaudited) [(1)]	1.7	1.7	1.3	1.2	1.6	1.7
Ratio of earnings to combined fixed charges and preferred units (unaudited)	1.3	1.4	1.1	1.0	1.6	1.7

(1) The ratios of earnings to fixed charges are computed by dividing earnings by fixed charges. Earnings consist of net income (loss) before noncontrolling interests and fixed charges, and fixed charges consist of interest expense, capitalized interest and amortization of deferred financing fees, whether expensed or capitalized, and interest within rental expense.

RISK FACTORS

You should carefully consider the risks described below as well as other information and data included in this prospectus before making a decision to exchange your private notes for the exchange notes in the exchange offer. If any of the events described in the risk factors below occur, our business, financial condition, operating results and prospects could be materially adversely affected, which in turn could adversely affect our ability to repay the notes. The risk factors set forth below are generally applicable to the private notes as well as the exchange notes.

Risks Related to Our Properties, Our Business and Our Growth Strategy

Because we lease our properties to a limited number of tenants, and to the extent we depend on a limited number of tenants in the future, the inability of any single tenant to make its lease payments could adversely affect our business and our ability to make payments with respect to the notes or distributions to BioMed Realty, L.P. s unitholders or BioMed Realty Trust, Inc. s stockholders.

As of June 30, 2010, we had 123 tenants in 73 total properties. Two of our tenants, Human Genome Sciences and Vertex Pharmaceuticals, represented 13.7% and 9.3%, respectively, of our annualized base rent as of June 30, 2010, and 10.9% and 8.1%, respectively, of our total leased rentable square footage. While we evaluate the creditworthiness of our tenants by reviewing available financial and other pertinent information, there can be no assurance that any tenant will be able to make timely rental payments or avoid defaulting under its lease. If a tenant defaults, we may experience delays in enforcing our rights as landlord and may incur substantial costs in protecting our investment.

In addition, certain of our life science tenants are development stage companies, which have a history of recurring losses from operations as they have devoted substantially all of their efforts to developing and completing clinical trials for various drug candidates. The development and approval process for these drug candidates is uncertain and lengthy, and often requires significant external access to capital. The sources of this capital have historically included the capital markets; funding through private and public agencies; and partnering, licensing and other arrangements with larger pharmaceutical, healthcare and biotechnology companies. The current economic environment has significantly impacted the ability of these companies to access the capital markets, including both equity financing through public offerings and debt financing. The pace of venture capital funding has also declined from previous levels, further restricting access to capital for these companies. In addition, state and federal government budgets have been negatively impacted by the current economic environment and, as a result certain programs, including grants related to biotechnology research and development, may be at risk of being eliminated or cut back significantly. Furthermore, partnering opportunities with more established companies, as well as governmental agency and university grants, have become more limited in the current economic environment. If funding sources for these companies remain significantly constrained, these companies may be forced to curtail or suspend their operations, and may default on their obligations to third parties, including their obligations to pay rent or pay for tenant improvements relating to space they lease.

Our revenue and cash flow, and consequently our ability to satisfy our debt service obligations, including the notes, and make distributions to BioMed Realty, L.P. s unitholders and BioMed Realty Trust, Inc. s stockholders, could be materially adversely affected if any of our significant tenants were to become bankrupt or insolvent, suffer a downturn in their business, curtail or suspend their operations, or fail to renew their leases at all or renew on terms less favorable to us than their current terms.

Tenants in the life science industry face high levels of regulation, expense and uncertainty that may adversely affect their ability to pay us rent and consequently adversely affect our business.

Life science entities comprise the vast majority of our tenant base. Because of our dependence on a single industry, adverse conditions affecting that industry will more adversely affect our business, and thus our ability to make distributions to our stockholders, than if our business strategy included a more diverse tenant base. Life science industry tenants, particularly those involved in developing and marketing drugs and drug delivery technologies, fail from time to time as a result of various factors. Many of these factors are particular to the life science industry. For example:

- As discussed above, our tenants require significant outlays of funds for the research and development and clinical testing of their products and technologies. If private investors, the government, public markets or other sources of funding are unavailable to support such development, a tenant s business may fail.

The research and development, clinical testing, manufacture and marketing of some of our tenants products require federal, state and foreign regulatory approvals. The approval process is typically long, expensive and uncertain. Even if our tenants have sufficient funds to seek approvals, one or all of their products may fail to obtain the required regulatory approvals on a timely basis or at all. Furthermore, our tenants may only have a small number of products under development. If one product fails to receive the required approvals at any stage of development, it could significantly adversely affect our tenant s entire business and its ability to pay rent.

- Our tenants with marketable products may be adversely affected by health care reform efforts and the reimbursement policies of government or private health care payers.

- Our tenants may be unable to adequately protect their intellectual property under patent, copyright or trade secret laws. Failure to do so could jeopardize their ability to profit from their efforts and to protect their products from competition.

- Collaborative relationships with other life science entities may be crucial to the development, manufacturing, distribution or marketing of our tenants products. If these other entities fail to fulfill their obligations under these collaborative arrangements, our tenants businesses will suffer.

In the United States, at both the federal and state levels, the government regularly considers legislation to reform health care and its cost, and such proposals have received increasing political attention. Congress has passed legislation to reform the U.S. health care system by expanding health insurance coverage, reducing health care costs and making other changes. While health care reform may increase the number of patients who have insurance coverage for many of our tenants marketable products, it may also include government intervention in product pricing and other changes that adversely affect reimbursement for those products. Sales of many of our tenants marketable products are dependent, in large part, on the availability and extent of reimbursement from government health administration authorities, private health insurers and other organizations. Changes in government regulations, price controls or third-party payors reimbursement policies may reduce reimbursement for our tenants marketable products and adversely impact our tenants businesses.

We cannot assure you that our tenants in the life science industry will be successful in their businesses. If our tenants businesses are adversely affected, they may have difficulty paying us rent or paying for tenant improvements relating to space they lease.

The bankruptcy of a tenant may adversely affect the income produced by and the value of our properties.

The bankruptcy or insolvency of a tenant may adversely affect the income produced by our properties. If any tenant becomes a debtor in a case under the Bankruptcy Code, we cannot evict the tenant solely because of the bankruptcy. The bankruptcy court also might authorize the tenant to reject and terminate its lease with us, which would generally result in any unpaid, pre-bankruptcy rent being treated as an unsecured claim. An unsecured claim may be paid only to the extent that funds are available and only in the same percentage as is paid to all other holders of unsecured claims. In addition, our claim against the tenant for unpaid, future rent would be subject to a statutory cap equal to the greater of (1) one year of rent or (2) 15% of the remaining rent on the lease (not to exceed three years of rent). This cap might be substantially less than the remaining rent actually owed under the lease. Additionally, a bankruptcy court may require us to turn over to the estate all or a portion of any deposits, amounts in escrow, or prepaid rents. Our claim for unpaid, pre-bankruptcy rent, our lease termination damages and claims relating to damages for which we hold deposits or other amounts that we were forced to repay would likely not be paid in full.

We may be unable to acquire, develop or operate new properties successfully, which could harm our financial condition and ability to make payments with respect to the notes or distributions to BioMed Realty, L.P. s unitholders or BioMed Realty Trust, Inc. s stockholders.

We continue to evaluate the market for available properties and may acquire office, laboratory and other properties when opportunities exist. We also may develop or substantially renovate office and other properties. Acquisition, development and renovation activities are subject to significant risks, including:

- we may be unable to obtain financing on favorable terms (or at all), including continued access to our unsecured line of credit,

- changing market conditions, including competition from others, may diminish our opportunities for acquiring a desired property on favorable terms or at all. Even if we enter into agreements for the acquisition of properties, these agreements are subject to customary conditions to closing, including completion of due diligence investigations to our satisfaction, we may spend more time or money than we budget to improve or renovate acquired properties or to develop new properties,

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we may be unable to quickly and efficiently integrate new properties, particularly if we acquire portfolios of properties, into our existing operations,

we may fail to obtain the financial results expected from the properties we acquire or develop, making them unprofitable or less profitable than we had expected,

market and economic conditions may result in higher than expected vacancy rates and lower than expected rental rates,

we may fail to retain tenants that have pre-leased our properties under development if we do not complete the construction of these properties in a timely manner or to the tenants specifications,

we have a limited history in conducting ground-up construction activities,

if we develop properties, we may encounter delays or refusals in obtaining all necessary zoning, land use, building, occupancy and other required governmental permits and authorizations,

acquired and developed properties may have defects we do not discover through our inspection processes, including latent defects that may not reveal themselves until many years after we put a property in service, and

we may acquire land, properties or entities owning properties, which are subject to liabilities and for which, in the case of unknown liabilities, we may have limited or no recourse.

The realization of any of the above risks could significantly and adversely affect our financial condition, results of operations, cash flow, per share trading price of our securities, ability to satisfy our debt service obligations, including the notes, and ability to pay distributions to BioMed Realty, L.P. s unitholders or BioMed Realty Trust, Inc. s stockholders.

Because particular upgrades are required for life science tenants, improvements to our properties involve greater expenditures than traditional office space, which costs may not be covered by the rents our tenants pay.

The improvements generally required for our properties infrastructure are more costly than for other property types. Typical infrastructural improvements include the following:

reinforced concrete floors,

upgraded roof structures for greater load capacity,

increased floor-to-ceiling clear heights,

heavy-duty HVAC systems,

enhanced environmental control technology,

significantly upgraded electrical, gas and plumbing infrastructure, and

laboratory benchwork.

Our tenants generally pay higher rent on our properties than tenants in traditional office space. However, we cannot assure you that our tenants will continue to do so in the future or that the rents paid will cover the additional costs of upgrading the properties.

Because of the unique and specific improvements required for our life science tenants, we may be required to incur substantial renovation costs to make our properties suitable for other life science tenants or other office tenants, which could adversely affect our operating performance.

We acquire or develop properties that include laboratory space and other features that we believe are generally desirable for life science industry tenants. However, different life science industry tenants may require different features in their properties, depending on each tenant s particular focus within the life science industry. If a current tenant is unable to pay rent and vacates a property, we may incur substantial expenditures to modify the property before we are able to re-lease the space to another life science industry tenant. This could hurt our operating performance and the value of your investment. Also, if the property needs to be renovated to accommodate multiple tenants, we may incur substantial expenditures before we are able to re-lease the space.

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Additionally, our properties may not be suitable for lease to traditional office tenants without significant expenditures or renovations. Accordingly, any downturn in the life science industry may have a substantial negative impact on our properties values.

Our success depends on key personnel with extensive experience dealing with the real estate needs of life science tenants, and the loss of these key personnel could threaten our ability to operate our business successfully.

Our future success depends, to a significant extent, on the continued services of our management team. In particular, we depend on the efforts of Alan D. Gold, our Chairman and Chief Executive Officer, R. Kent Griffin, Jr., our President and Chief Operating Officer, Greg N. Lubushkin, our Chief Financial Officer, Gary A. Kreitzer, our Executive Vice President and General Counsel, and Matthew G. McDevitt, our Executive Vice President, Real Estate. Among the reasons that Messrs. Gold, Griffin, Lubushkin, Kreitzer and McDevitt are important to our success are that they have extensive real estate and finance experience, and strong reputations within the life science industry. Our management team has developed informal relationships through past business dealings with numerous members of the scientific community, life science investors, current and prospective life science industry tenants, and real estate brokers. We expect that their reputations will continue to attract business and investment opportunities before the active marketing of properties and will assist us in negotiations with lenders, existing and potential tenants, and industry personnel. If we lost their services, our relationships with such lenders, existing and prospective tenants, and industry personnel could suffer. We have entered into employment agreements with each of Messrs. Gold, Griffin, Kreitzer and McDevitt, but we cannot guarantee that they will not terminate their employment prior to the end of the term.

We face risks associated with property acquisitions.

In addition to the 13 properties we acquired in connection with our initial public offering in August 2004, as of June 30, 2010, we had acquired or had acquired an interest in an additional 60 properties (net of property dispositions). We continue to evaluate the market of available properties and may acquire properties when strategic opportunities exist. We may not be able to quickly and efficiently integrate any properties that we acquire into our organization and manage and lease the new properties in a way that allows us to realize the financial returns that we expect. In addition, we may incur unanticipated costs to make necessary improvements or renovations to acquired properties. Furthermore, our efforts to integrate new property acquisitions may divert management s attention away from or cause disruptions to the operations at our existing properties. If we fail to successfully operate new acquisitions or integrate them into our portfolio, or if newly acquired properties fail to perform as we expect, our results of operations, financial condition and ability to service our debt obligations or to pay distributions could suffer.

The geographic concentration of our properties in Boston, Maryland and California makes our business particularly vulnerable to adverse conditions affecting these markets.

Eighteen of our properties are located in the Boston area. As of June 30, 2010, these properties represented 38.8% of our annualized base rent and 27.3% of our total leased square footage. Eight of our properties are located in Maryland. As of June 30, 2010, these properties represented 17.4% of our annualized base rent and 17.8% of our total leased square footage. In addition, 28 of our properties are located in California, with 17 in San Diego and eleven in San Francisco. As of June 30, 2010, these properties represented 22.7% of our annualized base rent and 29.5% of our total leased square footage. Because of this concentration in three geographic regions, we are particularly vulnerable to adverse conditions affecting Boston, Maryland and California, including general economic conditions, increased competition, a downturn in the local life science industry, real estate conditions, terrorist attacks, earthquakes and wildfires and other natural disasters occurring in these regions. In addition, we cannot assure you that these markets will continue to grow or remain favorable to the life science industry. The performance of the life science industry and the economy in general in these geographic markets may affect occupancy, market rental rates and expenses, and thus may affect our performance and the value of our properties. We are also subject to greater risk of loss from earthquakes or wildfires because of our properties concentration in California. The close proximity of our eleven properties in San Francisco to a fault line makes them more vulnerable to earthquakes than properties in many other parts of the country. Likewise, the wildfires occurring in the San Diego area, most recently in 2003 and in 2007, may make the 16 properties we own in the San Diego area more vulnerable to fire damage or destruction than properties in many other parts of the country.

Our tax indemnification and debt maintenance obligations require us to make payments if we sell certain properties or repay certain debt, which could limit our operating flexibility.

In our formation transactions, certain of our executive officers, Messrs. Gold, Kreitzer and McDevitt, and certain other individuals contributed six properties to BioMed Realty, L.P. If we were to dispose of these contributed assets in a taxable transaction, Messrs. Gold, Kreitzer and McDevitt and the other contributors of those assets would suffer adverse tax consequences. In connection with these contribution transactions, we agreed to indemnify those contributors against such adverse tax consequences for a period of

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ten years. This indemnification will help those contributors to preserve their tax positions after their contributions. The tax indemnification provisions were not negotiated in an arm s length transaction but were determined by our management team. We have also agreed to use reasonable best efforts consistent with our fiduciary duties to maintain at least $8.0 million of debt, some of which must be property specific, that the contributors can guarantee in order to defer any taxable gain they may incur if our operating partnership repays existing debt. These tax indemnification and debt maintenance obligations may affect the way in which we conduct our business. During the indemnification period, these obligations may impact the timing and circumstances under which we sell the contributed properties or interests in entities holding the properties. For example, these tax indemnification payments could effectively reduce or eliminate any gain we might otherwise realize upon the sale or other disposition of the related properties. Accordingly, even if market conditions might otherwise dictate that it would be desirable to dispose of these properties, the existence of the tax indemnification obligations could result in a decision to retain the properties in our portfolio to avoid having to pay the tax indemnity payments. The existence of the debt maintenance obligations could require us to maintain debt at a higher level than we might otherwise choose. Higher debt levels could adversely affect our ability to make payments with respect to the notes or distributions to BioMed Realty, L.P. s unitholders or BioMed Realty Trust, Inc. s stockholders.

While we may seek to enter into tax-efficient joint ventures with third-party investors, we currently have no intention of disposing of these properties or interests in entities holding the properties in transactions that would trigger our tax indemnification obligations. The involuntary condemnation of one or more of these properties during the indemnification period could, however, trigger the tax indemnification obligations described above. The tax indemnity would equal the amount of the federal and state income tax liability the contributor would incur with respect to the gain allocated to the contributor. The calculation of the indemnity payment would not be reduced due to the time value of money or the time remaining within the indemnification period. The terms of the contribution agreements also require us to gross up the tax indemnity payment for the amount of income taxes due as a result of the tax indemnity payment. Messrs. Gold, Kreitzer and McDevitt are potential recipients of these indemnification payments. Because of these potential payments, their personal interests may diverge from those of our unitholders or stockholders.

Future acts of terrorism or war or the risk of war may have a negative impact on our business.

The continued threat of terrorism and the potential for military action and heightened security measures in response to this threat may cause significant disruption to commerce. There can be no assurance that the armed hostilities will not escalate or that these terrorist attacks, or the United States responses to them, will not lead to further acts of terrorism and civil disturbances, which may further contribute to economic instability. Any armed conflict, civil unrest or additional terrorist activities, and the attendant political instability and societal disruption, may adversely affect our results of operations, financial condition and future growth.

Risks Related to the Real Estate Industry

Our performance and value are subject to risks associated with the ownership and operation of real estate assets and with factors affecting the real estate industry.

Our ability to make expected payments with respect to the notes and distributions to BioMed Realty, L.P. s unitholders and BioMed Realty Trust, Inc. s stockholders depends on our ability to generate revenues in excess of expenses, our scheduled principal payments on debt and our capital expenditure requirements. Events and conditions that are beyond our control may decrease our cash available for distribution and payment with respect to the notes and the value of our properties. These events include:

- local oversupply, increased competition or reduced demand for life science office and laboratory space,
- inability to collect rent from tenants,
- vacancies or our inability to rent space on favorable terms,
- increased operating costs, including insurance premiums, utilities and real estate taxes,

the ongoing need for capital improvements, particularly in older structures,

unanticipated delays in the completion of our development or redevelopment projects,

costs of complying with changes in governmental regulations, including usage, zoning, environmental and tax laws,

the relative illiquidity of real estate investments,

changing submarket demographics, and

civil unrest, acts of war and natural disasters, including earthquakes, floods and fires, which may result in uninsured and underinsured losses.

In addition, we could experience a general decline in rents or an increased incidence of defaults under existing leases if any of the following occur:

- the continuation or worsening of the current economic environment,
- future periods of economic slowdown or recession,
- rising interest rates,
- declining demand for real estate, or
- the public perception that any of these events may occur.

Any of these events could adversely affect our financial condition, results of operations, cash flow, per share trading price of BioMed Realty Trust, Inc. s common stock or preferred stock, ability to satisfy our debt service obligations, including the notes, and ability to pay distributions to BioMed Realty, L.P. s unitholders or BioMed Realty Trust, Inc. s stockholders.

Illiquidity of real estate investments may make it difficult for us to sell properties in response to market conditions and could harm our financial condition and ability to make distributions.

Equity real estate investments are relatively illiquid and therefore will tend to limit our ability to vary our portfolio promptly in response to changing economic or other conditions. To the extent the properties are not subject to triple-net leases, some significant expenditures such as real estate taxes and maintenance costs are generally not reduced when circumstances cause a reduction in income from the investment. Should these events occur, our income and funds available for distribution could be adversely affected. If any of the parking leases or licenses associated with our Cambridge portfolio were to expire, or if we were unable to assign these leases to a buyer, it would be more difficult for us to sell these properties and would adversely affect our ability to retain current tenants or attract new tenants at these properties. In addition, as a REIT, BioMed Realty Trust, Inc. may be subject to a 100% tax on net income derived from the sale of property considered to be held primarily for sale to customers in the ordinary course of our business. We may seek to avoid this tax by complying with certain safe harbor rules that generally limit the number of properties we may sell in a given year, the aggregate expenditures made on such properties prior to their disposition, and how long we retain such properties before disposing of them. However, we can provide no assurance that we will always be able to comply with these safe harbors. If compliance is possible, the safe harbor rules may restrict our ability to sell assets in the future and achieve liquidity that may be necessary to fund distributions.

We may be unable to renew leases, lease vacant space or re-lease space as leases expire, which could adversely affect our business and our ability to make payments with respect to the notes or distributions to BioMed Realty, L.P. s unitholders or BioMed Realty Trust, Inc. s stockholders.

If we cannot renew leases, we may be unable to re-lease our properties at rates equal to or above the current rate. Even if we can renew leases, tenants may be able to negotiate lower rates as a result of market conditions. Market conditions may also hinder our ability to lease vacant space in newly developed or redeveloped properties. In addition, we may enter into or acquire leases for properties that are specially suited to the needs of a particular tenant. Such properties may require renovations, tenant improvements or other concessions in order to lease them to other tenants if the initial leases terminate. Any of these factors could adversely impact our financial condition, results of operations, cash flow, per share trading price of BioMed Realty Trust, Inc. s common stock or preferred stock, our ability to satisfy our debt service obligations, including the notes, and our ability to pay distributions to BioMed Realty, L.P. s unitholders or BioMed Realty Trust, Inc. s stockholders.

Significant competition may decrease or prevent increases in our properties occupancy and rental rates and may reduce our investment opportunities.

We face competition from various entities for investment opportunities in properties for life science tenants, including other REITs, such as health care REITs and suburban office property REITs, pension funds, insurance companies, investment funds and companies, partnerships, and developers. Many of these entities have substantially greater financial resources than we do and may be able to accept more risk than we can prudently manage, including risks with respect to the creditworthiness of a tenant or the geographic location of its investments. In the future, competition from these entities may reduce the number of suitable investment opportunities offered to us or increase the bargaining power of property owners seeking to sell. Further, as a result of their greater resources, those entities may have more flexibility than we do in their ability to offer rental concessions to attract tenants. This could put pressure on our ability to maintain or raise rents and could adversely affect our ability to attract or retain tenants. As a result, our financial condition, results of operations, cash flow, per share trading price of BioMed Realty Trust, Inc. s common stock or preferred stock, ability to satisfy our debt service obligations, including the notes, and ability to pay distributions to BioMed Realty, L.P. s unitholders or BioMed Realty Trust, Inc. s stockholders may be adversely affected.

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Uninsured and underinsured losses could adversely affect our operating results and our ability to make payments with respect to the notes or distributions to BioMed Realty, L.P. s unitholders or BioMed Realty Trust, Inc. s stockholders.

We carry comprehensive general liability, fire and extended coverage, terrorism and loss of rental income insurance covering all of our properties under a blanket portfolio policy, with the exception of property insurance on our McKellar Court, Science Center Drive, 9911 Belward Campus Drive and Shady Grove Road locations, which is carried directly by the tenants in accordance with the terms of their respective leases, and builders risk policies for any projects under construction. In addition, we carry workers compensation coverage for injury to our employees. We believe the policy specifications and insured limits are adequate given the relative risk of loss, cost of the coverage and standard industry practice. We also carry environmental remediation insurance for our properties. This insurance, subject to certain exclusions and deductibles, covers the cost to remediate environmental damage caused by unintentional future spills or the historic presence of previously undiscovered hazardous substances, as well as third-party bodily injury and property damage claims related to the release of hazardous substances. We intend to carry similar insurance with respect to future acquisitions as appropriate. A substantial portion of our properties are located in areas subject to earthquake loss, such as San Diego and San Francisco, California and Seattle, Washington. Although we presently carry earthquake insurance on our properties, the amount of earthquake insurance coverage we carry may not be sufficient to fully cover losses from earthquakes. In addition, we may discontinue earthquake, terrorism or other insurance, or may elect not to procure such insurance, on some or all of our properties in the future if the cost of the premiums for any of these policies exceeds, in our judgment, the value of the coverage discounted for the risk of loss.

If we experience a loss that is uninsured or that exceeds policy limits, we could lose the capital invested in the damaged properties as well as the anticipated future cash flows from those properties. In addition, if the damaged properties are subject to recourse indebtedness, we would continue to be liable for the indebtedness, even if these properties were irreparably damaged.

While we evaluate the credit ratings of each of our insurance companies at the time we enter into or renew our policies, the financial condition of one or more of these insurance companies could significantly deteriorate to the point that they may be unable to pay future insurance claims. This risk has increased as a result of the current economic environment and ongoing disruptions in the financial markets. The inability of any of these insurance companies to pay future claims under our policies may adversely affect our financial condition and results of operations.

We could incur significant costs related to government regulation and private litigation over environmental matters involving the presence, discharge or threat of discharge of hazardous or toxic substances, which could adversely affect our operations, the value of our properties, and our ability to make payments with respect to the notes or distributions to BioMed Realty, L.P. s unitholders or BioMed Realty Trust, Inc. s stockholders.

Our properties may be subject to environmental liabilities. Under various federal, state and local laws, a current or previous owner, operator or tenant of real estate can face liability for environmental contamination created by the presence, discharge or threat of discharge of hazardous or toxic substances. Liabilities can include the cost to investigate, clean up and monitor the actual or threatened contamination and damages caused by the contamination (or threatened contamination). Environmental laws typically impose such liability on the current owner regardless of:

- the owner s knowledge of the contamination,
- the timing of the contamination,
- the cause of the contamination, or
- the party responsible for the contamination.

The liability under such laws may be strict, joint and several, meaning that we may be liable regardless of whether we knew of, or were responsible for, the presence of the contaminants, and the government entity or private party may seek recovery of the entire amount from us even if there are other responsible parties. Liabilities associated with environmental conditions may be significant and can sometimes exceed the value of the affected property. The presence of hazardous substances on a property may adversely affect our ability to sell or rent that property or to borrow using that property as collateral.

Some of our properties have had contamination in the past that required cleanup. In most cases, we believe the contamination has been effectively remediated, and that any remaining contamination either does not require remediation or that the costs associated with such remediation will not be material to us. However, we cannot guarantee that additional contamination will not be discovered in the future or any identified contamination will not continue to pose a threat to the environment or that we will not have continued liability in connection with such prior contamination. Our Kendall Square properties, in Cambridge, Massachusetts, are located on the site of a former manufactured gas plant. Various remedial actions were performed on these properties, including soil stabilization to control the spread of oil and hazardous materials in the soil. Another of our properties, Elliott Avenue, has known soil contamination beneath a portion of the building located on the property. Based on environmental consultant reports, management does not believe any remediation of the Elliott Avenue property would be required unless major structural changes were made to the building that resulted in the soil becoming exposed. In addition, the remediation of certain environmental conditions at off-site parcels located in Cambridge, Massachusetts, which was an assumed obligation of our joint venture, PREI II LLC, has been substantially completed as of December 31, 2009. We do not expect these matters to materially adversely affect such properties value or the cash flows related to such properties, but we can provide no assurances to that effect.

Environmental laws also:

- may require the removal or upgrade of underground storage tanks,
- regulate the discharge of storm water, wastewater and other pollutants,
- regulate air pollutant emissions,
- regulate hazardous materials generation, management and disposal, and
- regulate workplace health and safety.

Life science industry tenants, our primary tenant industry focus, frequently use hazardous materials, chemicals, heavy metals, and biological and radioactive compounds. Our tenants controlled use of these materials subjects us and our tenants to laws that govern using, manufacturing, storing, handling and disposing of such materials and certain byproducts of those materials. We are unaware of any of our existing tenants violating applicable laws and regulations, but we and our tenants cannot completely eliminate the risk of contamination or injury from these materials. If our properties become contaminated, or if a party is injured, we could be held liable for any damages that result. Such liability could exceed our resources and any environmental remediation insurance coverage we have, which could adversely affect our operations, the value of our properties, and our ability to make payments with respect to the notes or distributions to BioMed Realty, L.P. s unitholders or BioMed Realty Trust, Inc. s stockholders. Licensing requirements governing use of radioactive materials by tenants may also restrict the use of or ability to transfer space in buildings we own.

We could incur significant costs related to governmental regulation and private litigation over environmental matters involving asbestos-containing materials, which could adversely affect our operations, the value of our properties, and our ability to make payments with respect to the notes or distributions to BioMed Realty, L.P. s unitholders or BioMed Realty Trust, Inc. s stockholders.

Environmental laws also govern the presence, maintenance and removal of asbestos-containing materials, or ACMs, and may impose fines and penalties, including orders prohibiting the use of the affected property by us or our tenants, if we fail to comply with these requirements. Failure to comply with these laws, or even the presence of ACMs, may expose us to third-party liability. Some of our properties contain ACMs, and we could be liable for such fines or penalties, as described below in Business and Properties Regulation Environmental Matters.

Our properties may contain or develop harmful mold, which could lead to liability for adverse health effects and costs of remediating the problem, which could adversely affect the value of the affected property and our ability to make payments with respect to the notes or distributions to BioMed Realty, L.P. s unitholders or BioMed Realty Trust, Inc. s stockholders.

When excessive moisture accumulates in buildings or on building materials, mold growth may occur, particularly if the moisture problem remains undiscovered or is not addressed over a period of time. Some molds may produce airborne toxins or irritants. Concern about indoor exposure to mold has been increasing because exposure to mold may cause a variety of adverse health effects and symptoms, including allergic or other reactions. As a result, the presence of significant mold at any of our properties could require us to undertake a costly remediation program to contain or remove the mold from the affected property. In addition, the presence of significant mold could expose us to liability to our tenants, their or our employees, and others if property damage or health concerns arise.

Compliance with the Americans with Disabilities Act and similar laws may require us to make significant unanticipated expenditures.

All of our properties are required to comply with the ADA. The ADA requires that all public accommodations must meet federal requirements related to access and use by disabled persons. Although we believe that our properties substantially comply with present requirements of the ADA, we have not conducted an audit of all of such properties to determine compliance. If one or more properties are not in compliance with the ADA, then we would be required to bring the non-compliant properties into compliance. Compliance with the ADA could require removing access barriers. Non-compliance could result in imposition of fines by the U.S. government or an award of damages and/or attorneys fees to private litigants, or both. Additional federal, state and local laws also may require us to modify properties or could restrict our ability to renovate properties. Complying with the ADA or other legislation could be very expensive. If we incur substantial costs to comply with such laws, our financial condition, results of operations, cash flow, per share trading price of BioMed Realty Trust, Inc. s common stock or preferred stock, our ability to satisfy our debt service obligations, including the notes, and our ability to pay distributions BioMed Realty, L.P. s unitholders or BioMed Realty Trust, Inc. s stockholders could be adversely affected.

We may incur significant unexpected costs to comply with fire, safety and other regulations, which could adversely impact our financial condition, results of operations, and ability to make distributions.

Our properties are subject to various federal, state and local regulatory requirements, such as state and local fire and safety requirements, building codes and land use regulations. Failure to comply with these requirements could subject us to governmental fines or private litigant damage awards. We believe that our properties are currently in material compliance with all applicable regulatory requirements. However, we do not know whether existing requirements will change or whether future requirements, including any requirements that may emerge from pending or future climate change legislation, will require us to make significant unanticipated expenditures that will adversely impact our financial condition, results of operations, cash flow, the per share trading price of BioMed Realty Trust, Inc. s common stock or preferred stock, our ability to satisfy our debt service obligations, including the notes, and our ability to pay distributions to BioMed Realty, L.P. s unitholders or BioMed Realty Trust, Inc. s stockholders.

Risks Related to Our Capital Structure

A downgrade in our investment grade credit rating could materially adversely affect our business and financial condition.

In April 2010, we received investment grade corporate credit ratings and the notes received an investment grade rating from two ratings agencies. We plan to manage our operations to maintain investment grade status with a capital structure consistent with our current profile, but there can be no assurance that we will be able to maintain our current credit ratings. Any downgrades in terms of ratings or outlook by either or both of the noted rating agencies could have a material adverse impact on our cost and availability of capital, which could in turn have a material adverse impact on our financial condition, results of operations and liquidity and a material adverse effect on the market price of BioMed Realty Trust, Inc. s common stock or the trading prices of the notes.

Debt obligations expose us to increased risk of property losses and may have adverse consequences on our business operations and our ability to make distributions.

We have used and will continue to use debt to finance property acquisitions. Our use of debt may have adverse consequences, including the following:

- We may not be able to refinance or extend our existing debt. If we cannot repay, refinance or extend our debt at maturity, in addition to our failure to repay our debt, we may be unable to make distributions to our stockholders at expected levels or at all.

- Even if we are able to refinance or extend our existing debt, the terms of any refinancing or extension may not be as favorable as the terms of our existing debt. If the refinancing involves a higher interest rate, it could adversely affect our cash flow and ability to make distributions to stockholders.

- One or more lenders under our $720.0 million unsecured line of credit could refuse to fund their financing commitment to us or could fail, and we may not be able to replace the financing commitment of any such lenders on favorable terms, or at all.

Required payments of principal and interest may be greater than our cash flow from operations.

We may be forced to dispose of one or more of our properties, possibly on disadvantageous terms, to make payments on our debt.

If we default on our debt obligations, the lenders or mortgagees may foreclose on our properties that secure those loans. Further, if we default under a mortgage loan, we will automatically be in default on any other loan that has cross-default provisions, and we may lose the properties securing all of these loans.

A foreclosure on one of our properties will be treated as a sale of the property for a purchase price equal to the outstanding balance of the secured debt. If the outstanding balance of the secured debt exceeds our tax basis in the property, we would recognize taxable income on foreclosure without realizing any accompanying cash proceeds to pay the tax (or to make distributions based on REIT taxable income).

As of June 30, 2010, in addition to the $250.0 million outstanding principal amount of the notes, we had outstanding mortgage indebtedness of $658.8 million, excluding $6.0 million of debt premium; $21.9 million of outstanding aggregate principal amount of 4.50% exchangeable senior notes due 2026 (the Notes due 2026), excluding $504,000 of debt discount; $180.0 million of outstanding aggregate principal amount of 3.75% exchangeable senior notes due 2030 (the Notes due 2030 and, together with the Notes due 2026, the Exchangeable Notes); $170.5 million in outstanding borrowings under our $720.0 million unsecured line of credit; and $40.7 million and $39.4 million of borrowings under a secured loan facility and a secured construction loan, respectively, representing our proportionate share of indebtedness in our unconsolidated partnerships. We expect to incur additional debt in connection with future acquisitions and development. Our organizational documents do not limit the amount or percentage of debt that we may incur. As of June 30, 2010, the principal payments due for our consolidated indebtedness were $3.8 million in 2010, $200.4 million in 2011 and $45.4 million in 2012. In addition, as of June 30, 2010, our portion of the principal payments due for our unconsolidated indebtedness relating to our joint ventures with institutional investors advised by Prudential Real Estate Investors, or PREI, was $39.4 million in 2010 and $40.7 million in 2011. Given current economic conditions including, but not limited to, the credit crisis and related turmoil in the global financial system, we may be unable to refinance these obligations when due, which may negatively affect our ability to conduct operations.

Ongoing disruptions in the financial markets and the downturn of the broader U.S. economy could affect our ability to obtain debt financing on reasonable terms, or at all, and have other adverse effects on us.

The U.S. credit markets in particular continue to experience significant dislocations and liquidity disruptions which have caused the spreads on prospective debt financings to widen considerably. These circumstances have materially impacted liquidity in the debt markets, making financing terms for borrowers less attractive, and in certain cases have resulted in the unavailability of certain types of debt financing. Continued uncertainty in the credit markets may negatively impact our ability to access additional debt financing or to refinance existing debt maturities on reasonable terms (or at all), which may negatively affect our ability to conduct operations, make acquisitions and fund current and future development and redevelopment projects. In addition, the financial position of the lenders under our unsecured line of credit may worsen to the point that they default on their obligations to make available to us the funds under that facility. A prolonged downturn in the credit markets may cause us to seek alternative sources of potentially less attractive financing, and may require us to adjust our business plan accordingly. In addition, these factors may make it more difficult for us to sell properties or may adversely affect the price we receive for properties that we do sell, as prospective buyers may experience increased costs of debt financing or difficulties in obtaining debt financing. These events in the credit markets have also had an adverse effect on other financial markets in the United States and globally, including the stock markets, which may make it more difficult or costly for us to raise capital through the issuance of common stock, preferred stock or other equity securities.

This reduced access to liquidity has had a negative impact on the U.S. economy, affecting consumer confidence and spending and negatively impacting the volume and pricing of real estate transactions. If this downturn in the national economy were to continue or worsen, the value of our properties, as well as the income we receive from our properties, could be adversely affected.

These disruptions in the financial markets may also have other adverse effects on us or the economy generally, which could adversely affect our ability to service our debt obligations, including the notes, and ability to pay distributions to BioMed Realty, L.P. s unitholders or BioMed Realty Trust, Inc. s stockholders.

We have and may continue to engage in hedging transactions, which can limit our gains and increase exposure to losses.

We have and may continue to enter into hedging transactions to protect us from the effects of interest rate fluctuations on floating rate debt. Our hedging transactions may include entering into interest rate swap agreements or interest rate cap or floor agreements, or other interest rate exchange contracts. Hedging activities may not have the desired beneficial impact on our results of operations or financial condition. No hedging activity can completely insulate us from the risks associated with changes in interest rates. Moreover, interest rate hedging could fail to protect us or adversely affect us because, among other things:

Available interest rate hedging may not correspond directly with the interest rate risk for which we seek protection.

The duration or the amount of the hedge may not match the duration or amount of the related liability.

The party owing money in the hedging transaction may default on its obligation to pay.

The credit quality of the party owing money on the hedge may be downgraded to such an extent that it impairs our ability to sell or assign our side of the hedging transaction.

The value of derivatives used for hedging may be adjusted from time to time in accordance with accounting rules to reflect changes in fair-value. Downward adjustments, or mark-to-market losses, would reduce our Company s equity.

Hedging involves risk and typically involves costs, including transaction costs, that may reduce our overall returns on our investments. These costs increase as the period covered by the hedging increases and during periods of rising and volatile interest rates. These costs will also limit the amount of cash available for distribution to stockholders. We generally intend to hedge as much of the interest rate risk as management determines is in our best interests given the cost of such hedging transactions. The REIT qualification rules may limit our ability to enter into hedging transactions by requiring us to limit our income from hedges. If we are unable to hedge effectively because of the REIT rules, we will face greater interest rate exposure than may be commercially prudent.

As of June 30, 2010, we had two interest rate swaps with an aggregate notional amount of $150.0 million under which, at each monthly settlement date, we either (1) receive the difference between a fixed interest rate (the Strike Rate) and one-month LIBOR if the Strike Rate is less than LIBOR or (2) pay such difference if the Strike Rate is greater than LIBOR.

For further detail regarding our interest rate swaps, see Management s Discussion and Analysis of Financial Condition and Results of Operations Liquidity and Capital Resources.

The terms governing our unsecured line of credit and the notes include restrictive covenants relating to our operations, which could limit our ability to respond to changing market conditions and our ability to make payments with respect to the notes or distributions to BioMed Realty, L.P. s unitholders or BioMed Realty Trust, Inc. s stockholders.

The terms of our unsecured line of credit impose restrictions on us that affect our distribution and operating policies and our ability to incur additional debt. For example, we are subject to a maximum leverage ratio requirement (as defined) during the term of the loan, which could reduce our ability to incur additional debt and consequently reduce our ability to pay distributions to BioMed Realty, L.P. s unitholders or BioMed Realty Trust, Inc. s stockholders. The terms of our unsecured line of credit also contain limitations on our ability to make distributions to BioMed Realty Trust, Inc. s stockholders in excess of those required to maintain BioMed Realty Trust, Inc. s REIT status. Specifically, the terms of our unsecured line of credit limit distributions to 95% of funds from operations, but not less than the minimum necessary to enable us to meet BioMed Realty Trust, Inc. s REIT income distribution requirements. In addition, the terms of our unsecured line of credit contain covenants that, among other things, limit our ability to further mortgage our properties or reduce insurance coverage, and that require us to maintain specified levels of net worth. The indenture governing the notes also contains financial and operating covenants that, among other things, restrict our ability to take specific actions, even if we believe them to be in our best interest, including restrictions on our ability to (1) consummate a merger, consolidation or sale of all or substantially all of our assets and (2) incur additional secured and unsecured indebtedness.

The covenants relating to our unsecured line of credit and the notes may adversely affect our flexibility and our ability to achieve our operating plans. Our ability to comply with these covenants and other provisions relating to our credit agreement and the notes may be affected by changes in our operating and financial performance, changes in general business and economic conditions, adverse regulatory developments or other events adversely impacting us. The breach of any of these covenants could result in a default under our indebtedness, which could cause those and other obligations to become due and payable. If any of our indebtedness is accelerated, we may not be able to repay it, pursue our business plan or make distributions to BioMed Realty, L.P. s unitholders or BioMed Realty Trust, Inc. s stockholders.

If we fail to obtain external sources of capital, which is outside of our control, we may be unable to make distributions to BioMed Realty, L.P. s unitholders or BioMed Realty Trust, Inc. s stockholders, maintain our REIT qualification, or fund growth.

In order to maintain BioMed Realty Trust, Inc. s qualification as a REIT and to avoid incurring a nondeductible excise tax, we are required, among other things, to distribute annually at least 90% of BioMed Realty Trust, Inc. s REIT taxable income, excluding any net capital gain. In addition, we will be subject to income tax at regular corporate rates to the extent that we distribute less than 100% of BioMed Realty Trust, Inc. s net taxable income, including any net capital gains. Because of these distribution requirements, we may not be able to fund future capital needs, including any necessary acquisition financing, from operating cash flow. Consequently, we rely on third-party sources to fund our capital needs. We may not be able to obtain financings on favorable terms or at all. Our access to third-party sources of capital depends, in part, on:

- general market conditions,
- the market s perception of our growth potential,
- with respect to acquisition financing, the market s perception of the value of the properties to be acquired,
- our current debt levels,
- our current and expected future earnings,
- our cash flow and cash distributions, and
- the market price per share of BioMed Realty Trust, Inc. s common stock or preferred stock.

Our inability to obtain capital from third-party sources will adversely affect our business and limit our growth. Without sufficient capital, we may not be able to acquire or develop properties when strategic opportunities exist, satisfy our debt service obligations or make the cash distributions to BioMed Realty Trust, Inc. s stockholders necessary to maintain our qualification as a REIT. For distributions with respect to the taxable years ending on or before December 31, 2011, recent Internal Revenue Service, or IRS, guidance allows BioMed Realty Trust, Inc. to satisfy up to 90% of BioMed Realty Trust, Inc. s distribution requirements through the distribution of shares of BioMed Realty Trust, Inc. s common stock, provided certain conditions are met.

Increases in interest rates could increase the amount of our debt payments, adversely affecting our ability to service our debt obligations, including the notes, and pay distributions to BioMed Realty, L.P. s unitholders or BioMed Realty Trust, Inc. s stockholders.

Interest we pay could reduce cash available for payments with respect to the notes and distributions. Additionally, if we incur variable rate debt, including borrowings under our $720.0 million unsecured line of credit, to the extent not adequately hedged, increases in interest rates would increase our interest costs. These increased interest costs would reduce our cash flows and our ability to make payments with respect to the notes and distributions to BioMed Realty, L.P. s unitholders and BioMed Realty Trust, Inc. s stockholders. In addition, if we need to repay existing debt during a period of rising interest rates, we could be required to liquidate one or more of our investments in properties at times that may not permit realization of the maximum return on such investments.

Risks Related to Our Organizational Structure

BioMed Realty Trust, Inc. s board of directors may amend our investing and financing policies in a manner that could increase the risk we default under our debt obligations or that could harm our business and results of operations.

BioMed Realty Trust, Inc. s board of directors has adopted a policy of targeting our indebtedness at approximately 50% of our total asset book value. However, our organizational documents do not limit the amount or percentage of debt that we may incur, nor do they limit the types of properties we may acquire or develop. BioMed Realty Trust, Inc. s board of directors may alter or eliminate our current policy on borrowing or investing at any time without stockholder approval. Changes in our strategy or in our investment or leverage policies could expose us to greater credit risk and interest rate risk and could also result in a more leveraged balance sheet. These factors could result in an increase in our debt service and could adversely affect our cash flow and our ability to make payments with respect to the notes or distributions to BioMed Realty, L.P. s unitholders or BioMed Realty Trust, Inc. s stockholders. Higher leverage also increases the risk we could default on our debt.

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We may invest in properties with other entities, and our lack of sole decision-making authority or reliance on a co-venturer s financial condition could make these joint venture investments risky.

We have in the past and may continue in the future to co-invest with third parties through partnerships, joint ventures or other entities. We may acquire non-controlling interests or share responsibility for managing the affairs of a property, partnership, joint venture or other entity. In such events, we would not be in a position to exercise sole decision-making authority regarding the property or entity. Investments in entities may, under certain circumstances, involve risks not present were a third party not involved. These risks include the possibility that partners or co-venturers:

might become bankrupt or fail to fund their share of required capital contributions,

may have economic or other business interests or goals that are inconsistent with our business interests or goals, and

may be in a position to take actions contrary to our policies or objectives.

Such investments may also have the potential risk of impasses on decisions, such as a sale, because neither we nor the partner or co-venturer would have full control over the partnership or joint venture. Disputes between us and partners or co-venturers may result in litigation or arbitration that would increase our expenses and prevent our officers and/or directors from focusing their time and effort on our business. In addition, we may in certain circumstances be liable for the actions of our third-party partners or co-venturers if:

we structure a joint venture or conduct business in a manner that is deemed to be a general partnership with a third party, in which case we could be liable for the acts of that third party,

third-party managers incur debt or other liabilities on behalf of a joint venture which the joint venture is unable to pay, and the joint venture agreement provides for capital calls, in which case we could be liable to make contributions as set forth in any such joint venture agreement, or

we agree to cross-default provisions or to cross-collateralize our properties with the properties in a joint venture, in which case we could face liability if there is a default relating to those properties in the joint venture or the obligations relating to those properties.

We have investments in joint ventures with PREI, which were formed in the second quarter of 2007. While we, as managing member, are authorized to carry out the day-to-day management of the business and affairs of the PREI joint ventures, PREI s prior written consent is required for certain decisions, including decisions relating to financing, budgeting and the sale or pledge of interests in the properties owned by the PREI joint ventures.

In addition, each of the PREI operating agreements includes a put/call option whereby either member can cause the limited liability company to sell certain properties in which it holds leasehold interests to us at any time after the fifth anniversary and before the seventh anniversary of the acquisition date. The put/call option may be exercised at a time we do not deem favorable for financial or other reasons, including the availability of cash at such time and the impact of tax consequences resulting from any sale.

Risks Related to BioMed Realty Trust, Inc. s REIT Status

BioMed Realty Trust, Inc. s failure to qualify as a REIT under the Code would result in significant adverse tax consequences to us and would adversely affect our business.

We believe that we have operated and intend to continue operating in a manner intended to allow BioMed Realty Trust, Inc. to qualify as a REIT for federal income tax purposes under the Internal Revenue Code of 1986, as amended, or the Code. Qualification as a REIT involves the application of highly technical and complex Code provisions for which there are only limited judicial and administrative interpretations. The fact that we hold substantially all of our assets through our operating partnership further complicates the application of the REIT requirements. Even a seemingly minor technical or inadvertent mistake could jeopardize BioMed Realty Trust, Inc. s REIT status. BioMed Realty Trust, Inc. s REIT status depends upon various factual matters and circumstances that may not be entirely within our control. For example, in order for BioMed Realty Trust, Inc. to qualify as a REIT, at least 95% of our gross income in any year must be derived from qualifying sources, and we must satisfy a number of requirements regarding the composition of our assets. Also, BioMed Realty Trust, Inc. must make distributions to stockholders aggregating annually at least 90% of BioMed Realty Trust, Inc. s REIT taxable income, excluding capital gains. In addition, new legislation, regulations, administrative interpretations or court decisions, each of which could have retroactive effect, may make it more difficult or impossible for BioMed Realty Trust, Inc. to qualify as a REIT, or could reduce the desirability of an investment in a REIT relative to other investments. We have not requested and do not plan to request a ruling from the IRS that BioMed Realty Trust, Inc. qualifies as a REIT, and the statements in this report are not binding on the IRS or any court. Accordingly, we cannot be certain that BioMed Realty Trust, Inc. has qualified or will continue to qualify as a REIT.

If BioMed Realty Trust, Inc. fails to qualify as a REIT in any taxable year, we will face serious adverse tax consequences that would substantially reduce the funds available to make payments of principal and interest on the debt securities we issue and for distribution to BioMed Realty Trust, Inc. s stockholders. If BioMed Realty Trust, Inc. fails to qualify as a REIT:

we would not be allowed to deduct distributions to stockholders in computing our taxable income and would be subject to federal income tax at regular corporate rates,

we could also be subject to the federal alternative minimum tax and possibly increased state and local taxes, and

unless we are entitled to relief under applicable statutory provisions, BioMed Realty Trust, Inc. could not elect to be taxed as a REIT for four taxable years following the year in which BioMed Realty Trust, Inc. was disqualified.

In addition, if BioMed Realty Trust, Inc. fails to qualify as a REIT, we will not be required to make distributions to stockholders; however, all distributions to BioMed Realty Trust, Inc. s stockholders would be subject to tax as qualifying corporate dividends to the extent of our current and accumulated earnings and profits. As a result of all these factors, BioMed Realty Trust, Inc. s failure to qualify as a REIT could impair our ability to expand our business and raise capital and would adversely affect the value of BioMed Realty Trust, Inc. s common stock and preferred stock.

To maintain BioMed Realty Trust, Inc. s REIT status, we may be forced to borrow funds during unfavorable market conditions to make distributions to BioMed Realty Trust, Inc. s stockholders.

For BioMed Realty Trust, Inc. to qualify as a REIT, we generally must distribute to BioMed Realty Trust, Inc. s stockholders at least 90% of our REIT taxable income each year, determined by excluding any net capital gain, and we will be subject to regular corporate income taxes to the extent that we distribute less than 100% of our REIT taxable income each year. In addition, we will be subject to a 4% nondeductible excise tax on the amount, if any, by which distributions paid by us in any calendar year are less than the sum of 85% of our ordinary income, 95% of our capital gain net income and 100% of our undistributed income from prior years. For distributions with respect to taxable years ending on or before December 31, 2011, recent IRS guidance allows us to satisfy up to 90% of these requirements through the distribution of shares of BioMed Realty Trust, Inc. s common stock, provided certain conditions are met. To maintain BioMed Realty Trust, Inc. s REIT status and avoid the payment of income and excise taxes we may need to borrow funds to meet the REIT distribution requirements. These borrowing needs could result from:

differences in timing between the actual receipt of cash and inclusion of income for federal income tax purposes,

the effect of non-deductible capital expenditures,

the creation of reserves, or

required debt or amortization payments.

We may need to borrow funds at times when the then-prevailing market conditions are not favorable for borrowing. These borrowings could increase our costs or reduce our equity and adversely affect the value of BioMed Realty Trust, Inc. s common stock or preferred stock.

To maintain BioMed Realty Trust, Inc. s REIT status, we may be forced to forego otherwise attractive opportunities.

For BioMed Realty Trust, Inc. to qualify as a REIT, we must satisfy tests concerning, among other things, the sources of our income, the nature and diversification of our assets, the amounts we distribute to BioMed Realty Trust, Inc. s stockholders and the ownership of BioMed Realty Trust, Inc. s stock. We may be required to make distributions to BioMed Realty Trust, Inc. s stockholders at times when it would be more advantageous to reinvest cash in our business or when we do not have funds readily available for distribution. Thus, compliance with the REIT requirements may hinder our ability to operate solely on the basis of maximizing profits.

Risks Related to this Offering

If you do not exchange your private notes pursuant to this exchange offer, you may not be able to sell your notes.

It may be difficult for you to sell private notes that are not exchanged in the exchange offer. Those private notes may not be offered or sold unless they are registered or there are exemptions from the registration requirements under the Securities Act and applicable state securities laws.

If you do not tender your private notes or if we do not accept some of your private notes, those notes will continue to be subject to the transfer and exchange restrictions in:

- the indenture;
- the legend on the private notes; and
- the offering memorandum relating to the private notes.

The restrictions on transfer of your private notes arise because we issued the private notes pursuant to an exemption from the registration requirements of the Securities Act and applicable state securities laws. In general, you may only offer or sell the private notes if they are registered under the Securities Act and applicable state securities laws, or offered and sold pursuant to an exemption from such requirements. We do not intend to register the private notes under the Securities Act. To the extent private notes are tendered and accepted in the exchange offer, the trading market, if any, for untendered private notes would be adversely affected.

If the procedures for tendering your private notes in this exchange offer are not followed, you may not receive exchange notes in exchange for your private notes.

We will issue the exchange notes in exchange for your private notes only if you tender the private notes and deliver a properly completed and duly executed letter of transmittal and other required documents before expiration of the exchange offer. You should allow sufficient time to ensure timely delivery of the necessary documents. Neither the Exchange Agent nor we are under any duty to give notification of defects or irregularities with respect to the tenders of private notes for exchange. If you are the beneficial holder of private notes that are registered in the name of your broker, dealer, commercial bank, trust company or other nominee, and you wish to tender private notes in the exchange offer, you should promptly contact the person in whose name your private notes are registered and instruct that person to tender your private notes on your behalf.

The effective subordination of the notes may limit our ability to satisfy our obligations under the notes.

The notes will be senior unsecured obligations of BioMed Realty, L.P. and will rank equally in right of payment with each other and with all of the other senior unsecured indebtedness of BioMed Realty, L.P. However, the notes will be effectively subordinated to all of the existing and future secured indebtedness of BioMed Realty, L.P., to the extent of the value of the collateral securing such indebtedness. The indenture governing the notes places limitations on our ability to incur secured indebtedness, but does not prohibit us from incurring secured indebtedness in the future. Consequently, in the event of a bankruptcy, liquidation, dissolution, reorganization or similar proceeding with respect to us, the holders of any secured indebtedness will be entitled to proceed directly against the collateral that secures such indebtedness. Therefore, such collateral will not be available for satisfaction of any amounts owed under our unsecured indebtedness, including the notes, until such secured indebtedness is satisfied in full. As of June 30, 2010, BioMed Realty, L.P. had $658.8 million of secured indebtedness and $372.4 million of senior unsecured indebtedness (excluding trade payables, distributions payable, accrued expenses and committed letters of credit and the $250.0 million principal amount of the notes).

The notes also will be effectively subordinated to all existing and future unsecured and secured liabilities and preferred equity of the subsidiaries of BioMed Realty, L.P. In the event of a bankruptcy, liquidation, dissolution, reorganization or similar proceeding with respect to any such subsidiary, BioMed Realty, L.P., as an equity owner of such subsidiary, and therefore holders of its debt, including the notes, will be subject to the prior claims of such subsidiary s creditors, including trade creditors, and preferred equity holders. The entire balance of $658.8 million of secured indebtedness BioMed Realty, L.P. had as of June 30, 2010, was attributable to indebtedness of its subsidiaries.

We may not be able to generate sufficient cash flow to meet our debt service obligations.

Our ability to make payments on and to refinance our indebtedness, including the notes, and to fund our operations, working capital and capital expenditures, depends on our ability to generate cash in the future. To a certain extent, our cash flow is subject to general economic, industry, financial, competitive, operating, legislative, regulatory and other factors, many of which are beyond our control.

Holders of our currently outstanding Exchangeable Notes have the right to require us to repurchase such Exchangeable Notes for cash on specified dates or upon the occurrence of designated events. In addition, with respect to the Notes due 2026, we are required under certain circumstances to settle exchanges of such Notes due 2026 in cash up to the aggregate principal amount of such Notes due 2026. Any of our future debt agreements or securities may contain similar provisions. We may not have sufficient funds to make the required repurchase or settlement of such Exchangeable Notes in cash at the applicable time and, in such circumstances, may not be able to arrange the necessary financing on favorable terms, or at all. In addition, our ability to make the required repurchase or settlement may be limited by law or the terms of other debt agreements or securities. However, our failure to make the required repurchase or settlement of the Exchangeable Notes would constitute an event of default under the applicable indentures which, in turn, could constitute an event of default under other debt agreements, thereby resulting in their acceleration and required prepayment and further restricting our ability to make such payments and repurchases.

We cannot assure you that our business will generate sufficient cash flow from operations or that future sources of cash will be available to us in an amount sufficient to enable us to pay amounts due on our indebtedness, including the notes, or to fund our other liquidity needs. Additionally, if we incur additional indebtedness in connection with future acquisitions or development projects or for any other purpose, our debt service obligations could increase.

We may need to refinance all or a portion of our indebtedness, including the notes, on or before maturity. Our ability to refinance our indebtedness or obtain additional financing will depend on, among other things:

- our financial condition and market conditions at the time; and

- restrictions in the agreements governing our indebtedness.

As a result, we may not be able to refinance any of our indebtedness, including the notes, on commercially reasonable terms, or at all. If we do not generate sufficient cash flow from operations, and additional borrowings or refinancings or proceeds of asset sales or other sources of cash are not available to us, we may not have sufficient cash to enable us to meet all of our obligations, including payments on the notes. Accordingly, if we cannot service our indebtedness, we may have to take actions such as seeking additional equity or delaying capital expenditures, or strategic acquisitions and alliances, any of which could have a material adverse effect on our operations. We cannot assure you that we will be able to effect any of these actions on commercially reasonable terms, or at all.

BioMed Realty Trust, Inc. has no significant operations and no material assets, other than its investment in BioMed Realty, L.P.

The notes will be fully and unconditionally guaranteed by BioMed Realty Trust, Inc. However, BioMed Realty Trust, Inc. has no significant operations and no material assets, other than its investment in BioMed Realty, L.P. Furthermore, BioMed Realty Trust, Inc. s guarantee of the notes will be effectively subordinated to all existing and future unsecured and secured liabilities and preferred equity of its subsidiaries (including BioMed Realty, L.P. and any entity BioMed Realty Trust, Inc. accounts for under the equity method of accounting). As of June 30, 2010, the total indebtedness of BioMed Realty Trust, Inc. s subsidiaries, including BioMed Realty, L.P., was approximately $1.3 billion (excluding trade payables, distributions payable, accrued expenses and committed letters of credit).

There is currently no trading market for the notes, and an active liquid trading market for the notes may not develop or, if it develops, may not be maintained or be liquid. The failure of an active liquid trading market for the notes to develop or be maintained is likely to adversely affect the market price and liquidity of the notes.

The notes are a new issue of securities, and there is currently no existing trading market for the notes. We do not intend to apply for listing of the notes on any securities exchange or for quotation of the notes on any automated dealer quotation system. Although the initial purchasers of the notes advised us that they intend to make a market in the notes, they are not obligated to do so and may discontinue any market-making at any time without notice. Accordingly, an active trading market may not develop for the notes and, even if one develops, may not be maintained. If an active trading market for the notes does not develop or is not maintained, the market price and liquidity of the notes is likely to be adversely affected, and holders may not be able to sell their notes at desired times and prices or at all. If any of the notes are traded after their purchase, they may trade at a discount from their purchase price.

The liquidity of the trading market, if any, and future trading prices of the notes will depend on many factors, including, among other things, prevailing interest rates, the financial condition, results of operations, business, prospects and credit quality of BioMed Realty, L.P., BioMed Realty Trust, Inc. and our subsidiaries, and other comparable entities, the market for similar securities and the overall securities market, and may be adversely affected by unfavorable changes in any of these factors, some of which are beyond our control.

The indenture governing the notes contains restrictive covenants that limit our operating flexibility.

The indenture governing the notes contains financial and operating covenants that, among other things, restrict our ability to take specific actions, even if we believe them to be in our best interest, including restrictions on our ability to:

consummate a merger, consolidation or sale of all or substantially all of our assets; and

incur additional secured and unsecured indebtedness.

In addition, the credit agreement governing our unsecured line of credit requires us to meet specified financial covenants relating to a minimum amount of net worth, fixed charge coverage, unsecured debt service coverage, the maximum amount of secured and secured recourse indebtedness, leverage ratio and certain investment limitations. These covenants may restrict our ability to expand or fully pursue our business strategies. Our ability to comply with these and other provisions of the indenture governing the notes and our credit agreement may be affected by changes in our operating and financial performance, changes in general business and economic conditions, adverse regulatory developments or other events adversely impacting us. The breach of any of these covenants, including those contained in our credit agreement and the indenture governing the notes, could result in a default under our indebtedness, which could cause those and other obligations to become due and payable. If any of our indebtedness is accelerated, we may not be able to repay it.

Despite our substantial indebtedness, we may still incur significantly more debt, which could exacerbate any or all of the risks related to our indebtedness, including our inability to pay the principal of or interest on the notes.

We may be able to incur substantial additional indebtedness in the future. The indentures governing the Exchangeable Notes do not limit our ability or that of our subsidiaries to incur additional debt. Although the credit agreement governing our unsecured line of credit and indenture governing the notes limit our ability to incur additional indebtedness, these restrictions are subject to a number of qualifications and exceptions and, under certain circumstances, debt incurred in compliance with these restrictions could be substantial. To the extent that we or our subsidiaries incur additional indebtedness or other such obligations, we may face additional risks associated with our indebtedness, including our possible inability to pay the principal of or interest on the notes.

Federal and state statutes allow courts, under specific circumstances, to void guarantees and require holders of notes to return payments received from guarantors.

Under the federal bankruptcy law and comparable provisions of state fraudulent transfer laws, a guarantee, such as the guarantee provided by BioMed Realty Trust, Inc., could be voided, or claims in respect of a guarantee could be subordinated to all other debts of that guarantor if, among other things, the guarantor, at the time it incurred the indebtedness evidenced by its guarantee:

received less than reasonably equivalent value or fair consideration for the incurrence of the guarantee;

was insolvent or rendered insolvent by reason of the incurrence of the guarantee;

was engaged in a business or transaction for which the guarantor s remaining assets constituted unreasonably small capital; or

intended to incur, or believed that it would incur, debts beyond its ability to pay those debts as they mature.

In addition, any payment by that guarantor pursuant to its guarantee could be voided and required to be returned to the guarantor, or to a fund for the benefit of the creditors of the guarantor. The measures of insolvency for purposes of these fraudulent transfer laws will vary depending upon the law applied in any proceeding to determine whether a fraudulent transfer has occurred. Generally, however, a guarantor would be considered insolvent if:

the sum of its debts, including contingent liabilities, was greater than the fair saleable value of all of its assets;

- the present fair saleable value of its assets was less than the amount that would be required to pay its probable liability on its existing debts, including contingent liabilities, as they became absolute and mature; or

- it could not pay its debts as they become due.

The court might also void such guarantee, without regard to the above factors, if it found that a guarantor entered into its guarantee with actual or deemed intent to hinder, delay, or defraud its creditors.

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A court would likely find that a guarantor did not receive reasonably equivalent value or fair consideration for its guarantee unless it benefited directly or indirectly from the issuance of the notes. If a court voided such guarantee, holders of the notes would no longer have a claim against such guarantor or the benefit of the assets of such guarantor constituting collateral that purportedly secured such guarantee. In addition, the court might direct holders of the notes to repay any amounts already received from a guarantor. If the court were to void BioMed Realty Trust, Inc. s guarantee, we cannot assure you that funds would be available to pay the notes from any of our subsidiaries or from any other source.

An increase in interest rates could result in a decrease in the relative value of the notes.

In general, as market interest rates rise, notes bearing interest at a fixed rate generally decline in value because the premium, if any, over market interest rates will decline. Consequently, if you invest in these notes and market interest rates increase, the market value of your notes may decline. We cannot predict the future level of market interest rates.

FORWARD-LOOKING STATEMENTS

This prospectus contains forward-looking statements within the meaning of the federal securities laws. In particular, statements pertaining to our capital resources, portfolio performance and results of operations contain forward-looking statements. Likewise, our statements regarding anticipated growth in our funds from operations and anticipated market conditions, demographics and results of operations are forward-looking statements. Forward-looking statements involve numerous risks and uncertainties, and you should not rely on them as predictions of future events. Forward-looking statements depend on assumptions, data or methods which may be incorrect or imprecise, and we may not be able to realize them. We do not guarantee that the transactions and events described will happen as described (or that they will happen at all). You can identify forward-looking statements by the use of forward-looking terminology such as believes , expects , may , will , should , seeks , approximately , intends forma , estimates or anticipates or the negative of these words and phrases or similar words or phrases. You can also identify forward-looking statements by discussions of strategy, plans or intentions. The following factors, among others, could cause actual results and future events to differ materially from those set forth or contemplated in the forward-looking statements:

- adverse economic or real estate developments in the life science industry or in our target markets, including the inability of our tenants to obtain funding to run their businesses;
- our dependence upon significant tenants;
- our failure to obtain necessary outside financing on favorable terms or at all, including the continued availability of our unsecured line of credit;
- general economic conditions, including downturns in the national and local economies;
- volatility in financial and securities markets;
- defaults on or non-renewal of leases by tenants;
- our inability to compete effectively;
- increased interest rates and operating costs;
- our inability to successfully complete real estate acquisitions, developments and dispositions;
- risks and uncertainties affecting property development and construction;
- our failure to successfully operate acquired properties and operations;
- reductions in asset valuations and related impairment charges;
- the loss of services of one or more of our executive officers;
- BioMed Realty Trust, Inc. s failure to qualify or continue to qualify as a REIT;
- our failure to maintain our investment grade credit ratings with the rating agencies;
- government approvals, actions and initiatives, including the need for compliance with environmental requirements;

- the effects of earthquakes and other natural disasters;
- lack of or insufficient amounts of insurance; and
- changes in real estate, zoning and other laws and increases in real property tax rates.

While forward-looking statements reflect our good faith beliefs, they are not guarantees of future performance. We disclaim any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. For a further discussion of these and other factors that could impact our future results, performance or transactions, see the section of this prospectus above entitled Risk Factors and the risks incorporated herein from our most recent Annual Report on Form 10-K and our subsequent quarterly reports on Form 10-Q, as updated by our future filings under the Exchange Act.

THE EXCHANGE OFFER

Purpose of the Exchange Offer

On April 29, 2010, our operating partnership issued $250.0 million of the private notes to Wells Fargo Securities, LLC, Credit Suisse Securities (USA) LLC, Deutsche Bank Securities Inc., KeyBanc Capital Markets Inc., Morgan Stanley & Co. Incorporated, Raymond James & Associates, Inc., RBC Capital Markets Corporation, RBS Securities Inc., UBS Securities LLC and U.S. Bancorp Investments, Inc., the initial purchasers, pursuant to a purchase agreement. The initial purchasers subsequently sold the private notes to qualified institutional buyers, as defined in Rule 144A under the Securities Act, in reliance on Rule 144A, and outside the United States under Regulation S of the Securities Act. As a condition to the sale of the private notes, we entered into a registration rights agreement with the representatives of the initial purchasers on April 29, 2010. Pursuant to the registration rights agreement, we agreed that we would:

(1) use commercially reasonable efforts to file an exchange offer registration statement with the SEC on or prior to October 26, 2010;

(2) use commercially reasonable efforts to cause the exchange offer registration statement to become effective on or prior to December 25, 2010;

(3) use commercially reasonable efforts to cause the exchange offer to be consummated within 60 days after the exchange offer registration statement is declared effective; and

(4) in some circumstances, file a shelf registration statement providing for the sale of the private notes by the holders thereof.

Upon the effectiveness of the exchange offer registration statement, we will offer the exchange notes in exchange for the private notes. A copy of the registration rights agreement is incorporated by reference as an exhibit to the registration statement of which this prospectus forms a part.

Resale of the Exchange Notes

Based upon an interpretation by the staff of the SEC contained in no-action letters issued to third parties, we believe that you may exchange private notes for exchange notes in the ordinary course of business. For further information on the SEC s position, see *Exxon Capital Holdings Corporation*, available May 13, 1988, *Morgan Stanley & Co. Incorporated*, available June 5, 1991, and *Shearman & Sterling*, available July 2, 1993, and other interpretive letters to similar effect. You will be allowed to resell exchange notes to the public without further registration under the Securities Act and without delivering to purchasers of the exchange notes a prospectus that satisfies the requirements of Section 10 of the Securities Act so long as you do not participate, do not intend to participate, and have no arrangement or understanding with any person to participate, in a distribution of the exchange notes. However, the foregoing does not apply to you if you are: a broker-dealer who purchased the exchange notes directly from us to resell pursuant to Rule 144A or any other available exemption under the Securities Act; or you are an affiliate of ours within the meaning of Rule 405 under the Securities Act.

In addition, if you are a broker-dealer, or you acquire exchange notes in the exchange offer for the purpose of distributing or participating in the distribution of the exchange notes, you cannot rely on the position of the staff of the SEC contained in the no-action letters mentioned above or other interpretive letters to similar effect and must comply with the registration and prospectus delivery requirements of the Securities Act in connection with any resale transaction, unless an exemption from registration is otherwise available.

Each broker-dealer that receives exchange notes for its own account in exchange for private notes, which the broker-dealer acquired as a result of market-making activities or other trading activities, must acknowledge that it will deliver a prospectus in connection with any resale of the exchange notes. By delivering a prospectus, a broker-dealer may be deemed to be an underwriter within the meaning of the Securities Act. A broker-dealer may use this prospectus, as it may be amended or supplemented from time to time, in connection with resales of exchange notes received in exchange for private notes which the broker-dealer acquired as a result of market-making or other trading activities.

Terms of the Exchange Offer

Upon the terms and subject to the conditions described in this prospectus and in the accompanying letter of transmittal, which together constitute the exchange offer, we will accept any and all private notes validly tendered and not withdrawn before the expiration date. We will issue $1,000 principal amount of exchange notes in exchange for each $1,000 principal amount of outstanding private notes surrendered pursuant to the exchange offer. You may tender private notes only in integral multiples of $1,000.

The form and terms of the exchange notes are the same as the form and terms of the private notes except that:

- we will register the exchange notes under the Securities Act and, therefore, the exchange notes will not bear legends restricting their transfer; and

- holders of the exchange notes will not be entitled to any of the rights of holders of private notes under the registration rights agreement, which rights will terminate upon the completion of the exchange offer.

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The exchange notes will evidence the same debt as the private notes and will be issued under the same indenture, so the exchange notes and the private notes will be treated as a single class of debt securities under the indenture.

As of the date of this prospectus, $250.0 million in aggregate principal amount of the private notes are outstanding and registered in the name of Cede & Co., as nominee for DTC. Only registered holders of the private notes, or their legal representative or attorney-in-fact, as reflected on the records of the trustee under the indenture, may participate in the exchange offer. We will not set a fixed record date for determining registered holders of the private notes entitled to participate in the exchange offer.

You do not have any appraisal or dissenters rights under the indenture in connection with the exchange offer. We intend to conduct the exchange offer in accordance with the provisions of the registration rights agreement and the applicable requirements of the Securities Act, the Exchange Act and the rules and regulations of the SEC.

We will be deemed to have accepted validly tendered private notes when, as and if we have given written notice of acceptance to the Exchange Agent. The Exchange Agent will act as your agent for the purposes of receiving the exchange notes from us.

If you tender private notes in the exchange offer you will not be required to pay brokerage commissions or fees with respect to the exchange of private notes pursuant to the exchange offer. We will pay all charges and expenses, other than the applicable taxes described below, in connection with the exchange offer.

Expiration Date; Extensions; Amendments

The term expiration date will mean 5:00 p.m., New York City time on , 2010 (the 21st business day following commencement of the exchange offer), unless we, in our sole discretion, extend the exchange offer, in which case the term expiration date will mean the latest date and time to which we extend the exchange offer.

To extend the exchange offer, we will notify the Exchange Agent and each registered holder of any extension in writing by a press release or other public announcement before 9:00 a.m., New York City time, on the next business day after the previously scheduled expiration date. The notice of extension will disclose the aggregate principal amount of the private notes that have been tendered as of the date of such notice.

We reserve the right, in our reasonable discretion:

to delay accepting any private notes due to an extension of the exchange offer; or

if any conditions listed below under Conditions are not satisfied, to terminate the exchange offer,

in each case by written notice of the delay, extension or termination to the Exchange Agent and by press release or other public announcement.

We will follow any delay in acceptance, extension or termination as promptly as practicable by written notice to the registered holders by a press release or other public announcement. If we amend the exchange offer in a manner we determine constitutes a material change, we will promptly disclose the amendment in a prospectus supplement that we will distribute to the registered holders. We will also extend the exchange offer for a period of five to ten business days, depending upon the significance of the amendment and the manner of disclosure, if the exchange offer would otherwise expire during the five to ten business day period.

Interest on the Exchange Notes

The exchange notes will bear interest at the same rate and on the same terms as the private notes. Consequently, the exchange notes will bear interest at a rate equal to 6.125% per year (calculated using a 360-day year). Interest will be payable on the exchange notes semi-annually on each April 15 and October 15.

Interest on the exchange notes will accrue from the last interest payment date on which interest was paid on the private notes or, if no interest has been paid on the private notes, from the date of initial issuance of the private notes. We will deem the right to receive any interest accrued but unpaid on the private notes waived by you if we accept your private notes for exchange.

Procedures for Tendering

Valid Tender

Except as described below, a tendering holder must, prior to the expiration date, transmit to U.S. Bank National Association, the Exchange Agent, at the address listed under the heading Exchange Agent :

a properly completed and duly executed letter of transmittal, including all other documents required by the letter of transmittal; or

if the private notes are tendered in accordance with the book-entry procedures listed below, an agent s message.

In addition, a tendering holder must:

- deliver certificates, if any, for the private notes to the Exchange Agent at or before the expiration date; or

- deliver a timely confirmation of book-entry transfer of the private notes into the Exchange Agent s account at DTC, the book-entry transfer facility, along with the letter of transmittal or an agent s message; or

- comply with the guaranteed delivery procedures described below.

The term agent s message means a message, transmitted by DTC to and received by the Exchange Agent and forming a part of a book-entry confirmation, that states that DTC has received an express acknowledgment that the tendering holder agrees to be bound by the letter of transmittal and that we may enforce the letter of transmittal against this holder.

If the letter of transmittal is signed by a person other than the registered holder of private notes, the letter of transmittal must be accompanied by a written instrument of transfer or exchange in satisfactory form duly executed by the registered holder with the signature guaranteed by an eligible institution. The private notes must be endorsed or accompanied by appropriate powers of attorney. In either case, the private notes must be signed exactly as the name of any registered holder appears on the private notes.

If the letter of transmittal or any private notes or powers of attorney are signed by trustees, executors, administrators, guardians, attorneys-in-fact, officers of corporations or others acting in a fiduciary or representative capacity, these persons should so indicate when signing. Unless waived by us, proper evidence satisfactory to us of their authority to so act must be submitted.

By tendering private notes pursuant to the exchange offer, each holder will represent to us that, among other things, the exchange notes are being acquired in the ordinary course of business of the person receiving the exchange notes, whether or not that person is the holder, and neither the holder nor the other person has any arrangement or understanding with any person to participate in the distribution of the exchange notes. In the case of a holder that is not a broker-dealer, that holder, by tendering private notes pursuant to the exchange offer, will also represent to us that the holder is not engaged in and does not intend to engage in a distribution of the exchange notes.

The method of delivery of private notes, letters of transmittal and all other required documents is at your election and risk. If the delivery is by mail, we recommend that you use registered mail, properly insured, with return receipt requested. In all cases, you should allow sufficient time to assure timely delivery. You should not send letters of transmittal or private notes to us.

If you are a beneficial owner whose private notes are registered in the name of a broker, dealer, commercial bank, trust company or other nominee, and wish to tender, you should promptly instruct the registered holder to tender on your behalf. Any registered holder that is a participant in DTC s book-entry transfer facility system may make book-entry delivery of the private notes by causing DTC to transfer the private notes into the Exchange Agent s account, including by means of DTC s Automated Tender Offer Program.

Signature Guarantees

Signatures on a letter of transmittal or a notice of withdrawal must be guaranteed, unless the private notes surrendered for exchange are tendered:

- by a registered holder of the private notes who has not completed the box entitled Special Issuance Instructions or Special Delivery Instructions on the letter of transmittal; or

- for the account of an eligible institution.

If signatures on a letter of transmittal or a notice of withdrawal are required to be guaranteed, the guarantees must be by an eligible institution. An eligible institution is an eligible guarantor institution meeting the requirements of the registrar for the notes, which requirements include membership or participation in the Security Transfer Agent Medallion Program, or STAMP, or such other signature guarantee program as may be determined by the registrar for the notes in addition to, or in substitution for, STAMP, all in accordance with the Exchange Act.

Book-Entry Transfer

The Exchange Agent will make a request to establish an account for the private notes at DTC for purposes of the exchange offer within two business days after the date of this prospectus. Any financial institution that is a participant in DTC s systems must make book-entry delivery of private notes by causing DTC to transfer those private notes into the Exchange Agent s account at DTC in accordance with DTC s procedure for transfer. The participant should transmit its acceptance to DTC at or prior to the expiration date or comply with the guaranteed delivery procedures described below. DTC will verify this acceptance, execute a book-entry transfer of the tendered private notes into the Exchange Agent s account at DTC and then send to the Exchange Agent confirmation of this book-entry transfer. The confirmation of this book-entry transfer will include an agent s message confirming that DTC has received an express acknowledgment from this participant that this participant has received and agrees to be bound by the letter of transmittal and that we may enforce the letter of transmittal against this participant.

Delivery of exchange notes issued in the exchange offer may be effected through book-entry transfer at DTC. However, the letter of transmittal or facsimile of it or an agent s message, with any required signature guarantees and any other required documents, must:

- be transmitted to and received by the Exchange Agent at the address listed under Exchange Agent at or prior to the expiration date; or

- comply with the guaranteed delivery procedures described below.

Delivery of documents to DTC in accordance with DTC s procedures does not constitute delivery to the Exchange Agent.

Guaranteed Delivery

If a registered holder of private notes desires to tender the private notes, and the private notes are not immediately available, or time will not permit the holder s private notes or other required documents to reach the Exchange Agent before the expiration date, or the procedure for book-entry transfer described above cannot be completed on a timely basis, a tender may nonetheless be made if:

- the tender is made through an eligible institution;

- prior to the expiration date, the Exchange Agent received from an eligible institution a properly completed and duly executed notice of guaranteed delivery, substantially in the form provided by us, by facsimile transmission, mail or hand delivery:

  1. stating the name and address of the holder of private notes and the amount of private notes tendered;

  2. stating that the tender is being made; and

  3. guaranteeing that within three New York Stock Exchange trading days after the expiration date, the certificates for all physically tendered private notes, in proper form for transfer, or a book-entry confirmation, as the case may be, and a properly completed and duly executed letter of transmittal, or an agent s message, and any other documents required by the letter of transmittal will be deposited by the eligible institution with the exchange agent; and

- the certificates for all physically tendered private notes, in proper form for transfer, or a book-entry confirmation, as the case may be, and a properly completed and duly executed letter of transmittal, or any agent s message, and all other documents required by the letter of transmittal, are received by the Exchange Agent within three New York Stock Exchange trading days after the expiration date.

Determination of Validity

We will determine in our sole discretion all questions as to the validity, form and eligibility of private notes tendered for exchange. This discretion extends to the determination of all questions concerning the time of receipt, acceptance and withdrawal of tendered private notes. These determinations will be final and binding. We reserve the absolute right to reject any and all private notes not properly tendered or any private notes our acceptance of which would, in the opinion of our counsel, be unlawful. We also reserve the right to waive any defects, irregularities or conditions of tender as to any particular private note either before or after the expiration date, including the right to waive the ineligibility of any tendering holder. Our interpretation of the terms and conditions of the exchange offer as to any particular private note either before or after the expiration date, including the letter of transmittal and the instructions to the letter of transmittal, shall be final and binding on all parties. Unless waived, you must cure any defects or irregularities with respect to tenders of private notes within the time we determine. Although we intend to notify you of defects or irregularities with respect to tenders of private notes, neither we, the Exchange Agent nor any other person will incur any liability for failure to give you that notification. Unless waived, we will not deem tenders of private notes to have been made until you cure any defects or irregularities.

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Other Rights

While we have no present plan to acquire any private notes that are not tendered in the exchange offer or to file a registration statement to permit resales of any private notes that are not tendered in the exchange offer, we reserve the right in our sole discretion to purchase or make offers for any private notes that remain outstanding after the expiration date. We also reserve the right to terminate the exchange offer, as described below under Conditions, and, to the extent permitted by applicable law, purchase private notes in the open market, in privately negotiated transactions or otherwise. The terms of any of those purchases or offers could differ from the terms of the exchange offer.

Acceptance of Private Notes for Exchange; Issuance of Exchange Notes

Upon the terms and subject to the conditions of the exchange offer, we will accept, promptly after the expiration date, all private notes properly tendered. We will issue the exchange notes promptly after acceptance of the private notes. For purposes of the exchange offer, we will be deemed to have accepted properly tendered private notes for exchange when, as and if we have given oral or written notice to the Exchange Agent, with prompt written confirmation of any oral notice.

In all cases, issuance of exchange notes for private notes will be made only after timely receipt by the Exchange Agent of:

- certificates for the private notes, or a timely book-entry confirmation of the private notes, into the Exchange Agent s account at the book-entry transfer facility;
- a properly completed and duly executed letter of transmittal or an agent s message; and
- all other required documents.

For each private note accepted for exchange, the holder of the private note will receive an exchange note having a principal amount equal to that of the surrendered private note.

Return of Notes

Unaccepted or non-exchanged private notes will be returned without expense to the tendering holder of the private notes. In the case of private notes tendered by book-entry transfer in accordance with the book-entry procedures described above, the non-exchanged private notes will be credited to an account maintained with DTC as promptly as practicable after the expiration or termination of the exchange offer.

Withdrawal of Tenders

Except as otherwise provided in this prospectus, you may withdraw tenders of private notes at any time before 5:00 p.m., New York City time, on the expiration date.

For a withdrawal to be effective, the Exchange Agent must receive a written notice of withdrawal at the address or, in the case of eligible institutions, at the facsimile number, indicated under Exchange Agent before the expiration date. Any notice of withdrawal must:

- specify the name of the person, referred to as the depositor, having tendered the private notes to be withdrawn;
- identify the private notes to be withdrawn, including the certificate number or numbers and principal amount of the private notes;
- contain a statement that the holder is withdrawing its election to have the private notes exchanged;
- be signed by the holder in the same manner as the original signature on the letter of transmittal by which the private notes were tendered, including any required signature guarantees, or be accompanied by documents of transfer to have the trustee with respect to the private notes register the transfer of the private notes in the name of the person withdrawing the tender; and
- specify the name in which the private notes are registered, if different from that of the depositor.

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If certificates for private notes have been delivered or otherwise identified to the Exchange Agent, then, prior to the release of these certificates the withdrawing holder must also submit the serial numbers of the particular certificates to be withdrawn and signed notice of withdrawal with signatures guaranteed by an eligible institution, unless this holder is an eligible institution. If private notes have been tendered in accordance with the procedure for book-entry transfer described above, any notice of withdrawal must specify the name and number of the account at the book-entry transfer facility to be credited with the withdrawn private notes.

We will determine in our sole discretion all questions as to the validity, form and eligibility of the notices, and our determination will be final and binding on all parties. We will not deem any properly withdrawn private notes to have been validly tendered for purposes of the exchange offer, and we will not issue exchange notes with respect to those private notes, unless you validly retender the withdrawn private notes. You may retender properly withdrawn private notes by following the procedures described above under Procedures for Tendering at any time before 5:00 p.m., New York City time, on the expiration date.

Conditions

Notwithstanding any other term of the exchange offer, we will not be required to accept for exchange, or exchange the exchange notes for, any private notes, and may terminate the exchange offer as provided in this prospectus before the expiration of the exchange offer, if, in our reasonable judgment, the exchange offer violates applicable law, rules or regulations or an applicable interpretation of the staff of the SEC.

If we determine in our reasonable discretion that any of these conditions are not satisfied, we may:

- refuse to accept any private notes and return all tendered private notes to you;
- extend the exchange offer and retain all private notes tendered before the exchange offer expires, subject, however, to your rights to withdraw the private notes; or
- waive the unsatisfied conditions with respect to the exchange offer and accept all properly tendered private notes that have not been withdrawn.

If the waiver constitutes a material change to the exchange offer, we will promptly disclose the waiver by means of a prospectus supplement that we will distribute to the registered holders of the private notes, and we will extend the exchange offer for a period of five to ten business days, depending upon the significance of the waiver and the manner of disclosure to the registered holders, if the exchange offer would otherwise expire during the five to ten business day period.

Termination of Rights

All of your rights under the registration rights agreement will terminate upon consummation of the exchange offer, except with respect to our continuing obligations:

- to indemnify you and parties related to you against liabilities, including liabilities under the Securities Act; and
- to provide, upon your request, the information required by Rule 144A(d)(4) under the Securities Act to permit resales of the notes pursuant to Rule 144A.

Shelf Registration

In the event that:

(1) we and BioMed Realty Trust, Inc. determine that an exchange offer is not available or may not be completed because it would violate any applicable law or applicable interpretations of the SEC;

(2) an exchange offer is not for any other reason completed on or prior to February 23, 2011; or

(3) we receive a request from any initial purchaser of the private notes that represents that it holds private notes that are or were ineligible to be exchanged for the exchange notes in the exchange offer,

we and BioMed Realty Trust, Inc. shall use our commercially reasonable efforts to cause to be filed with the SEC as soon as practicable after such determination, date or request, as the case may be, but in no event later than 30 days after such determination, date or request, a shelf registration statement providing for the sale of all the registrable securities by the holders thereof and to have such shelf registration statement declared effective by the SEC no later than 90 days after such determination, date or request; provided that no holder shall be entitled to have its registrable securities covered by such shelf registration statement unless such holder has satisfied certain conditions relating to the provision of information in connection with the shelf registration statement.

For purposes of this prospectus, registrable securities shall mean the private notes; provided that the private notes shall cease to be registrable securities (a) when a registration statement with respect to such private notes has been declared effective under the Securities Act and such private notes have been exchanged or disposed of pursuant to such registration statement, (b) when such private notes are eligible to be sold pursuant to Rule 144 (or any similar provision then in force, but not Rule 144A) under the Securities Act or (c) when such private notes cease to be outstanding.

Liquidated Damages

If:

(1) we fail to file any of the registration statements required by the registration rights agreement on or prior to the date specified for such filing;

(2) any of such registration statements is not declared effective by the SEC on or prior to the date specified for such effectiveness (the effectiveness target date);

(3) we fail to consummate the exchange offer within 60 business days of the effectiveness target date with respect to the exchange offer registration statement;

(4) the shelf registration statement or the exchange offer registration statement is declared effective but thereafter ceases to be effective or usable in connection with resales of the registrable securities during the periods specified in the registration rights agreement; or

(5) we or BioMed Realty Trust, Inc. through our omission fail to name as a selling securityholder any holder of registrable securities that has complied timely with its obligations hereunder in a manner to entitle such holder to be named in the shelf registration statement that we are required to file (each such event referred to in clauses (1) through (5) above, a registration default),

then we will pay liquidated damages to each holder of registrable securities and notify the trustee that liquidated damages apply to the registrable securities.

With respect to the first 90-day period immediately following the occurrence of the first registration default, liquidated damages will be paid in an amount equal to one quarter of one percent (0.25%) per annum of the principal amount of the registrable securities. The amount of the liquidated damages will increase by an additional one quarter of one percent (0.25%) per annum of the principal amount of registrable securities with respect to the subsequent 90-day period until all registration defaults have been cured, up to a maximum amount of liquidated damages for all registration defaults of one half of one percent (0.5%) per annum of the principal amount of registrable securities.

All accrued liquidated damages will be paid by us on the next scheduled interest payment date to DTC or its nominee by wire transfer of immediately available funds or by federal funds check and to holders of registrable securities in the form of certificated notes by wire transfer to the accounts specified by them or by mailing checks to their registered addresses if no such accounts have been specified.

Following the cure of all registration defaults, the accrual of liquidated damages will cease.

Exchange Agent

We have appointed U.S. Bank National Association as Exchange Agent for the exchange offer of notes. All executed letters of transmittal and any other required documents should be directed to the Exchange Agent at the address or facsimile number set forth below. You should direct questions and requests for assistance and requests for additional copies of this prospectus or of the letter of transmittal and requests for notices of guaranteed delivery to the Exchange Agent addressed as follows:

U.S. Bank National Association

By Hand, Overnight Delivery or Mail
(Registered or Certified Mail Recommended):
West Side Flats Operations Center
60 Livingston Avenue
St. Paul, MN 55107
Attn.: Specialized Finance
(BioMed)

By Facsimile Transmission
(for eligible institutions only):
(651) 495-8158
Attn: Specialized Finance

Fax cover sheets should provide a call back number and request a call back, upon receipt.

Confirm receipt by calling:
(651) 495-3520

For Information Call:
800-934-6802

Fees and Expenses

We will bear the expenses of soliciting tenders. We have not retained any dealer manager in connection with the exchange offer and will not make any payments to brokers, dealers or others soliciting acceptances of the exchange offer. We will, however, pay the Exchange Agent reasonable and customary fees for its services and will reimburse it for its reasonable out-of-pocket expenses.

We will pay the cash expenses incurred in connection with the exchange offer. These expenses include registration fees, fees and expenses of the Exchange Agent and the trustee, accounting and legal fees and printing costs, among others.

We will pay all transfer taxes, if any, applicable to the exchange of notes pursuant to the exchange offer. If, however, a transfer tax is imposed for any reason other than the exchange of the private notes pursuant to the exchange offer, then you must pay the amount of the transfer taxes. If satisfactory evidence of payment of such taxes or exemption therefrom is not submitted with the letter of transmittal, the amount of such transfer taxes will be billed directly to you.

Consequence of Failures to Exchange

Participation in the exchange offer is voluntary. We urge you to consult your financial and tax advisors in making your decisions on what action to take. Private notes that are not exchanged for exchange notes pursuant to the exchange offer will remain restricted securities. Accordingly, those private notes may be resold only:

- to us, BioMed Realty Trust, Inc. or one of our subsidiaries;

- for so long as the private notes are eligible for resale pursuant to Rule 144A under the Securities Act, to a person whom the seller reasonably believes is a qualified institutional buyer as defined in Rule 144A under the Securities Act that purchases for its own account or for the account of a qualified institutional buyer to whom notice is given that the transfer is being made in reliance on Rule 144A and otherwise in a transaction meeting the requirements of Rule 144A;

- pursuant to a registration statement that has been declared effective under the Securities Act;

- pursuant to offers and sales that occur outside the United States to non-U.S. persons within the meaning of Regulation S under the Securities Act; or

- pursuant to another available exemption from the registration requirements of the Securities Act, subject to our and the trustee s right prior to any such offer, sale or transfer to require the delivery of an opinion of counsel and/or other information satisfactory to each of us or the trustee.

In each case, the private notes may be resold only in accordance with any applicable securities laws of any state of the United States or any other applicable jurisdiction.

Accounting Treatment

The exchange notes will be recorded at the same carrying value as the original notes, as reflected in our accounting records on the date of the exchange. Accordingly, no gain or loss for accounting purposes will be recognized.

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USE OF PROCEEDS

The exchange offer satisfies an obligation under the registration rights agreement relating to the notes. We will not receive any cash proceeds from the exchange offer.

The net proceeds from the sale of the private notes after deducting discounts, commissions and offering expenses, were approximately $245.2 million. We used $150.0 million of the net proceeds to repay in full the remaining outstanding indebtedness under our secured term loan and the remaining net proceeds to fund the purchase of potential near-term property acquisitions, repay a portion of the outstanding indebtedness under our $720.0 million unsecured line of credit, which amounts we may reborrow, and for other general corporate and working capital purposes.

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SELECTED CONSOLIDATED FINANCIAL DATA

The following tables set forth, on a historical basis, selected consolidated financial and operating data for BioMed Realty, L.P. and BioMed Realty Trust, Inc. and their respective subsidiaries. You should read the following selected financial data in conjunction with the consolidated historical financial statements and notes thereto of each of BioMed Realty, L.P. and BioMed Realty Trust, Inc. and their respective subsidiaries and Management s Discussion and Analysis of Financial Condition and Results of Operations, included elsewhere in this prospectus.

BioMed Realty, L.P.

The consolidated balance sheet data as of December 31, 2009 and 2008 and the consolidated statements of income data for each of the years in the three-year period ended December 31, 2009 have been derived from the historical consolidated financial statements of BioMed Realty, L.P. and subsidiaries, which are included in this prospectus and which have been audited by KPMG LLP, an independent registered public accounting firm, whose report with respect thereto is included elsewhere in this prospectus. The consolidated balance sheet data as of December 31, 2007, 2006 and 2005 and the consolidated statements of income data for each of the years ended December 31, 2006 and 2005 have been derived from the historical consolidated financial statements of BioMed Realty, L.P. and subsidiaries, not audited by KPMG LLP. The consolidated balance sheet data as of the six months ended June 30, 2010 and the consolidated statements of income data for each of the six months ended June 30, 2010 and 2009 have been derived from the unaudited consolidated financial statements of BioMed Realty, L.P. and subsidiaries, which are included elsewhere in this prospectus. The results for the six months ended June 30, 2010 are not necessarily indicative of the results to be expected for the full year.

	Six Months Ended June 30,		Years Ended December 31,				
	2010	**2009**	**2009**	**2008**	**2007**	**2006**	**2005**
(in thousands, except unit data)							
Statements of Income:							
Revenues:							
Total revenues	$ 185,668	$ 180,031	$ 361,166	$ 301,973	$ 266,109	$ 218,735	$ 138,784
Expenses:							
Rental operations and real estate taxes	52,352	51,659	104,824	84,729	71,142	60,999	46,358
Depreciation and amortization	55,385	51,813	109,620	84,227	72,202	65,063	39,378
General and administrative	12,718	10,407	22,455	22,659	21,474	17,992	13,040
Acquisition related expenses	1,968		464	175	396	93	238
Total expenses	122,423	113,879	237,363	191,790	165,214	144,147	99,014
Income from operations	63,245	66,152	123,803	110,183	100,895	74,588	39,770
Equity in net (loss)/income of unconsolidated partnerships	(377)	(766)	(2,390)	(1,200)	(893)	83	119
Interest income	71	164	308	485	990	1,102	1,333
Interest expense	(43,131)	(24,955)	(64,998)	(41,172)	(28,786)	(40,945)	(23,226)
(Loss)/gain on derivative instruments	(347)	303	203	(19,948)			
(Loss)/gain on extinguishment of debt	(2,265)	6,152	3,264	14,783			
Income from continuing operations	17,196	47,050	60,190	63,131	72,206	34,828	17,996

Income from discontinued operations before gain on sale of assets					639	1,542	57
Gain on sale of real estate assets					1,087		
Income from discontinued operations					1,726	1,542	57
Net income	17,196	47,050	60,190	63,131	73,932	36,370	18,053
Net income attributable to noncontrolling interests	21	30	64	9	(45)	137	267
Net income attributable to the operating partnership	17,217	47,080	60,254	63,140	73,887	36,507	18,320
Preferred stock dividends	(8,481)	(8,481)	(16,963)	(16,963)	(16,868)		
Net income available to the operating partnership	$ 8,736	$ 38,599	$ 43,291	$ 46,177	$ 57,019	$ 36,507	$ 18,320

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(in thousands, except unit data)	Six Months Ended June 30, 2010	2009	Years Ended December 31, 2009	2008	2007	2006	2005
Income from continuing operations attributable to unitholders:							
Basic earnings per unit	$ 0.08	$ 0.44	$ 0.45	$ 0.61	$ 0.80	$ 0.59	$ 0.44
Diluted earnings per unit	$ 0.08	$ 0.44	$ 0.45	$ 0.61	$ 0.80	$ 0.59	$ 0.43
Net income per unit attributable to unitholders:							
Basic earnings per unit	$ 0.08	$ 0.44	$ 0.45	$ 0.61	$ 0.83	$ 0.61	$ 0.44
Diluted earnings per unit	$ 0.08	$ 0.44	$ 0.45	$ 0.61	$ 0.83	$ 0.61	$ 0.44
Weighted-average units outstanding:							
Basic	106,890,664	87,511,810	94,005,382	74,753,230	68,219,557	58,792,539	38,913,103
Diluted	108,298,135	88,580,072	94,005,382	75,408,153	68,738,694	58,886,694	42,091,195
Cash distributions declared per unit	$ 0.29	$ 0.45	$ 0.70	$ 1.34	$ 1.24	$ 1.16	$ 1.08
Cash distributions declared per preferred unit	$ 0.92	$ 0.92	$ 1.84	$ 1.84	$ 1.83		

(in thousands)	June 30, 2010	2009	2008	December 31, 2007	2006	2005
Balance Sheet Data:						
Investments in real estate, net	$ 3,075,150	$ 2,971,767	$ 2,960,429	$ 2,807,599	$ 2,457,721	$ 1,129,371
Total assets	3,428,221	3,283,274	3,229,314	3,058,631	2,692,572	1,337,310
Total indebtedness	1,284,238	1,361,805	1,341,099	1,489,585	1,329,588	513,233
Total liabilities	1,382,708	1,459,342	1,591,365	1,641,850	1,444,843	586,162
Total equity	2,045,513	1,823,932	1,637,949	1,416,781	1,247,729	751,148
Other Data:						
Cash flows from/(used in):						
Operating activities	63,431	145,089	115,046	114,965	101,588	54,762
Investing activities	(172,398)	(157,627)	(218,661)	(409,301)	(1,339,463)	(601,805)
Financing activities	110,384	11,038	111,558	282,151	1,243,227	539,486

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BioMed Realty Trust, Inc.

The consolidated balance sheet data as of December 31, 2009 and 2008 and the consolidated statements of income data for each of the years in the three-year period ended December 31, 2009 have been derived from the historical consolidated financial statements of BioMed Realty Trust, Inc. and subsidiaries, which are included in this prospectus and which have been audited by KPMG LLP, an independent registered public accounting firm, whose report with respect thereto is included elsewhere in this prospectus. The consolidated balance sheet data as of December 31, 2007 and the consolidated statements of income data for the year ended December 31, 2006 have been derived from the historical consolidated financial statements of BioMed Realty Trust, Inc. and subsidiaries, audited by KPMG LLP, whose report with respect thereto is not included or incorporated by reference in this prospectus. The consolidated balance sheet data as of December 31, 2006 and 2005 and the consolidated statements of income data for the year ended December 31, 2005 have been derived from the historical consolidated financial statements of BioMed Realty Trust, Inc. and subsidiaries, not audited by KPMG LLP. The consolidated balance sheet data and consolidated statements of income data as of and for each of the six months ended June 30, 2010 and 2009 have been derived from the unaudited consolidated financial statements of BioMed Realty Trust, Inc. and subsidiaries, which are included elsewhere in this prospectus. The results for the six months ended June 30, 2010 are not necessarily indicative of the results to be expected for the full year. Certain prior year amounts have been reclassified to conform to the current year presentation.

	Six Months Ended June 30,		**Years Ended December 31,**				
	2010	**2009**	**2009**	**2008**	**2007**	**2006**	**2005**
(in thousands, except share data)							
Statements of Income:							
Revenues:							
Total revenues	$ 185,668	$ 180,031	$ 361,166	$ 301,973	$ 266,109	$ 218,735	$ 138,784
Expenses:							
Rental operations and real estate taxes	52,352	51,659	104,824	84,729	71,142	60,999	46,358
Depreciation and amortization	55,385	51,813	109,620	84,227	72,202	65,063	39,378
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Income from operations	63,245	66,152	123,803	110,183	100,895	74,588	39,770
Equity in net (loss)/income of unconsolidated partnerships	(377)	(766)	(2,390)	(1,200)	(893)	83	119
Interest income	71	164	308	485	990	1,102	1,333
Interest expense	(43,131)	(24,955)	(64,998)	(41,172)	(28,786)	(40,945)	(23,226)
	(347)	303	203	(19,948)			

(Loss)/gain on derivative instruments							
(Loss)/gain on extinguishment of debt	(2,265)	6,152	3,264	14,783			
Income from continuing operations	17,196	47,050	60,190	63,131	72,206	34,828	17,996
Income from discontinued operations before gain on sale of assets					639	1,542	57
Gain on sale of real estate assets					1,087		
Income from discontinued operations					1,726	1,542	57
Net income	17,196	47,050	60,190	63,131	73,932	36,370	18,053
Net income attributable to noncontrolling interests	(216)	(1,350)	(1,468)	(2,077)	(2,531)	(1,610)	(1,007)
Net income attributable to the Company	16,980	45,700	58,722	61,054	71,401	34,760	17,046
Preferred stock dividends	(8,481)	(8,481)	(16,963)	(16,963)	(16,868)		
Net income available to common stockholders	$ 8,499	$ 37,219	$ 41,759	$ 44,091	$ 54,533	$ 34,760	$ 17,046
Income from continuing operations per share available to common stockholders:							
Basic earnings per share	$ 0.08	$ 0.44	$ 0.45	$ 0.61	$ 0.81	$ 0.59	$ 0.44
Diluted earnings per share	$ 0.08	$ 0.44	$ 0.45	$ 0.61	$ 0.80	$ 0.59	$ 0.43

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	Six Months Ended June 30,		Years Ended December 31,				
in thousands, except share data)	2010	2009	2009	2008	2007	2006	2005
Net income per share available to common stockholders:							
Basic earnings per share	$ 0.08	$ 0.44	$ 0.45	$ 0.61	$ 0.83	$ 0.61	$ 0.44
Diluted earnings per share	$ 0.08	$ 0.44	$ 0.45	$ 0.61	$ 0.83	$ 0.61	$ 0.44
Weighted-average common shares outstanding:							
Basic	104,000,339	84,403,582	91,011,123	71,684,244	65,303,204	55,928,975	38,913,103
Diluted	108,298,135	88,580,072	91,851,002	75,408,153	68,738,694	58,886,694	42,091,195
Cash dividends declared per common share	$ 0.29	$ 0.45	$ 0.70	$ 1.34	$ 1.24	$ 1.16	$ 1.08
Cash dividends declared per preferred share	$ 0.92	$ 0.92	$ 1.84	$ 1.84	$ 1.83		

	June 30, 2010	December 31, 2009	2008	2007	2006	2005
(in thousands)						
Balance Sheet Data:						
Investments in real estate, net	$ 3,075,150	$ 2,971,767	$ 2,960,429	$ 2,807,599	$ 2,457,721	$ 1,129,371
Total assets	3,428,221	3,283,274	3,229,314	3,058,631	2,692,572	1,337,310
Total indebtedness	1,284,238	1,361,805	1,341,099	1,489,585	1,329,588	513,233
Total liabilities	1,382,708	1,459,342	1,591,365	1,641,850	1,444,843	586,162
Total equity	2,045,513	1,823,932	1,637,949	1,416,781	1,247,729	751,148
Other Data:						
Cash flows from/(used in):						
Operating activities	63,431	145,089	115,046	114,965	101,588	54,762
Investing activities	(172,398)	(157,627)	(218,661)	(409,301)	(1,339,463)	(601,805)
Financing activities	110,384	11,038	111,558	282,151	1,243,227	539,486

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MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Overview

As used herein, the terms we, us, our or the Company refer to BioMed Realty Trust, Inc., a Maryland corporation, and any of our subsidiaries, including BioMed Realty, L.P., a Maryland limited partnership of which we are the parent company and general partner, which may be referred to herein as the operating partnership. BioMed Realty Trust, Inc. conducts its business and owns its assets through the operating partnership and operates a fully integrated, self-administered and self-managed REIT. The operating partnership is focused on acquiring, developing, owning, leasing and managing laboratory and office space for the life science industry. Our tenants primarily include biotechnology and pharmaceutical companies, scientific research institutions, government agencies and other entities involved in the life science industry. Our properties are generally located in markets with well established reputations as centers for scientific research, including Boston, San Diego, San Francisco, Seattle, Maryland, Pennsylvania and New York/New Jersey.

We were formed on April 30, 2004 and completed BioMed Realty Trust, Inc. s initial public offering on August 11, 2004.

At June 30, 2010, our portfolio consisted of 73 properties, representing 120 buildings with an aggregate of approximately 11.0 million rentable square feet.

The following reflects the classification of our properties between stabilized properties (operating properties in which more than 90% of the rentable square footage is under lease), lease up (operating properties in which less than 90% of the rentable square footage is under lease), development (properties that are currently under development through ground up construction), redevelopment (properties that are currently being prepared for their intended use), pre-development (development properties that are engaged in activities related to planning, entitlement, or other preparations for future construction) and land parcels (representing management s estimates of rentable square footage if development of these properties was undertaken) at June 30, 2010:

	Consolidated Portfolio			Unconsolidated Partnership Portfolio			Total Portfolio		
	Properties	Rentable Square Feet	Percent of Rentable Square Feet Leased	Properties	Rentable Square Feet	Percent of Rentable Square Feet Leased	Properties	Rentable Square Feet	Percent of Rentable Square Feet Leased
Stabilized	44	5,732,015	98.8%	4	257,268	100.0%	48	5,989,283	98.9%
Lease up	19	2,638,112	65.0%	2	417,290	58.4%	21	3,055,402	64.1%
Current operating portfolio	63	8,370,127	88.1%	6	674,558	74.3%	69	9,044,685	87.1%
Long-term lease up	1	1,389,517	26.6%			n/a	1	1,389,517	26.6%
Total operating portfolio	64	9,759,644	79.4%	6	674,558	74.3%	70	10,434,202	79.1%
Development	1	176,000	100.0%	1	280,000		2	456,000	38.6%
Redevelopment			n/a			n/a			n/a
Pre-development	1	152,145				n/a	1	152,145	
Total portfolio	66	10,087,789	78.8%	7	954,558	52.5%	73	11,042,347	76.5%
Land parcels	n/a	1,577,000	n/a			n/a	n/a	1,577,000	n/a

Total pro forma portfolio	66	11,664,789	n/a	7	954,558	n/a	73	12,619,347	n/a

Factors Which May Influence Future Operations

Our long-term corporate strategy is to continue to focus on acquiring, developing, owning, leasing and managing laboratory and office space for the life science industry. As of June 30, 2010, our current operating portfolio was 87.1% leased to 129 tenants. As of December 31, 2009, our current operating portfolio was 87.4% leased to 117 tenants. The decrease in the overall leasing percentage is a reflection of an increase in the rentable square footage in our current operating portfolio, which increased by approximately 504,000 rentable square feet due to acquisitions and the delivery of a redevelopment property during the six months ended June 30, 2010. Total leased square footage during the same period increased by approximately 431,000 square feet within the current operating portfolio.

Leases representing approximately 3.3% of our leased square footage expire during 2010 and leases representing approximately 5.2% of our leased square footage expire during 2011. Our leasing strategy for 2010 focuses on leasing currently vacant space, negotiating renewals for leases scheduled to expire during the year, and identifying new tenants or existing tenants seeking additional space to occupy the spaces for which we are unable to negotiate such renewals. We may proceed with additional new developments and acquisitions, as real estate and capital market conditions permit.

As a direct result of the recent economic recession, we believe that the fair-values of some of our properties may have declined below their respective carrying values. However, to the extent that a property has a substantial remaining estimated useful life and management does not believe that the property will be disposed of prior to the end of its useful life, it would be unusual for undiscounted cash flows to be insufficient to recover the property s carrying value. We presently have the ability and intent to continue to own and operate our existing portfolio of properties and expected undiscounted future cash flows from the operation of the properties are expected to be sufficient to recover the carrying value of each property. Accordingly, we do not believe that the carrying value of any of our properties is impaired. If our ability and/or our intent with regard to the operation of our properties otherwise dictate an earlier sale date, an impairment loss may be recognized to reduce the property to the lower of the carrying amount or fair-value less costs to sell, and such loss could be material.

Redevelopment/Development Properties

We are actively engaged in the redevelopment and development of certain properties in our portfolio. We believe that these activities will ultimately result in a return on our additional investment once the redevelopment and development activities have been completed and the properties are leased. However, redevelopment and development activities involve inherent risks and assumptions relating to our ability to fully lease the properties. Our objective is that these properties will be fully leased upon completion of the construction activities. However, our ability to fully lease the properties may be adversely affected by changing market conditions, including periods of economic slowdown or recession, rising interest rates, declining demand for life science office and laboratory space, local oversupply of real estate assets, or competition from others, which may diminish our opportunities for leasing the property on favorable terms or at all. In addition, we may fail to retain tenants that have leased our properties, or may face significant monetary penalties, if we do not complete the construction of these properties in a timely manner or to the tenants specifications. Further, our competitors with greater resources may have more flexibility than we do in their ability to offer rental concessions to attract tenants to their properties, which could put pressure on our ability to attract tenants at rental rates that will provide an expected return on our additional investment in these properties. As a result, we may be unable to fully lease some of our redevelopment/development properties in a timely manner upon the completion of major construction activities.

We also rely on external sources of debt and equity funding to provide capital for our redevelopment and development projects. Although we believe that we currently have sufficient borrowing capacity and will be able to obtain additional funding as necessary, we may be unable to obtain financing on reasonable terms (or at all) or we may be forced to seek alternative sources of potentially less attractive financing, which may require us to adjust our business and construction plans accordingly. Further, we may spend more time or money than anticipated to redevelop or develop our properties due to delays or refusals in obtaining all necessary zoning, land use, building, occupancy and other required governmental permits and authorizations or other unanticipated delays in the construction.

Lease Expirations

The following is a summary of lease expirations this year and over the next ten calendar years for leases in place at June 30, 2010. This table assumes that none of the tenants exercise renewal options or early termination rights, if any, at or prior to the scheduled expirations:

Year of Lease Expiration	Leased Square Feet	Percent of Leased Square Feet	Annualized Base Rent Current (In thousands)	Percent of Annualized Base Rent Current	Annualized Base Rent per Leased Square Foot Current
2010(1)	280,795	3.3%	$ 6,187	2.0%	$ 22.03
2011	438,373	5.2%	12,274	3.9%	28.00
2012	334,721	4.0%	7,645	2.5%	22.84
2013	571,752	6.8%	13,499	4.3%	23.61
2014	764,821	9.1%	18,041	5.8%	23.59
2015	121,243	1.4%	3,506	1.1%	28.92
2016	1,054,564	12.5%	41,029	13.2%	38.91
2017	118,045	1.4%	3,463	1.1%	29.34
2018	1,117,541	13.2%	48,218	15.5%	43.15
2019	270,150	3.2%	7,600	2.4%	28.13

Thereafter	3,376,713	39.9%		150,377	48.2%		44.53
Total Portfolio/Weighted-Average	8,448,718	100.0%	$	311,839	100.0%	$	36.91

(1) Includes current month-to-month leases.

The following is a summary of lease expirations this year and over the next ten calendar years for leases in place at June 30, 2010 by geographic market:

	Leased Square Feet								
Expiration	**Boston**	**Maryland**	**San Diego**	**NY/NJ**	**San Francisco**	**Pennsylvania**	**Seattle**	**University/Other**	**Total**
2010	108,171		22,108	31,524	118,992				280,795
2011	37,388	113,784	61,288	27,244	71,308	127,361			438,373
2012	21,705		118,042	53,769	118,992		22,213		334,721
2013	12,972		148,800	136,594	225,106	44,318	3,962		571,752
2014	28,019	121,414	89,744		66,002	396,776	41,366	21,500	764,821
2015			53,740		32,750	34,753			121,243
2016	618,603				100,040	76,022	31,892	228,007	1,054,564
2017		51,181	21,470	45,394					118,045
2018	807,347		68,237		199,329		42,628		1,117,541
2019	2,676	168,817			61,757		36,900		270,150
Thereafter	673,589	1,047,570	673,860	703,546	242,851	35,297			3,376,713
Total	2,310,470	1,502,766	1,257,289	998,071	1,237,127	714,527	178,961	249,507	8,448,718

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The success of our leasing and development strategy will be dependent upon the general economic conditions and more specifically real estate market conditions and life science industry trends in the United States and in our target markets of Boston, San Diego, San Francisco, Seattle, Maryland, Pennsylvania, New York/New Jersey and research parks near or adjacent to universities. We cannot give any assurance that leases will be renewed or that available space will be released at rental rates equal to or above the current contractual rental rates or at all.

Critical Accounting Policies

The preparation of financial statements in conformity with generally accepted accounting principles, or GAAP, requires management to use judgment in the application of accounting policies, including making estimates and assumptions. We base our estimates on historical experience and on various other assumptions believed to be reasonable under the circumstances. These judgments affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the dates of the financial statements and the reported amounts of revenue and expenses during the reporting periods. If our judgment or interpretation of the facts and circumstances relating to various transactions had been different, it is possible that different accounting policies would have been applied resulting in a different presentation of our financial statements. On an ongoing basis, we evaluate our estimates and assumptions. In the event estimates or assumptions prove to be different from actual results, adjustments are made in subsequent periods to reflect more current information. Below is a discussion of accounting policies that we consider critical in that they address the most material parts of our financial statements, require complex judgment in their application or require estimates about matters that are inherently uncertain.

Investments in Real Estate

Investments in real estate are carried at depreciated cost. Depreciation and amortization are recorded on a straight-line basis over the estimated useful lives of the assets as follows:

Buildings and improvements	15-40 years
Ground lease	Term of the related lease
Tenant improvements	Shorter of the useful lives or the terms of the related leases
Furniture, fixtures, and equipment	3 to 5 years
Acquired in-place leases	Non-cancelable term of the related lease
Acquired management agreements	Non-cancelable term of the related agreement

Our estimates of useful lives have a direct impact on our net income. If expected useful lives of our investments in real estate were shortened, we would depreciate the assets over a shorter time period, resulting in an increase to depreciation expense and a corresponding decrease to net income on an annual basis.

Management must make significant assumptions in determining the value of assets and liabilities acquired. The use of different assumptions in the allocation of the purchase cost of the acquired properties would affect the timing of recognition of the related revenue and expenses. The fair-value of tangible assets of an acquired property (which includes land, buildings and improvements) is determined by valuing the property as if it were vacant, and the as-if-vacant value is then allocated to land, buildings and improvements based on management s determination of the relative fair-value of these assets. Factors considered by us in performing these analyses include an estimate of the carrying costs during the expected lease-up periods, current market conditions, and costs to execute similar leases. In estimating carrying costs, we include real estate taxes, insurance and other operating expenses, and estimates of lost rental revenue during the expected lease-up periods based on current market demand.

The aggregate value of other acquired intangible assets consisting of acquired in-place leases and acquired management agreements are recorded based on a variety of considerations including, but not necessarily limited to: (1) the value associated with avoiding the cost of originating the acquired in-place leases (i.e. the market cost to execute a lease, including leasing commissions and legal fees, if any); (2) the value associated with lost revenue related to tenant reimbursable operating costs estimated to be incurred during the assumed lease-up period (i.e. real estate taxes and insurance); and (3) the value associated with lost rental revenue from existing leases during the assumed lease-up period (see discussion of the recognition of acquired above-market and below-market leases in Revenue Recognition, Operating Expenses and Lease Terminations section below). The fair-value assigned to the acquired management agreements are recorded at the present value (using a discount rate which reflects the risks associated with the management agreements acquired) of the acquired management agreements with certain tenants of the acquired properties. The values of in-place leases and management agreements are amortized to expense over the remaining non-cancelable period of the respective leases or agreements. If a lease were to be terminated or if termination is determined to be likely (e.g., in the case of a tenant bankruptcy) prior to its contractual expiration, amortization of all unamortized amounts related to that lease would be accelerated and such amounts written off.

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Costs incurred in connection with the development or construction of properties and improvements are capitalized. Capitalized costs include pre-construction costs essential to the development of the property, development costs, construction costs, interest costs, real estate taxes, salaries and related costs and other direct costs incurred during the period of development. We capitalize costs on land and buildings under development until construction is substantially complete and the property is held available for occupancy. The determination of when a development project is substantially complete and when capitalization must cease involves a degree of judgment. We consider a construction project as substantially complete and held available for occupancy upon the completion of landlord-owned tenant improvements or when the lessee takes possession of the unimproved space for construction of its own improvements, but no later than one year from cessation of major construction activity. We cease capitalization on the portion substantially completed and occupied or held available for occupancy, and capitalize only those costs associated with any remaining portion under construction. Costs associated with acquisitions are charged to expense as incurred.

Repair and maintenance costs are charged to expense as incurred and significant replacements and betterments are capitalized. Repairs and maintenance costs include all costs that do not extend the useful life of an asset or increase its operating efficiency. Significant replacement and betterments represent costs that extend an asset s useful life or increase its operating efficiency.

When circumstances such as adverse market conditions indicate a possible impairment of the value of a property, we review the recoverability of the property s carrying value. The review of recoverability is based on an estimate of the future undiscounted cash flows (excluding interest charges) expected to result from the long-lived asset s use and eventual disposition. These cash flows consider factors such as expected future operating income, trends and prospects, as well as the effects of leasing demand, competition and other factors. If impairment exists due to the inability to recover the carrying value of a long-lived asset, an impairment loss is recorded to the extent that the carrying value exceeds the estimated fair-value of the property. We are required to make subjective assessments as to whether there are impairments in the values of our investments in long-lived assets. These assessments have a direct impact on our net income because recording an impairment loss results in an immediate negative adjustment to net income. The evaluation of anticipated cash flows is highly subjective and is based in part on assumptions regarding future occupancy, rental rates and capital requirements that could differ materially from actual results in future periods. Although our strategy is to hold our properties over the long-term, if our strategy changes or market conditions otherwise dictate an earlier sale date, an impairment loss may be recognized to reduce the property to the lower of the carrying amount or fair-value less costs to sell, and such loss could be material. If we determine that impairment has occurred, the affected assets must be reduced to their fair-value.

Revenue Recognition, Operating Expenses and Lease Terminations

We commence revenue recognition on our leases based on a number of factors. In most cases, revenue recognition under a lease begins when the lessee takes possession of or controls the physical use of the leased asset. Generally, this occurs on the lease commencement date. In determining what constitutes the leased asset, we evaluate whether we or the lessee is the owner, for accounting purposes, of the tenant improvements. If we are the owner, for accounting purposes, of the tenant improvements, then the leased asset is the finished space and revenue recognition begins when the lessee takes possession of the finished space, typically when the improvements are substantially complete. If we conclude that we are not the owner, for accounting purposes, of the tenant improvements (the lessee is the owner), then the leased asset is the unimproved space and any tenant improvement allowances funded under the lease are treated as lease incentives, which reduce revenue recognized on a straight-line basis over the remaining non-cancelable term of the respective lease. In these circumstances, we begin revenue recognition when the lessee takes possession of the unimproved space for the lessee to construct improvements. The determination of who is the owner, for accounting purposes, of the tenant improvements determines the nature of the leased asset and when revenue recognition under a lease begins. We consider a number of different factors to evaluate whether we or the lessee is the owner of the tenant improvements for accounting purposes. These factors include:

whether the lease stipulates how and on what a tenant improvement allowance may be spent;

whether the tenant or landlord retain legal title to the improvements;

the uniqueness of the improvements;

the expected economic life of the tenant improvements relative to the length of the lease;

the responsible party for construction cost overruns; and

who constructs or directs the construction of the improvements.

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The determination of who owns the tenant improvements, for accounting purposes, is subject to significant judgment. In making that determination we consider all of the above factors. However, no one factor is determinative in reaching a conclusion.

All leases are classified as operating leases and minimum rents are recognized on a straight-line basis over the term of the related lease. The excess of rents recognized over amounts contractually due pursuant to the underlying leases is included in accrued straight-line rents on the accompanying consolidated balance sheets and contractually due but unpaid rents are included in accounts receivable. Existing leases at acquired properties are reviewed at the time of acquisition to determine if contractual rents are above or below current market rents for the acquired property. An identifiable lease intangible asset or liability is recorded based on the present value (using a discount rate that reflects the risks associated with the acquired leases) of the difference between (1) the contractual amounts to be paid pursuant to the in-place leases and (2) our estimate of the fair market lease rates for the corresponding in-place leases at acquisition, measured over a period equal to the remaining non-cancelable term of the leases and any fixed rate renewal periods. The capitalized above-market lease values are amortized as a reduction of rental income over the remaining non-cancelable terms of the respective leases. The capitalized below-market lease values are amortized as an increase to rental income over the remaining non-cancelable terms of the respective leases. If a lease were to be terminated or if termination were determined to be likely (e.g., in the case of a tenant bankruptcy) prior to its contractual expiration, amortization of the related unamortized above or below market lease intangible would be accelerated and such amounts written off.

Rental operations expenses, consisting of real estate taxes, insurance and common area maintenance costs, are subject to recovery from tenants under the terms of lease agreements. Amounts recovered are dependent on several factors, including occupancy and lease terms. Revenues are recognized in the period the expenses are incurred. The reimbursements are recorded in revenues as tenant recoveries, and the expenses are recorded in rental operations expenses, as the Company is generally the primary obligor with respect to purchasing goods and services from third-party suppliers, has discretion in selecting the supplier and bears the credit risk.

On an ongoing basis, we evaluate the recoverability of tenant balances, including rents receivable, straight-line rents receivable, tenant improvements, deferred leasing costs and any acquisition intangibles. When it is determined that the recoverability of tenant balances is not probable, an allowance for expected losses related to tenant receivables, including straight-line rents receivable, utilizing the specific identification method is recorded as a charge to earnings. Upon the termination of a lease, the amortization of tenant improvements, deferred leasing costs and acquisition intangible assets and liabilities is accelerated to the expected termination date as a charge to their respective line items and tenant receivables are written off as a reduction of the allowance in the period in which the balance is deemed to be no longer collectible. For financial reporting purposes, a lease is treated as terminated upon a tenant filing for bankruptcy, when a space is abandoned and a tenant ceases rent payments, or when other circumstances indicate that termination of a tenant s lease is probable (e.g., eviction). Lease termination fees are recognized in other revenue when the related leases are canceled, the amounts to be received are fixed and determinable and collectability is assured, and when we have no continuing obligation to provide services to such former tenants.

Investments in Partnerships

We evaluate our investments in limited liability companies and partnerships to determine whether such entities may be a variable interest entity, or VIE, and, if a VIE, whether we are the primary beneficiary. Generally, an entity is determined to be a VIE when either (1) the equity investors (if any) lack one or more of the essential characteristics of a controlling financial interest, (2) the equity investment at risk is insufficient to finance that entity s activities without additional subordinated financial support or (3) the equity investors have voting rights that are not proportionate to their economic interests and the activities of the entity involve or are conducted on behalf of an investor with a disproportionately small voting interest. The primary beneficiary is the entity that has both (1) the power to direct matters that most significantly impact the VIE s economic performance and (2) the obligation to absorb losses or the right to receive benefits of the VIE that could potentially be significant to the VIE. We consider a variety of factors in identifying the entity that holds the power to direct matters that most significantly impact the VIE s economic performance including, but not limited to, the ability to direct financing, leasing, construction and other operating decisions and activities. In addition, we consider the rights of other investors to participate in policy making decisions, to replace or remove the manager of the entity and to liquidate or sell the entity. The obligation to absorb losses and the right to receive benefits when a reporting entity is affiliated with a VIE must be based on ownership, contractual, and/or other pecuniary interests in that VIE. We have determined that we are the primary beneficiary in five VIEs, consisting of single-tenant properties in which the tenant has a fixed-price purchase option, which are consolidated and reflected in the accompanying consolidated financial statements.

If the above conditions do not apply, we consider whether a general partner or managing member controls a limited partnership or limited liability company, respectively. The general partner in a limited partnership or managing member in a limited liability company is presumed to control that limited partnership or limited liability company, as applicable. The presumption may be overcome if the limited partners or members have either (1) the substantive ability to dissolve the limited partnership or limited liability company, as applicable, or otherwise remove the general partner or managing member, as applicable, without cause or (2) substantive participating rights, which provide the limited partners or members with the ability to effectively participate in significant decisions that would be expected to be made in the ordinary course of the limited partnership s or limited liability company s business, as applicable, and thereby preclude the general partner or managing member from exercising unilateral control over the partnership or limited liability company, as applicable. If these criteria are met and we are the general partner or the managing member, as applicable, the consolidation of the partnership or limited liability company is required.

Except for investments that are consolidated, we account for investments in entities over which we exercise significant influence, but do not control, under the equity method of accounting. These investments are recorded initially at cost and subsequently adjusted for equity in earnings and cash contributions and distributions. Under the equity method of accounting, our net equity in the investment is reflected in the consolidated balance sheets and its share of net income or loss is included in our consolidated statements of income.

On a periodic basis, management assesses whether there are any indicators that the carrying value of our investments in unconsolidated partnerships or limited liability companies may be impaired on a more than temporary basis. An investment is impaired only if management s estimate of the fair-value of the investment is less than the carrying value of the investment on a more than temporary basis. To the extent impairment has occurred, the loss is measured as the excess of the carrying value of the investment over the fair-value of the investment. Management does not believe that the value of any of our unconsolidated investments in partnerships or limited liability companies was impaired as of June 30, 2010.

Assets and Liabilities Measured at Fair-Value

We measure financial instruments and other items at fair-value where required under GAAP, but have elected not to measure any additional financial instruments and other items at fair-value as permitted under fair-value option accounting guidance.

Fair-value measurement is determined based on the assumptions that market participants would use in pricing the asset or liability. As a basis for considering market participant assumptions in fair-value measurements, there is a fair-value hierarchy that distinguishes between market participant assumptions based on market data obtained from sources independent of the reporting entity (observable inputs that are classified within Levels 1 and 2 of the hierarchy) and the reporting entity s own assumptions about market participant assumptions (unobservable inputs classified within Level 3 of the hierarchy).

Level 1 inputs utilize quoted prices (unadjusted) in active markets for identical assets or liabilities that we have the ability to access. Level 2 inputs are inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly. Level 2 inputs may include quoted prices for similar assets and liabilities in active markets, as well as inputs that are observable for the asset or liability (other than quoted prices), such as interest rates, foreign exchange rates, and yield curves that are observable at commonly quoted intervals. Level 3 inputs are unobservable inputs for the asset or liability, which are typically based on an entity s own assumptions, as there is little, if any, related market activity. In instances where the determination of the fair-value measurement is based on inputs from different levels of the fair-value hierarchy, the level in the fair-value hierarchy within which the entire fair-value measurement falls is based on the lowest level input that is significant to the fair-value measurement in its entirety. Our assessment of the significance of a particular input to the fair-value measurement in its entirety requires judgment, and considers factors specific to the asset or liability.

We have used interest rate swaps to manage our interest rate risk. The valuation of these instruments is determined using widely accepted valuation techniques including discounted cash flow analysis on the expected cash flows of each derivative. This analysis reflects the contractual terms of the derivatives, including the period to maturity, and uses observable market-based inputs, including interest rate curves. The fair-values of interest rate swaps are determined using the market standard methodology of netting the discounted future fixed cash receipts (or payments) and the discounted expected variable cash payments (or receipts). The variable cash payments (or receipts) are based on an expectation of future interest rates (forward curves) derived from observable market interest rate curves. We incorporate credit valuation adjustments to appropriately reflect both our own nonperformance risk and the respective counterparty s nonperformance risk in the fair-value measurements. In adjusting the fair-value of our derivative contracts for the effect of nonperformance risk, we have considered the impact of netting and any applicable credit enhancements, such as collateral postings, thresholds, mutual puts, and guarantees.

Derivative Instruments

We record all derivatives on the consolidated balance sheets at fair-value. In determining the fair-value of our derivatives, we consider our credit risk and that of our counterparties. These counterparties are generally larger financial institutions engaged in providing a variety of financial services. These institutions generally face similar risks regarding adverse changes in market and economic conditions, including, but not limited to, fluctuations in interest rates, exchange rates, equity and commodity prices and credit spreads. The ongoing disruptions in the financial markets have heightened the risks to these institutions. While management believes that our counterparties will meet their obligations under the derivative contracts, it is possible that defaults may occur.

The accounting for changes in the fair-value of derivatives depends on the intended use of the derivative, whether we have elected to designate a derivative in a hedging relationship and apply hedge accounting and whether the hedging relationship has satisfied the criteria necessary to apply hedge accounting. Derivatives designated and qualifying as a hedge of the exposure to changes in the fair-value of an asset, liability, or firm commitment attributable to a particular risk, such as interest rate risk, are considered fair-value hedges. Derivatives designated and qualifying as a hedge of the exposure to variability in expected future cash flows, or other types of forecasted transactions, are considered cash flow hedges. Derivatives may also be designated as hedges of the foreign currency exposure of a net investment in a foreign operation. Hedge accounting generally provides for the matching of the timing of gain or loss recognition on the hedging instrument with the recognition of the changes in the fair-value of the hedged asset or liability that are attributable to the hedged risk in a fair-value hedge or the earnings effect of the hedged forecasted transactions in a cash flow hedge. We may enter into derivative contracts that are intended to economically hedge certain of our risks, even though hedge accounting does not apply or we elect not to apply hedge accounting.

For derivatives designated as cash flow hedges, the effective portion of changes in the fair-value of the derivative is initially reported in accumulated other comprehensive income (outside of earnings) and subsequently reclassified to earnings in the period in which the hedged transaction affects earnings. If charges relating to the hedged transaction are being deferred pursuant to redevelopment or development activities, the effective portion of changes in the fair-value of the derivative are also deferred in other comprehensive income on the consolidated balance sheet, and are amortized to the income statement once the deferred charges from the hedged transaction begin again to affect earnings. The ineffective portion of changes in the fair-value of the derivative is recognized directly in earnings. We assess the effectiveness of each hedging relationship by comparing the changes in cash flows of the derivative hedging instrument with the changes in cash flows of the designated hedged item or transaction. For derivatives that are not classified as hedges, changes in the fair-value of the derivative are recognized directly in earnings in the period in which the change occurs.

We are exposed to certain risks arising from both our business operations and economic conditions. We principally manage our exposures to a wide variety of business and operational risks through management of our core business activities. We manage economic risks, including interest rate, liquidity, and credit risk primarily by managing the amount, sources, and duration of our debt funding and the use of derivative financial instruments. Specifically, we enter into derivative financial instruments to manage exposures that arise from business activities that result in the receipt or payment of future known or expected cash amounts, the value of which are determined by interest rates. Our derivative financial instruments are used to manage differences in the amount, timing, and duration of our known or expected cash receipts and our known or expected cash payments principally related to our investments and borrowings.

Our primary objective in using derivatives is to add stability to interest expense and to manage our exposure to interest rate movements or other identified risks. To accomplish this objective, we primarily use interest rate swaps as part of our interest rate risk management strategy. Interest rate swaps designated as cash flow hedges involve the receipt of variable-rate amounts from a counterparty in exchange for our making fixed-rate payments over the life of the agreements without exchange of the underlying principal amount. During the six months ended June 30, 2010, such derivatives were used to hedge the variable cash flows associated with our unsecured line of credit and secured term loan (until its repayment in connection with the issuance of the private notes). During the six months ended June 30, 2009, such derivatives were used to hedge the variable cash flows associated with our unsecured line of credit, secured term loan, secured construction loan, and the forecasted issuance of fixed-rate debt. We formally document the hedging relationships for all derivative instruments, have historically accounted for all of our interest rate swap agreements as cash flow hedges, and do not use derivatives for trading or speculative purposes.

Newly Issued Accounting Pronouncements

See Notes to Consolidated Financial Statements included elsewhere herein for disclosure and discussion of new accounting standards.

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Results of Operations

Comparison of the Six Months Ended June 30, 2010 to the Six Months Ended June 30, 2009

The following table sets forth the basis for presenting the historical financial information for same properties (all properties except redevelopment/development and new properties), redevelopment/development properties (properties that were entirely or primarily under redevelopment or development during either of the six months ended June 30, 2010 or 2009), new properties (properties that were not owned for each of the six months ended June 30, 2010 and 2009 and were not under redevelopment/development), and corporate entities (legal entities performing general and administrative functions and fees received from our PREI joint ventures), in thousands:

	Same Properties		Redevelopment/Development Properties		New Properties		Corporate	
	2010	**2009**	**2010**	**2009**	**2010**	**2009**	**2010**	**2009**
Rental	$ 105,582	$ 108,951	$ 35,925	$ 25,187	$ 1,469	$	$ 4	$ (3)
Tenant recoveries	26,344	28,364	14,106	9,482	277		372	424
Other income	136	6,579	20	5			1,433	1,042
Total revenues	$ 132,062	$ 143,894	$ 50,051	$ 34,674	$ 1,746	$	$ 1,809	$ 1,463

Rental Revenues. Rental revenues increased $8.9 million to $143.0 million for the six months ended June 30, 2010 compared to $134.1 million for the six months ended June 30, 2009. The increase was primarily due to properties that were under redevelopment or development for which partial revenue recognition commenced during 2009 and 2010 (principally related to buildings placed into service at our Landmark at Eastview property) and the commencement of leases. Same property rental revenues decreased $3.4 million, or 3.1%, for the six months ended June 30, 2010 compared to the same period in 2009. The decrease in same property rental revenues was primarily due to lease expirations and early lease terminations resulting in the accelerated amortization of below-market lease intangible assets of $2.6 million in 2009 for which the vacated space has not yet been fully released. The decrease is partially offset by the commencement of new leases at certain properties in 2010 and 2009, and increases in lease rates related to CPI adjustments and lease extensions (increasing rental revenue recognized on a straight-line basis).

Tenant Recoveries. Revenues from tenant reimbursements increased $2.8 million to $41.1 million for the six months ended June 30, 2010 compared to $38.3 million for the six months ended June 30, 2009. The increase was primarily due to properties that were under redevelopment or development for which partial revenue recognition commenced during 2009 (principally at our Center for Life Science | Boston and Landmark at Eastview properties). Same property tenant recoveries decreased $2.0 million, or 7.1%, for the six months ended June 30, 2010 compared to the same period in 2009 primarily as a result of lease expirations and changes in 2009 at certain properties where the tenant began to pay vendors directly for certain recoverable expenses.

The percentage of recoverable expenses recovered at our properties increased to 78.5% for the six months ended June 30, 2010 compared to 74.1% for the six months ended June 30, 2009. The increase in the recovery percentage in the current period is primarily due to higher rental operations expense for the six months ended June 30, 2009, which included approximately $4.2 million related to early lease terminations and tenant receivables that were deemed to be uncollectible and the lease commencements in 2010 and late 2009, partially offset by properties that were placed into service in 2009, but were not fully leased, and properties for which leases commenced during 2010 and late 2009, but for which payment for expense recovery will not begin until a later period.

Other Income. Other income was $1.6 million for the six months ended June 30, 2010 compared to $7.6 million for the six months ended June 30, 2009. Other income for the six months ended June 30, 2010 primarily comprised realized gains from the sale of equity investments in the amount of $865,000 and development fees earned from our PREI joint ventures. Other income for the six months ended June 30, 2009 primarily comprised consideration received related to early lease terminations of approximately $6.5 million and development fees earned from our PREI joint ventures. Termination payments received for terminated leases for the six months ended June 30, 2010 and 2009 aggregated $72,000 and $6.5 million, respectively.

The following table shows operating expenses for same properties, redevelopment/development properties, new properties, and corporate entities, in thousands:

	Same Properties		Redevelopment/Development Properties		New Properties		Corporate	
	2010	2009	2010	2009	2010	2009	2010	2009
Rental operations	$ 20,301	$ 26,246	$ 12,202	$ 7,963	$ 79	$	$ 2,346	$ 2,604
Real estate taxes	11,563	10,573	5,665	4,273	196			
Depreciation and amortization	35,516	39,600	19,175	12,213	694			
Total expenses	$ 67,380	$ 76,419	$ 37,042	$ 24,449	$ 969	$	$ 2,346	$ 2,604

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Rental Operations Expense. Rental operations expense decreased $1.9 million to $34.9 million for the six months ended June 30, 2010 compared to $36.8 million for the six months ended June 30, 2009. The decrease was primarily due to the write-off of accounts receivable and accrued straight line rents related to early lease terminations of approximately $4.2 million in 2009, partially offset by increased expenses related to properties that were under redevelopment or development for which partial revenue recognition commenced during 2009 and 2010 (principally at our Landmark at Eastview and Pacific Research Center properties). Same property rental operations expense decreased $5.9 million, or 22.7%, for the six months ended June 30, 2010 compared to 2009 primarily due to the write-off of certain assets related to early lease terminations and a reduction in rental operations expense due to lease expirations and changes during 2009 at certain properties where the tenant began to pay vendors directly for certain recoverable expenses and net decreases in utility usage and other recoverable costs compared to the same period in the prior year, partially offset by lease commencements in 2010 and 2009.

For the six months ended June 30, 2010 and 2009, we recorded bad debt expense of $254,000 and $3.8 million, respectively. The decrease in the bad debt expense related to accounts receivable and accrued straight-line rents is primarily due to amounts considered uncollectible as a result of a higher number of tenant bankruptcies, lease terminations or expected nonpayment or renegotiation of unpaid tenant receivables for the six months ended June 30, 2009 as compared to the same period in 2010. As of June 30, 2010, we have fully reserved tenant receivables (both accounts receivable and straight-line rents) for certain tenants that have not terminated their leases. Such tenants may be paying some or all of their rent on a current basis, but recoverability of some or all past due receivable balances is not considered probable.

Real Estate Tax Expense. Real estate tax expense increased $2.6 million to $17.4 million for the six months ended June 30, 2010 compared to $14.8 million for the six months ended June 30, 2009. The increase was primarily due to properties that were under redevelopment or development in the prior year for which partial revenue recognition commenced during 2009 (principally at our Pacific Research Center property) and increases in assessed property values. Same property real estate tax expense increased $990,000, or 9.4%, for the six months ended June 30, 2010 compared to 2009 primarily due to increases in both the assessed property values and in the property tax rates at a number of properties.

Depreciation and Amortization Expense. Depreciation and amortization expense increased $3.6 million to $55.4 million for the six months ended June 30, 2010 compared to $51.8 million for the six months ended June 30, 2009. The increase was primarily due to a recorded adjustment for a cumulative understatement of depreciation expense of approximately $1.0 million related to an operating property that we determined was not material to our previously issued consolidated financial statements and the commencement of partial operations and recognition of depreciation and amortization expense at certain of our redevelopment and development properties during 2009 (principally at our Landmark at Eastview and Pacific Research Center properties), partially offset by the acceleration of depreciation on certain assets related to early lease terminations of approximately $4.0 million in the six months ended June 30, 2009.

General and Administrative Expenses. General and administrative expenses increased $2.3 million to $12.7 million for the six months ended June 30, 2010 compared to $10.4 million for the six months ended June 30, 2009. The increase was primarily due to an increase in aggregate compensation costs as a result of share-based compensation expense and an overall increase in personnel and cash compensation, and an increase in travel expenses relating to business operations as compared to the prior year.

Acquisition Related Expenses. Acquisition related expenses totaled $2.0 million for the six months ended June 30, 2010 due to an increase in acquisition activities as compared to the prior period, resulting in the acquisition of 55/65 West Watkins Mill Road, Medical Center Drive and 50 West Watkins Mill Road properties during the six months ended June 30, 2010 (see Note 9 of the Notes to Consolidated Financial Statements included elsewhere herein for more information).

Equity in Net Loss of Unconsolidated Partnerships. Equity in net loss of unconsolidated partnerships decreased $389,000 to $377,000 for the six months ended June 30, 2010 compared to $766,000 for the six months ended June 30, 2009. The decreased loss primarily reflects the commencement of revenue recognition related to two leases at a property owned by one of our PREI joint ventures during the six months ended June 30, 2010.

Interest Expense. Interest cost incurred for the six months ended June 30, 2010 totaled $46.0 million compared to $32.6 million for the six months ended June 30, 2009. Total interest cost incurred increased primarily as a result of: (a) the amortization of deferred interest costs related to our forward starting swaps of approximately $3.6 million during the six months ended June 30, 2010 and (b) increases in the average interest rate on our outstanding borrowings due to the issuance of new fixed-rate indebtedness with a higher interest rate than the variable-rate indebtedness it replaced.

During the six months ended June 30, 2010, we capitalized $2.9 million of interest compared to $7.6 million for the six months ended June 30, 2009. The decrease reflects the cessation of capitalized interest at our Center for Life Science | Boston, Landmark at Eastview, and 530 Fairview Avenue development projects and our Pacific Research Center redevelopment project due to the commencement of certain leases at those properties or the cessation of development or redevelopment activities. Although capitalized interest costs on certain properties currently under development or redevelopment will decrease or cease as rentable space at these properties is readied for its intended use through 2010, this decrease will be offset by an increase in interest capitalized at our Gazelle Court development project, which began development activities in April 2010, as well as continued predevelopment activities at certain other properties. Net of capitalized interest and the accretion of debt premiums and a debt discount, interest expense increased $18.1 million to $43.1 million for the six months ended June 30, 2010 compared to $25.0 million for the six months ended June 30, 2009. We expect interest expense to continue to increase as additional properties currently under development or redevelopment are readied for their intended use and placed in service, from higher interest expense associated with fixed-rate indebtedness that replaced variable-rate borrowings and from the anticipated increases in interest costs related to our variable-rate indebtedness.

(Loss)/Gain on Derivative Instruments. The loss on derivative instruments for the six months ended June 30, 2010 of $347,000 is primarily the result of a reduction in our variable-rate indebtedness during the period, which caused the total amount of outstanding variable-rate indebtedness to fall below the combined notional value of the outstanding interest rate swaps, partially offset by changes in the fair-value of other derivative instruments. As a result, we were temporarily overhedged with respect to the outstanding interest rate swaps and we were required to prospectively discontinue hedge accounting with respect to the $250.0 million notional value interest rate swap. Subsequent changes in the fair-value and payments to counterparties associated with this interest rate swap were recorded directly to earnings. Although the remaining interest rate swaps with an aggregate notional amount of $150.0 million continued to qualify for hedge accounting, we accelerated the reclassification of amounts deferred in accumulated other comprehensive loss to earnings related to the hedged forecasted transactions that became probable of not occurring during the period in which we were overhedged.

During the six months ended June 30, 2009, a portion of the unrealized losses related to the $100.0 million forward starting swap previously included in accumulated other comprehensive loss, totaling approximately $4.5 million, was reclassified to the consolidated statements of income as loss on derivative instruments as a result of a change in the amount of forecasted debt issuance relating to the forward starting swaps, from $400.0 million at December 31, 2008 to $368.0 million at June 30, 2009. The gain on derivative instruments for the six months ended June 30, 2009 also includes gains from changes in the fair-value of derivative instruments (net of hedge ineffectiveness of approximately $488,000 on cash flow hedges due to mismatches in forecasted debt issuance dates, maturity dates and interest rate reset dates of the interest rate and forward starting swaps and related debt).

(Loss)/Gain on Extinguishment of Debt. During the six months ended June 30, 2010, we repurchased $6.3 million and $18.0 million face value of our Notes due 2026 at par and 100.3% of par, respectively. The repurchase resulted in the recognition of a loss on extinguishment of debt of approximately $838,000 (representing the write-off of deferred loan fees and unamortized debt discount). In addition, we recognized a loss on extinguishment of debt related to the write-off of approximately $1.4 million of deferred loan fees and legal expenses as a result of the prepayment of $250.0 million of the outstanding borrowings on our secured term loan. During the six months ended June 30, 2009, we repurchased $20.8 million face value of our Notes due 2026 for approximately $12.6 million. The repurchase resulted in the recognition of a gain on extinguishment of debt of approximately $7.0 million (net of the write-off of deferred loan fees and unamortized debt discount), partially offset by the write-off of approximately $843,000 of deferred loan fees related to the repayment of our secured construction loan in June 2009, which is reflected in our consolidated statements of income.

Comparison of the Year Ended December 31, 2009 to the Year Ended December 31, 2008

The following table sets forth the basis for presenting the historical financial information for same properties (all properties except redevelopment/development, new properties and corporate entities), redevelopment/development properties (properties that were entirely or primarily under redevelopment or development during either of the years ended December 31, 2009 or 2008), new properties (properties that were not owned for each of the full years ended December 31, 2009 and 2008 and were not under redevelopment/development) and corporate entities (legal entities performing general and administrative functions and fees received from our PREI joint ventures), in thousands:

	Same Properties		Redevelopment/ Development Properties		New Properties		Corporate	
	2009	**2008**	**2009**	**2008**	**2009**	**2008**	**2009**	**2008**
Rental	$ 207,209	$ 199,758	$ 62,105	$ 27,179	$ 588	$ 545	$ (1)	$ (18)
Tenant recoveries	54,836	60,312	21,776	11,220	45	31	749	603
Other income	11,116	313	13	2	4		2,726	2,028
Total revenues	$ 273,161	$ 260,383	$ 83,894	$ 38,401	$ 637	$ 576	$ 3,474	$ 2,613

Rental Revenues. Rental revenues increased $42.4 million to $269.9 million for the year ended December 31, 2009 compared to $227.5 million for the year ended December 31, 2008. The increase was primarily due to properties that were under redevelopment or development for which partial revenue recognition commenced during 2008 and 2009 (principally at our Center for Life Science | Boston property) and the commencement of leases. Same property rental revenues increased $7.5 million, or 3.7%, for the year ended December 31, 2009 compared to the same period in 2008. The increase in same property rental revenues was primarily a result of the accelerated amortization of below-market lease intangible assets related to lease terminations of $2.7 million, the commencement of new leases at certain properties in 2009, and increases in lease rates related to CPI adjustments and lease extensions (increasing rental revenue recognized on a straight-line basis), partially offset by lease expirations and early lease terminations.

Tenant Recoveries. Revenues from tenant reimbursements increased $5.2 million to $77.4 million for the year ended December 31, 2009 compared to $72.2 million for the year ended December 31, 2008. The increase was primarily due to properties that were under redevelopment or development for which partial revenue recognition commenced during 2008 and 2009 (principally at our Center for Life Science | Boston property), partially offset by a reduction in tenant recoveries due to lease expirations and changes in 2008 at certain properties at which the tenant began to pay vendors directly for certain recoverable expenses. Same property tenant recoveries decreased $5.5 million, or 9.1%, for the year ended December 31, 2009 compared to the same period in 2008 primarily as a result of a reduction in tenant recoveries due to lease expirations and changes in 2008 at certain properties where the tenant began to pay vendors directly for certain recoverable expenses, partially offset by lease commencements.

The percentage of recoverable expenses recovered at our properties decreased to 73.8% for the year ended December 31, 2009 compared to 85.2% for the year ended December 31, 2008, primarily due to properties that were placed into service in 2009, but were not fully leased, and properties for which leases commenced during 2008 and 2009, but for which payment for expense recovery will not begin until a later period. In addition, property recovery percentages were affected by an increase in the rental operations expense of approximately $6.3 million related to early lease terminations and tenant receivables that were deemed to be uncollectible as of December 31, 2009.

Other Income. Other income was $13.9 million for the year ended December 31, 2009 compared to $2.3 million for the year ended December 31, 2008. Other income for the year ended December 31, 2009 primarily comprised consideration received related to early lease terminations of approximately $10.9 million and development fees earned from our PREI joint ventures. Other income for the year ended December 31, 2008 primarily comprised development fees related to our PREI joint ventures.

The following table shows operating expenses for same properties, redevelopment/development properties, new properties, and corporate entities, in thousands:

	Same Properties		**Redevelopment/ Development Properties**		**New Properties**		**Corporate**	
	2009	**2008**	**2009**	**2008**	**2009**	**2008**	**2009**	**2008**
Rental operations	$ 45,006	$ 47,402	$ 22,114	$ 10,297	$ 1,215	$ 1,116	$ 4,878	$ 2,785
Real estate taxes	20,659	19,410	10,908	3,679	44	40		
Depreciation and amortization	74,797	71,466	33,975	11,985	848	776		
Total expenses	$ 140,462	$ 138,278	$ 66,997	$ 25,961	$ 2,107	$ 1,932	$ 4,878	$ 2,785

Rental Operations Expense. Rental operations expense increased $11.6 million to $73.2 million for the year ended December 31, 2009 compared to $61.6 million for the year ended December 31, 2008. The increase was primarily due to properties that were under redevelopment or development for which partial revenue recognition commenced during 2008 and 2009 (principally at our Center for Life Science | Boston and Pacific Research Center properties) and the write-off of accounts receivable and accrued straight line rents related to early lease terminations of approximately $4.5 million, partially offset by lease expirations. Same property rental operations expense decreased $2.4 million, or 5.1%, for the year ended December 31, 2009 compared to 2008 primarily due to changes during 2008 at certain properties where the tenant began to pay vendors directly for certain recoverable expenses and net decreases in utility usage and other recoverable costs compared to the same period in the prior year, partially offset by the write-off of certain assets related to early lease terminations and a reduction in rental operations expense due to lease expirations.

As discussed above, we recorded an allowance for doubtful accounts related to uncollectible tenant receivables of $6.3 million and $796,000 for the years ended December 31, 2009 and 2008, respectively.

Real Estate Tax Expense. Real estate tax expense increased $8.5 million to $31.6 million for the year ended December 31, 2009 compared to $23.1 million for the year ended December 31, 2008. The increase was primarily due to properties that were under redevelopment or development in the prior year for which partial revenue recognition commenced during 2008 and 2009 (principally at our Center for Life Science | Boston and Pacific Research Center properties). Same property real estate tax expense increased $1.2 million, or 6.4%, for the year ended December 31, 2009 compared to 2008 primarily due to the completion of an expansion of an existing building at one of our properties in February 2009, resulting in a higher tax basis for the property in the current year.

Depreciation and Amortization Expense. Depreciation and amortization expense increased $25.4 million to $109.6 million for the year ended December 31, 2009 compared to $84.2 million for the year ended December 31, 2008. The increase was primarily due to the commencement of partial operations and recognition of depreciation and amortization expense at certain of our redevelopment and development properties (principally at our Center for Life Science | Boston and Pacific Research Center properties) and the acceleration of depreciation on certain assets related to early lease terminations of approximately $10.2 million.

General and Administrative Expenses. General and administrative expenses increased $85,000 to $22.9 million for the year ended December 31, 2009 compared to $22.8 million for the year ended December 31, 2008, including acquisition related expenses of $464,000 and $175,000, respectively. The increase was primarily due to an increase in aggregate compensation costs as compared to the prior year.

Equity in Net Loss of Unconsolidated Partnerships. Equity in net loss of unconsolidated partnerships increased $1.2 million to $2.4 million for the year ended December 31, 2009 compared to $1.2 million for the year ended December 31, 2008. The increased loss primarily reflects an accrual within our PREI joint ventures related to the calculation of annual ground lease payment escalations as a result of the increased probability for an adverse outcome relating to a portion of ongoing litigation.

Interest Expense. Interest cost incurred for the year ended December 31, 2009 totaled $77.4 million compared to $83.5 million for the year ended December 31, 2008. Total interest cost incurred decreased primarily as a result of: (a) decreases in borrowings for working capital purposes, (b) the repayment of certain mortgage notes and (c) decreases in the average interest rate on our outstanding borrowings, partially offset by the amortization of deferred interest costs related to our forward starting swaps of approximately $3.6 million.

During the year ended December 31, 2009, we capitalized $12.4 million of interest compared to $42.3 million for the year ended December 31, 2008. The decrease reflects the cessation of capitalized interest at our Center for Life Science | Boston, 9865 Towne Centre Drive and 530 Fairview Avenue development projects and our Pacific Research Center redevelopment project due to the commencement of certain leases at those properties or a cessation of development or redevelopment activities. Net of capitalized interest and the accretion of debt premiums and a debt discount, interest expense increased $23.8 million to $65.0 million for the year ended December 31, 2009 compared to $41.2 million for the year ended December 31, 2008.

Gain/(Loss) on derivative instruments. During the year ended December 31, 2009, a portion of the unrealized losses related to the $100.0 million forward starting swap previously included in accumulated other comprehensive loss, totaling approximately $4.5 million, was reclassified to the consolidated statements of income as loss on derivative instruments as a result of a change in the amount of forecasted debt issuance relating to the forward starting swaps, from $400.0 million at December 31, 2008 to $368.0 million at March 31, 2009. The gain on derivative instruments for the year ended December 31, 2009 also includes gains from changes in the fair-value of derivative instruments (net of hedge ineffectiveness on cash flow hedges due to mismatches in forecasted debt issuance dates, maturity dates and interest rate reset dates of the interest rate and forward starting swaps and related debt). At December 31, 2008, the hedging relationships for two of our four forward starting swaps, with an aggregate notional amount of $150.0 million, were no longer considered highly effective as the expectation of forecasted interest payments had changed, and we were required to prospectively discontinue hedge accounting for these two swaps. As a result, a portion of the unrealized losses related to these forward starting swaps previously included in accumulated other comprehensive loss, totaling $18.2 million, was reclassified to the consolidated income statement as loss on derivative instruments in the fourth quarter of 2008. The loss on derivative instruments for the year ended December 31, 2008 also includes approximately $1.8 million of hedge ineffectiveness on cash flow hedges due to mismatches in forecasted debt issuance dates, maturity dates and interest rate reset dates of the interest rate and forward starting swaps and related debt.

Gain on Extinguishment of Debt. During the year ended December 31, 2009, we repurchased $82.1 million face value of our Notes due 2026 for approximately $73.9 million. The repurchase resulted in the recognition of a gain on extinguishment of debt of approximately $4.1 million (net of the write-off of approximately $3.8 million in deferred loan fees and unamortized debt discount), partially offset by the write-off of approximately $843,000 of deferred loan fees related to the repayment of our secured construction loan in June 2009, which is reflected in our consolidated statements of income.

Comparison of the Year Ended December 31, 2008 to the Year Ended December 31, 2007

The following table sets forth the basis for presenting the historical financial information for same properties (all properties except redevelopment/development, new properties, corporate entities and discontinued operations), redevelopment/development properties (properties that were entirely or primarily under redevelopment or development during either of the years ended December 31, 2008 or 2007), new properties (properties that were not owned for each of the full years ended December 31, 2008 and 2007 and were not under redevelopment/ development) and corporate entities (legal entities performing general and administrative functions and fees received from our PREI joint ventures), in thousands:

	Same Properties		Redevelopment/ Development Properties		New Properties		Corporate	
	2008	**2007**	**2008**	**2007**	**2008**	**2007**	**2008**	**2007**
Rental	$ 181,984	$ 176,664	$ 30,580	$ 10,760	$ 14,965	$ 8,585	$ (65)	$ (13)
Tenant recoveries	57,963	55,016	11,853	5,583	1,780	966	570	170
Other income	313	516	2	7,182			2,028	680
Total revenues	$ 240,260	$ 232,196	$ 42,435	$ 23,525	$ 16,745	$ 9,551	$ 2,533	$ 837

Rental Revenues. Rental revenues increased $31.5 million to $227.5 million for the year ended December 31, 2008 compared to $196.0 million for the year ended December 31, 2007. The increase was primarily due to acquisitions during 2007 and 2008 and properties that were under redevelopment or development for which partial revenue recognition commenced during 2008, partially offset by properties that generated rental revenues in 2007, which subsequently entered redevelopment. Same property rental revenues increased $5.3 million, or 3.0%, for the year ended December 31, 2008 compared to the same period in 2007. The increase in same property rental revenues was primarily a result of the commencement of new leases at certain properties, and inflation-indexed rent increases at other properties, partially offset by lease expirations and early lease terminations.

Tenant Recoveries. Revenues from tenant reimbursements increased $10.5 million to $72.2 million for the year ended December 31, 2008 compared to $61.7 million for the year ended December 31, 2007. The increase was primarily due to the commencement of new leases at a number of properties, increases in utility usage and rates, acquisitions during 2007 and 2008, properties that were under redevelopment or development for which partial revenue recognition commenced during 2008, and an increase in property management fees earned from our PREI joint ventures. Same property tenant recoveries increased $2.9 million, or 5.4%, for the year ended December 31, 2008 compared to the same period in 2007 primarily as a result of net increases in utility usage and other recoverable costs compared to the prior year, partially offset by a change in 2008 at a property at which the tenant began to pay vendors directly for certain recoverable expenses.

The percentage of recoverable expenses recovered at our properties decreased to 85.2% for the year ended December 31, 2008 compared to 86.8% for the year ended December 31, 2007, primarily due to properties that were placed in service in 2008, but were not fully leased, and properties for which leases commenced in 2007 and 2008, but for which payment for recoverable expenses were not set to begin until a later period. In addition, property recovery percentages were affected by an increase in the rental operations expense of approximately $796,000 related to early lease terminations and tenant receivables that were deemed to be uncollectible as of December 31, 2008.

Other Income. Other income was $2.3 million for the year ended December 31, 2008 compared to $8.4 million for the year ended December 31, 2007. Other income for the year ended December 31, 2008 primarily comprised development fees earned from our PREI joint ventures. Other income for the year ended December 31, 2007 primarily comprised $7.7 million of gains on the early termination of leases and fees earned from our PREI joint ventures.

The following table shows operating expenses for same properties, redevelopment/development properties, new properties, and corporate entities, in thousands:

	Same Properties		**Redevelopment/ Development Properties**		**New Properties**		**Corporate**	
	2008	**2007**	**2008**	**2007**	**2008**	**2007**	**2008**	**2007**
Rental operations	$ 45,860	$ 44,360	$ 10,593	$ 3,684	$ 2,148	$ 344	$ 2,999	$ 2,401
Real estate taxes	18,005	17,369	4,023	2,247	1,151	737	(50)	
Depreciation and amortization	61,946	61,347	14,008	7,959	8,273	2,896		
Total expenses	$ 125,811	$ 123,076	$ 28,624	$ 13,890	$ 11,572	$ 3,977	$ 2,949	$ 2,401

Rental Operations Expense. Rental operations expense increased $10.8 million to $61.6 million for the year ended December 31, 2008 compared to $50.8 million for the year ended December 31, 2007. The increase was primarily due to acquisitions during 2007 and 2008 and properties that were under redevelopment or development for which partial revenue recognition commenced during 2008, partially offset by properties that generated rental revenues in 2007, which subsequently entered redevelopment. Same property rental operations expense increased $1.5 million, or 3.4%, for the year ended December 31, 2008 compared to 2007 primarily due to the hiring of additional property management personnel and related expansion of our operations in 2007 and 2008, and net increases in utility usage and other recoverable costs compared to the same period in the prior year, partially offset by a change in 2008 at a property at which the tenant began to pay vendors directly for certain recoverable expenses.

As discussed above, we recorded an allowance for doubtful accounts of $796,000 and $232,000 for the years ended December 31, 2008 and 2007, respectively.

Real Estate Tax Expense. Real estate tax expense increased $2.7 million to $23.1 million for the year ended December 31, 2008 compared to $20.4 million for the year ended December 31, 2007. The increase was primarily due to acquisitions during 2007 and 2008 and properties that were under redevelopment or development in the prior year for which partial revenue recognition commenced during 2008. Same property real estate tax expense increased $636,000, or 3.7%, for the year ended December 31, 2008 compared to 2007 primarily due to reassessments of the tax basis at certain properties in 2008 and refunds of property taxes in 2007 (reducing property tax expense in 2007), partially offset by a refund received at one property in 2008 and the continued capitalization of property taxes in connection with construction on our Landmark at Eastview II property.

Depreciation and Amortization Expense. Depreciation and amortization expense increased $12.0 million to $84.2 million for the year ended December 31, 2008 compared to $72.2 million for the year ended December 31, 2007. The increase was primarily due to depreciation and amortization expense for the properties acquired in 2007 and 2008 and the commencement of partial operations and recognition of depreciation and amortization expense at certain of our redevelopment and development properties (principally at our Center for Life Science | Boston property), partially offset by the cessation of depreciation on certain properties, or portions thereof, which entered redevelopment in 2007 and 2008.

General and Administrative Expenses. General and administrative expenses increased $964,000 to $22.8 million for the year ended December 31, 2008 compared to $21.9 million for the year ended December 31, 2007, including acquisition related expenses of $175,000 and $396,000, respectively. The increase was primarily due to continued growth in the corporate infrastructure necessary to support our expanded property portfolio, additional salary and stock compensation costs associated with the retirement of one of our executive officers, and costs associated with our new corporate headquarters, which was completed in the first quarter of 2008, partially offset by lower bonuses for senior management.

Equity in Net Loss of Unconsolidated Partnerships. Equity in net loss of unconsolidated partnerships increased $307,000 to $1.2 million for the year ended December 31, 2008 compared to $893,000 for the year ended December 31, 2007. The increase was primarily due to cessation of the capitalization of interest and operating expenses at certain properties of our PREI joint ventures that were placed in service in 2008, partially offset by commencement of leases at those properties.

Interest Expense. Interest cost incurred for the year ended December 31, 2008 totaled $83.5 million compared to $86.9 million for the year ended December 31, 2007. Total interest cost incurred decreased primarily as a result of: (a) decreases in borrowings for working capital purposes and (b) decreases in the average interest rate on our outstanding borrowings, partially offset by higher borrowings for development and redevelopment activities.

During the year ended December 31, 2008, we capitalized $42.3 million of interest compared to $58.1 million for the year ended December 31, 2007. The decrease reflects the partial or complete cessation of capitalized interest at our Center for Life Science | Boston, 9865 Towne Centre Drive, and 530 Fairview Avenue development projects and our Pacific Research Center redevelopment project due to the commencement of certain leases at those properties. Net of capitalized interest and the accretion of debt premiums and a debt discount, interest expense increased $12.4 million to $41.2 million for the year ended December 31, 2008 compared to $28.8 million for the year ended December 31, 2007.

Loss on derivative instruments. We had four forward starting swaps that were acquired to mitigate our exposure to the variability in expected future cash flows attributable to changes in future interest rates associated with a forecasted issuance of fixed rate debt by April 30, 2009. Such fixed rate debt was generally expected to be issued in connection with a refinancing of our secured construction loan. The four forward starting swaps had an aggregate notional value of $450.0 million. At December 31, 2008, the hedging relationships for two of our four forward starting swaps, with an aggregate notional amount of $150.0 million, were no longer considered highly effective as the expectation of forecasted interest payments had changed, and we were required to prospectively discontinue hedge accounting for these two swaps. As a result, a portion of the unrealized losses related to these forward starting swaps previously included in accumulated other comprehensive loss, totaling $18.2 million, was reclassified to the consolidated income statement as loss on derivative instruments in the fourth quarter of 2008. The loss on derivative instruments for the year ended December 31, 2008 also includes approximately $1.8 million of hedge ineffectiveness on cash flow hedges due to mismatches in forecasted debt issuance dates, maturity dates and interest rate reset dates of the interest rate and forward starting swaps and related debt.

Gain on Extinguishment of Debt. In November 2008, we repurchased approximately $46.8 million face value of our Notes due 2026 for approximately $28.8 million. The repurchase resulted in the recognition of a gain on extinguishment of debt of approximately $14.8 million (net of the write-off of approximately $3.1 million in deferred loan fees and unamortized debt discount), which is reflected in our consolidated statements of income.

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Cash Flows

The following summary discussion of our cash flows is based on the consolidated statements of cash flows in Financial Statements and Supplementary Data and is not meant to be an all inclusive discussion of the changes in our cash flows for the periods presented below (in thousands):

	Six Months Ended June 30,		Years Ended December 31,		
	2010	2009	2009	2008	2007
	(unaudited)				
Net cash provided by operating activities	$ 63,431	$ 72,685	$ 145,089	$ 115,046	$ 114,965
Net cash used in investing activities	(172,398)	(101,535)	(157,627)	(218,661)	(409,301)
Net cash provided by financing activities	110,384	41,529	11,038	111,558	282,151
Ending cash and cash equivalents balance	21,339	34,101	19,922	21,422	13,479

Comparison of the Six Months Ended June 30, 2010 to the Six Months Ended June 30, 2009

Net cash provided by operating activities decreased $9.3 million to $63.4 million for the six months ended June 30, 2010 compared to $72.7 million for the six months ended June 30, 2009. The decrease was primarily due to a decrease in net income before depreciation and amortization, gains or losses relating to the extinguishment of debt, derivative instruments, and the sale of marketable securities, and from net cash used to fund and settle changes in operating assets and liabilities.

Net cash used in investing activities increased $70.9 million to $172.4 million for the six months ended June 30, 2010 compared to $101.5 million for the six months ended June 30, 2009. The increase in cash used was primarily due to higher purchases of interests in and additions to investments in real estate and funds held in escrow for acquisitions, partially offset by decreases in contributions to unconsolidated partnerships related to the repayment of outstanding indebtedness by an unconsolidated partnership in 2009.

Net cash provided by financing activities increased $68.9 million to $110.4 million for the six months ended June 30, 2010 compared to $41.5 million for the six months ended June 30, 2009. The increase was primarily due to the issuance of our Notes due 2030 in January 2010, the issuance of our Notes due 2020 in April 2010 and an increase in proceeds from BioMed Realty Trust, Inc. s common stock offerings and from our unsecured line of credit, partially offset by the voluntary prepayment of the remaining outstanding indebtedness on our secured term loan, payments on our unsecured line of credit and a decrease in dividends paid as a result of a reset of the dividend rate in 2009.

Comparison of the Year Ended December 31, 2009 to the Year Ended December 31, 2008

Net cash provided by operating activities increased $30.1 million to $145.1 million for the year ended December 31, 2009 compared to $115.0 million for the year ended December 31, 2008. Net cash provided by operating activities increased primarily due to increases in income before depreciation and amortization, gain on extinguishment of debt and allowance for bad debt, partially offset by changes in operating assets and liabilities and the add back for a non-cash loss on derivative instruments in 2008.

Net cash used in investing activities decreased $61.1 million to $157.6 million for the year ended December 31, 2009 compared to $218.7 million for the year ended December 31, 2008. The decrease was primarily due to completion of construction activities on several properties, partially offset by a decrease in proceeds from the sale of real estate assets, and contributions to unconsolidated partnerships.

Net cash provided by financing activities decreased $100.6 million to $11.0 million for the year ended December 31, 2009 compared to $111.6 million for the year ended December 31, 2008. The decrease primarily reflects reduced financing requirements due to reduced construction activity. Cash was generated from the sale of common stock and issuance of mortgage notes during the year ended December 31, 2009 and was used principally to pay down our secured construction loan, which was secured by the Center for Life Science | Boston property. In addition, cash from financing activities was provided by our unsecured line of credit during the year ended December 31, 2009.

Comparison of the Year Ended December 31, 2008 to the Year Ended December 31, 2007

Net cash provided by operating activities was $115.0 million for the year ended December 31, 2008 and $115.0 million for the year ended December 31, 2007. Net cash provided by operating activities increased primarily due to changes in operating assets and liabilities and the add back for a non-cash loss on derivative instruments in 2008, partially offset by increases in operating income before depreciation and amortization and gain on extinguishment of debt.

Net cash used in investing activities decreased $190.6 million to $218.7 million for the year ended December 31, 2008 compared to $409.3 million for the year ended December 31, 2007. The decrease was primarily due to fewer property acquisitions, including those acquired through investments in unconsolidated partnerships, and an increase in proceeds from the sale of real estate assets, partially offset by investments in non-real estate assets (primarily related to our relocation to a new corporate headquarters).

Net cash provided by financing activities decreased $170.6 million to $111.6 million for the year ended December 31, 2008 compared to $282.2 million for the year ended December 31, 2007. The decrease primarily reflects reduced financing requirements due to reduced acquisition activity. Cash was generated from the sale of common stock during the year ended December 31, 2008 and was used principally to pay down our unsecured line of credit. In addition, cash from financing activities was provided by our unsecured line of credit and our secured construction loan during the year ended December 31, 2008.

Liquidity and Capital Resources

Our short-term liquidity requirements consist primarily of funds to pay for future distributions expected to be paid to our stockholders, operating expenses and other expenditures directly associated with our properties, interest expense and scheduled principal payments on outstanding mortgage indebtedness, general and administrative expenses, capital expenditures, tenant improvements and leasing commissions.

The remaining principal payments due for our consolidated and our proportionate share of unconsolidated indebtedness (excluding debt premiums and discounts) as of June 30, 2010 were as follows (in thousands):

	2010	2011	2012	2013	2014	Thereafter	Total
Fixed-rate mortgages	$ 3,757	$ 29,914	$ 45,414	$ 25,941	$ 353,091	$ 200,720	$ 658,837
Unsecured line of credit		170,500					170,500
Notes due 2026						21,900	21,900
Notes due 2030						180,000	180,000
Notes due 2020						250,000	250,000
Total consolidated indebtedness	3,757	200,414	45,414	25,941	353,091	652,620	1,281,237
Secured acquisition and interim loan facility		40,650					40,650
Secured construction loan	39,439						39,439
Total unconsolidated indebtedness	39,439	40,650					80,089
Total indebtedness	$ 43,196	$ 241,064	$ 45,414	$ 25,941	$ 353,091	$ 652,620	$ 1,361,326

Our long-term liquidity requirements consist primarily of funds to pay for scheduled debt maturities, construction obligations, renovations, expansions, capital commitments and other non-recurring capital expenditures that need to be made periodically, and the costs associated with acquisitions of properties that we pursue.

We expect to satisfy our short-term liquidity requirements through our existing working capital and cash provided by our operations, long-term secured and unsecured indebtedness, the issuance of additional equity or debt securities and the use of net proceeds from the disposition of non-strategic assets. Our rental revenues, provided by our leases, generally provide cash inflows to meet our debt service obligations, pay general and administrative expenses, and fund regular distributions. We expect to satisfy our long-term liquidity requirements through our existing working capital, cash provided by operations, long-term secured and unsecured indebtedness, the issuance of additional equity or debt securities and the use of net proceeds from the disposition of non-strategic assets. We also expect to use funds available under our unsecured line of credit to finance acquisition and development activities and capital expenditures on an interim basis. Although we have had recent success in expanding the borrowing capacity on existing indebtedness and in securing additional sources of debt financing, there is continued uncertainty in the credit markets that may negatively impact our ability to access additional debt financing or to refinance existing debt maturities on favorable terms (or at all), which may negatively affect our ability to make acquisitions and fund current and future development and redevelopment projects. In addition, the financial positions of the lenders under our credit facilities may worsen to the point that they default on their obligations to make available to us the funds under those facilities. A continuation of the prolonged downturn in the credit markets may cause us to seek alternative sources of potentially less attractive financing, and may require us to adjust our business plans accordingly.

In January 2010, we completed the repurchase of $6.3 million face value of our Notes due 2026. The consideration for each $1,000 principal amount of the Notes due 2026 was $1,000, plus accrued and unpaid interest up to, but not including, the date of purchase, totaling approximately $6.3 million.

On January 11, 2010, we issued $180.0 million aggregate principal amount of our Notes due 2030. The net proceeds from the issuance were utilized to repay a portion of the outstanding indebtedness on our unsecured line of credit and for other general corporate and working capital purposes.

During the six months ended June 30, 2010, we issued 951,000 shares of common stock pursuant to equity distribution agreements executed in 2009, raising approximately $15.4 million in net proceeds, after deducting the underwriters discount and commissions and estimated offering expenses. The net proceeds were utilized to repay a portion of the outstanding indebtedness on our unsecured line of credit and for other general corporate and working capital purposes.

On March 31, 2010, we entered into a first amendment to our first amended and restated secured term loan agreement, pursuant to which we voluntarily prepaid $100.0 million of the $250.0 million previously outstanding borrowings, reducing the outstanding borrowings to $150.0 million. The first amendment reduced the total availability under the secured term loan to $150.0 million and amended the terms of the secured term loan to, among other things, release certain of our subject properties as a result of the partial prepayment (previously pledged as security under the secured term loan), and provide revised conditions for the sale and release of other subject properties.

On April 19, 2010, we completed the issuance of 13,225,000 shares of common stock, including the exercise in full of the underwriters over-allotment option with respect to 1,725,000 shares, resulting in net proceeds of approximately $218.8 million, after deducting the underwriters discount and commissions and estimated offering expenses. The net proceeds were utilized to repay a portion of the outstanding indebtedness on our unsecured line of credit and for other general corporate and working capital purposes.

In April 2010, we received investment grade ratings from two ratings agencies. We sought to obtain an investment grade rating to facilitate access to the investment grade unsecured debt market as part of our overall strategy to maximize our financial flexibility and manage our overall cost of capital. On April 29, 2010, we completed the private placement of $250.0 million aggregate principal amount of our Notes due 2020. The terms of the indenture for the Notes due 2020 requires compliance with various financial covenants including limits on the amount of total leverage and secured debt maintained by the operating partnership and which require the operating partnership to maintain minimum levels of debt service coverage.

On April 29, 2010, we voluntarily prepaid the remaining $150.0 million of outstanding indebtedness on our secured term loan, securing the release of our remaining subject properties.

In June 2010, we completed the repurchase of $18.0 million face value of our Notes due 2026. The consideration for each $1,000 principal amount of the Notes due 2026 was $1,003, plus accrued and unpaid interest up to, but not including, the date of purchase, totaling approximately $18.3 million. After giving effect to the purchase, approximately $21.9 million aggregate principal amount of the Notes due 2026 was outstanding as of June 30, 2010.

Under the rules adopted by the SEC regarding registration and offering procedures, if we meet the definition of a well-known seasoned issuer under Rule 405 of the Securities Act, we are permitted to file an automatic shelf registration statement that will be immediately effective upon filing. On September 4, 2009, we filed such an automatic shelf registration statement, which may permit us, from time to time, to offer and sell debt securities, common stock, preferred stock, warrants and other securities to the extent necessary or advisable to meet our liquidity needs.

Our operating partnership s total capitalization at June 30, 2010 was approximately $3.4 billion and comprised the following:

	Units at June 30, 2010	Aggregate Principal Amount or Dollar Value Equivalent (In thousands)	Percent of Total Capitalization
Debt:			
Mortgage notes payable(1)		$ 658,837	19.5%
Notes due 2026(2)		21,900	0.6%

Notes due 2030		180,000	5.3%
Notes due 2020(3)		250,000	7.4%
Unsecured line of credit		170,500	5.0%
Total debt		1,281,237	37.8%
Equity:			
OP units outstanding(4)	116,579,459	1,875,763	55.4%
7.375% Series A preferred units outstanding(5)	9,200,000	230,000	6.8%
Total equity		2,105,763	62.2%
Total capitalization		$ 3,387,000	100.0%

(1) Amount excludes unamortized debt premiums of $6.0 million recorded upon the assumption of the outstanding indebtedness in connection with our purchase of the corresponding properties.

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(2) Amount excludes unamortized debt discount of $504,000.

(3) Amount excludes unamortized debt discount of $2.5 million.

(4) Includes our operating partnership units and long-term incentive plan units (individually referred to as LTIP units and collectively with the operating partnership units referred to as OP units). Limited partners who have been issued OP units have the right to require the operating partnership to redeem part or all of their OP units, which right with respect to LTIP units, is subject to vesting and the satisfaction of other conditions. We may elect to acquire those OP units in exchange for shares of our common stock

on a one-for-one basis, subject to adjustment. At June 30, 2010, 113,578,209 of the outstanding operating partnership units had been issued to BioMed Realty Trust, Inc. upon receipt of the net proceeds from the issuance of an equal number of shares of BioMed Realty Trust, Inc. s common stock. The closing price of BioMed Realty Trust, Inc. s common stock was $16.09 per share on the last trading day of the quarter (June 30, 2010).

(5) Based on the liquidation preference of $25.00 per unit for our 7.375% Series A preferred units.

BioMed Realty Trust, Inc. s board of directors has adopted a policy of targeting our indebtedness at approximately 50% of our total asset book value. At June 30, 2010, the ratio of debt to total asset book value was approximately 37.5%. However, BioMed Realty Trust, Inc. s board of directors may from time to time modify our debt policy in light of current economic or market conditions including, but not limited to, the relative costs of debt and equity capital, market conditions for debt and equity securities and fluctuations in the market price of BioMed Realty Trust, Inc. s common stock. Accordingly, we may increase or decrease our debt to total asset book value ratio beyond the limit described above.

We may from time to time seek to repurchase or redeem our outstanding debt, BioMed Realty Trust, Inc. s shares of common stock or preferred stock or other securities in open market purchases, privately negotiated transactions or otherwise. Such repurchases or redemptions, if any, will depend on prevailing market conditions, our liquidity requirements, contractual restrictions and other factors.

Our unsecured credit agreement, as amended, provides for borrowing capacity on our unsecured line of credit of $720.0 million with a maturity date of August 1, 2011. Subject to the administrative agent s reasonable discretion, we may increase the borrowing capacity of the unsecured line of credit to $1.0 billion upon satisfying certain conditions. In addition, we may, in our sole discretion, extend the maturity date of the unsecured line of credit to August 1, 2012 after satisfying certain conditions and paying an extension fee based on the then current facility commitment. The unsecured line of credit bears interest at a floating rate equal to, at our option, either (1) reserve-adjusted LIBOR plus a spread which ranges from 100 to 155 basis points, depending on our leverage, or (2) the higher of (a) the prime rate then in effect plus a spread which ranges from 0 to 25 basis points, or (b) the federal funds rate then in effect plus a spread which ranges from 50 to 75 basis points, in each case, depending on our leverage. We have deferred the loan costs associated with the amendments to the unsecured line of credit, which are being amortized to expense with the unamortized loan costs from the original unsecured line of credit over the remaining term. At June 30, 2010, we had $170.5 million in outstanding borrowings on our unsecured line of credit, with a weighted-average interest rate of 1.6% (excluding the effect of interest rate swaps) and a weighted-average interest rate of 3.0% on the unhedged portion of the outstanding debt of approximately $20.5 million. At June 30, 2010, we had additional borrowing capacity under the unsecured line of credit of up to approximately $537.8 million (net of outstanding letters of credit issued by us and drawable on the unsecured line of credit of approximately $11.7 million).

The terms of the credit agreement for the unsecured line of credit include certain restrictions and covenants, which limit, among other things, the payment of dividends and the incurrence of additional indebtedness and liens. The terms also require compliance with financial ratios relating to the minimum amounts of net worth, fixed charge coverage, unsecured debt service coverage, the maximum amount of secured, and secured recourse indebtedness, leverage ratio and certain investment limitations. The dividend restriction referred to above provides that, except to enable BioMed Realty Trust, Inc. to continue to qualify as a REIT for federal income tax purposes, we will not make distributions with respect to the OP units or other equity interests in an aggregate amount for the preceding four fiscal quarters in excess of 95% of funds from operations, as defined, for such period, subject to other adjustments. We believe that we were in compliance with the covenants as of June 30, 2010.

A summary of our outstanding consolidated mortgage notes payable was as follows (dollars in thousands):

	Stated Fixed Interest Rate	Effective Interest Rate	Principal Balance June 30, 2010	Principal Balance December 31, 2009	Maturity Date
Ardentech Court	7.25%	5.06%	$ 4,296	$ 4,354	July 1, 2012
Bridgeview Technology Park I	8.07%	5.04%	11,172	11,246	January 1, 2011
Center for Life Science | Boston	7.75%	7.75%	347,194	348,749	June 30, 2014
500 Kendall Street (Kendall D)	6.38%	5.45%	65,168	66,077	December 1, 2018
Lucent Drive	4.75%	4.75%	5,015	5,129	January 21, 2015
6828 Nancy Ridge Drive	7.15%	5.38%	6,541	6,595	September 1, 2012
Road to the Cure	6.70%	5.78%	14,828	14,956	January 31, 2014
Science Center Drive	7.65%	5.04%	10,891	10,981	July 1, 2011
Shady Grove Road	5.97%	5.97%	147,000	147,000	September 1, 2016
Sidney Street	7.23%	5.11%	27,867	28,322	June 1, 2012
9865 Towne Centre Drive	7.95%	7.95%	17,762	17,884	June 30, 2013
900 Uniqema Boulevard	8.61%	5.61%	1,103	1,191	May 1, 2015
			658,837	662,484	
Unamortized premiums			6,030	6,970	
			$ 664,867	$ 669,454	

Premiums were recorded upon assumption of the mortgage notes payable at the time of the related acquisition to account for above-market interest rates. Amortization of these premiums is recorded as a reduction to interest expense over the remaining term of the respective note using a method that approximates the effective-interest method.

As of June 30, 2010, principal payments due for our indebtedness (excluding debt premiums and discounts, and our proportionate share of the indebtedness of our unconsolidated partnerships) were as follows (in thousands):

2010	$ 3,757
2011	200,414
2012	45,414
2013	25,941
2014	353,091
Thereafter(1)	652,620
	$ 1,281,237

(1) Includes $21.9 million in

principal payments of the Notes due 2026 based on a contractual maturity date of October 1, 2026 and $180.0 million in principal payments of the Notes due 2030 based on a contractual maturity date of January 15, 2030.

We are a party to two interest rate swaps, which hedge the risk of increase in interest rates on our variable rate debt. In addition, we entered into forward starting swaps, which were settled with the corresponding counterparties in April 2009, and resulted in the deferral of interest costs recorded in other comprehensive income, which will be amortized as additional interest expense over the term of the corresponding fixed-rate debt.

As of June 30, 2010, we had two interest rate swaps with an aggregate notional amount of $150.0 million under which at each monthly settlement date we either (1) receive the difference between a fixed interest rate, which we refer to as the strike rate, and one-month LIBOR if the strike rate is less than LIBOR or (2) pay such difference if the strike rate is greater than LIBOR. Each of the two interest rate swaps hedges our exposure to the variability on expected cash flows attributable to changes in interest rates on the first interest payments, due on the date that is on or closest after each swap s settlement date, associated with the amount of LIBOR-based debt equal to each swap s notional amount. One of these interest rate swaps has a notional amount of $35.0 million (interest rate of 5.8%, including the applicable credit spread) and is currently intended to hedge interest payments associated with our unsecured line of credit. The remaining interest rate swap has a notional amount of $115.0 million (interest rate of 5.8%, including the applicable credit spread) and is currently intended to hedge interest payments associated with our unsecured line of credit. No initial investment was made to enter into the interest rate swap agreements.

As of June 30, 2010, we had deferred interest costs of approximately $59.7 million in other comprehensive income related to forward starting swaps, which were settled with the corresponding counterparties in March and April 2009 for approximately $86.5 million. The forward starting swaps were entered into to mitigate our exposure to the variability in expected future cash flows attributable to changes in future interest rates associated with a forecasted issuance of fixed-rate debt, with interest payments for a minimum of ten years. In June 2009, we closed on $368.0 million in fixed-rate mortgage loans secured by our 9865 Towne Centre Drive and Center for Life Science | Boston properties. The deferred interest costs of $59.7 million will be amortized as additional interest expense over a remaining term of nine years. During the six months ended June 30, 2010, approximately $3.6 million of deferred interest costs were recognized as additional interest expense.

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Due to our voluntary early prepayment of the remaining balance outstanding on the secured term loan and additional repayment of a portion of the outstanding indebtedness on the unsecured line of credit during the three months ended June 30, 2010, our variable-rate indebtedness fell below the combined notional value of the outstanding interest rate swaps, causing us to be temporarily overhedged. As a result, we reperformed tests to assess the effectiveness of our interest rate swaps. The tests indicated that the $250.0 million interest rate swap was no longer highly effective, resulting in the prospective discontinuance of hedge accounting. From the date that hedge accounting was discontinued, changes in the fair-value associated with this interest rate swap were recorded directly to earnings, resulting in the recognition of a gain of approximately $1.1 million for the three months ended June 30, 2010, which is included as a component of loss on derivative instruments. In addition, we recorded a charge to earnings of approximately $1.1 million associated with this interest rate swap, relating to interest payments to the swap counterparty and hedge ineffectiveness, which is also included as a component of loss on derivative instruments.

Although the remaining interest rate swaps with an aggregate notional amount of $150.0 million passed the assessment tests and continued to qualify for hedge accounting, we accelerated the reclassification of amounts deferred in accumulated other comprehensive loss to earnings related to the hedged forecasted transactions that became probable of not occurring during the period in which we were overhedged. This resulted in a charge to earnings of approximately $980,000, partially offset by a gain of approximately $647,000 primarily attributable to the elimination of our overhedged status with respect to the interest rate swaps, upon the expiration of the $250.0 million interest rate swap on June 1, 2010.

During the six months ended June 30, 2010, we recorded total losses on derivative instruments of $347,000 primarily related to the discontinuance of hedge accounting for our former $250.0 million interest rate swap, hedge ineffectiveness on cash flow hedges due to mismatches in maturity dates and interest rate reset dates between the interest rate swaps and corresponding debt and changes in the fair-value of other derivative instruments. During the six months ended June 30, 2009, we recorded a gain on derivative instruments of $303,000 as a result of hedge ineffectiveness on cash flow hedges due to mismatches in the maturity date and the interest rate reset dates between the interest rate swaps and the corresponding debt, and changes in the fair-value of derivatives no longer considered highly effective.

Amounts reported in accumulated other comprehensive income related to derivatives will be reclassified to interest expense as interest payments are made on our variable-rate debt. During the next twelve months, we estimate that an additional $13.3 million will be reclassified from other accumulated comprehensive income as an increase to interest expense. In addition, approximately $582,000 for the six months ended June 30, 2010 and approximately $1.7 million for the six months ended June 30, 2009 of settlement payments on interest rate swaps have been deferred in accumulated other comprehensive loss and will be amortized over the useful lives of the related development or redevelopment projects.

The following table provides information with respect to our contractual obligations at June 30, 2010, including maturities and scheduled principal repayments, but excluding related unamortized debt premiums. We were not subject to any material capital lease obligations or unconditional purchase obligations as of June 30, 2010.

Obligation	2010	2011-2012	2013-2014	Thereafter	Total
			(In thousands)		
Mortgage notes payable(1)	$ 3,757	$ 75,328	$ 379,032	$ 200,720	$ 658,837
Notes due 2026(2)				21,900	21,900
Notes due 2030				180,000	180,000
Notes due 2020(3)				250,000	250,000
Unsecured line of credit(4)		170,500			170,500
Share of debt of unconsolidated partnerships(5)	39,439	40,650			80,089
Interest payments on debt obligations(6)	37,132	136,529	114,392	222,256	510,309
Construction projects(7)	1,311				1,311

Tenant obligations(8)	33,615	487			34,102
Lease commissions	974	13	93		1,080
Total	$ 116,228	$ 423,507	$ 493,517	$ 874,876	$ 1,908,128

(1) Balance excludes $6.0 million of unamortized debt premium.

(2) Balance excludes $504,000 of unamortized debt discount.

(3) Balance excludes $2.5 million of unamortized debt discount.

(4) The unsecured line of credit matures on August 1, 2011, but we may extend the maturity date of the unsecured line of credit to August 1, 2012 after satisfying certain conditions and paying an extension fee based on the then current facility commitment.

(5) A portion of the secured acquisition and interim loan facility was refinanced on February 11,

2009, with a new maturity date of February 10, 2011. Subsequent to June 30, 2010, our PREI joint venture exercised the initial extension option for our secured construction loan, which extended the maturity date of the secured construction loan to February 13, 2011.

(6) Interest payments reflect cash payments that are based on the interest rates in effect and debt balances outstanding on June 30, 2010, excluding the effect of the interest rate swaps on the underlying debt.

(7) Balance includes our proportionate share of the remaining construction project obligations of PREI I LLC.

(8) Committed tenant-related

obligations
based on
executed leases
as of June 30,
2010.

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Funds from Operations

We present funds from operations, or FFO, available to common shares and partnership and LTIP units because we consider it an important supplemental measure of our operating performance and believe it is frequently used by securities analysts, investors and other interested parties in the evaluation of REITs, many of which present FFO when reporting their results. FFO is intended to exclude GAAP historical cost depreciation and amortization of real estate and related assets, which assumes that the value of real estate assets diminishes ratably over time. Historically, however, real estate values have risen or fallen with market conditions. Because FFO excludes depreciation and amortization unique to real estate, gains and losses from property dispositions and extraordinary items, it provides a performance measure that, when compared year over year, reflects the impact to operations from trends in occupancy rates, rental rates, operating costs, development activities and interest costs, providing perspective not immediately apparent from net income. We compute FFO in accordance with standards established by the Board of Governors of the National Association of Real Estate Investment Trusts, or NAREIT, in its March 1995 White Paper (as amended in November 1999 and April 2002). As defined by NAREIT, FFO represents net income (computed in accordance with GAAP), excluding gains (or losses) from sales of property, plus real estate related depreciation and amortization (excluding amortization of loan origination costs) and after adjustments for unconsolidated partnerships and joint ventures. Our computation may differ from the methodology for calculating FFO utilized by other equity REITs and, accordingly, may not be comparable to such other REITs. Further, FFO does not represent amounts available for management s discretionary use because of needed capital replacement or expansion, debt service obligations, or other commitments and uncertainties. FFO should not be considered as an alternative to net income (loss) (computed in accordance with GAAP) as an indicator of our financial performance or to cash flow from operating activities (computed in accordance with GAAP) as an indicator of our liquidity, nor is it indicative of funds available to fund our cash needs, including our ability to pay dividends or make distributions.

Our FFO available to common shares and OP units and a reconciliation to net income for the six months ended June 30, 2010 and 2009 and for each of the years in the five-year period ended December 31, 2009 (in thousands, except share data) was as follows:

	Six Months Ended June 30,		Year Ended December 31,				
	2010	2009	2009	2008	2007	2006	2005
Net income available to the unitholders(1)	$ 8,736	$ 38,599	$ 43,291	$ 46,177	$ 57,019	$ 36,507	$ 18,320
Adjustments:							
Gain on sale of real estate assets					(1,087)		
Depreciation and amortization unconsolidated partnerships	1,357	1,323	2,647	2,100	1,139	80	50
Depreciation and amortization consolidated entities discontinued operations					228	550	
Depreciation and amortization consolidated entities	55,385	51,813	109,620	84,227	72,202	65,063	39,378

continuing operations Depreciation and amortization allocable to noncontrolling interest of consolidated joint ventures		(43)		(39)		(81)		(40)		(285)				
Funds from operations available to common shares and OP unitholders	$	65,435	$	91,696	$	155,477	$	132,464	$	129,216	$	102,200	$	57,748
Funds from operations per unit diluted	$	0.60	$	1.04	$	1.64	$	1.76	$	1.88	$	1.74	$	1.37
Weighted-average units outstanding diluted(2)		108,298,135		88,580,072		95,082,074		75,408,153		68,738,694		58,886,694		42,091,195

(1) Amount is inclusive of net income allocable to our limited partners, which, for purposes of the calculation of FFO for BioMed Realty Trust, Inc., is excluded from net income available to common stockholders and added back as a reconciling item.

(2) The year ended December 31, 2009 includes 1,076,692 unvested OP

units which are considered anti-dilutive for purposes of calculating diluted earnings per unit.

Off-Balance Sheet Arrangements

As of June 30, 2010, we had investments in the following unconsolidated partnerships: (1) McKellar Court limited partnership, which owns a single tenant occupied property located in San Diego; and (2) two limited liability companies with PREI, which own a portfolio of properties primarily located in Cambridge, Massachusetts (see Note 9 of the Notes to Consolidated Financial Statements included elsewhere herein for more information).

The McKellar Court partnership is a VIE; however, we are not the primary beneficiary. The limited partner at McKellar Court is the only tenant in the property and will bear a disproportionate amount of any losses. We, as the general partner, will receive 22% of the operating cash flows and 75% of the gains upon sale of the property. We account for our general partner interest using the equity method. The assets of the McKellar Court partnership were $14.9 million and $16.0 million and the liabilities were $10.5 million at June 30, 2010 and December 31, 2009, respectively. Our equity in net income of the McKellar Court partnership was $508,000 and $42,000 for the six months ended June 30, 2010 and 2009, respectively. In December 2009, we provided funding in the form of a promissory note to the McKellar Court partnership in the amount of $10.3 million, which matures at the earlier of (1) January 1, 2020, or (2) the day that the limited partner exercises an option to purchase our ownership interest. Interest-only payments on the promissory note are due monthly at a fixed rate of 8.15% (the rate may adjust higher after January 1, 2015), with the principal balance outstanding due at maturity.

PREI II LLC is a VIE; however, we are not the primary beneficiary. PREI will bear the majority of any losses incurred. PREI I LLC does not qualify as a VIE. In addition, consolidation is not required as we do not control the limited liability companies. In connection with the formation of the PREI joint ventures in April 2007, we contributed 20% of the initial capital. However, the amount of cash flow distributions that we receive may be more or less based on the nature of the circumstances underlying the cash distributions due to provisions in the operating agreements governing the distribution of funds to each member and the occurrence of extraordinary cash flow events. We account for our member interests using the equity method for both limited liability companies. The assets of the PREI joint ventures were $653.7 million and $636.0 million and the liabilities were $414.3 million and $410.3 million at June 30, 2010 and December 31, 2009, respectively. Our equity in net loss of the PREI joint ventures was $885,000 and $807,000 for the six months ended June 30, 2010 and 2009, respectively.

We have been the primary beneficiary in five other VIEs, consisting of single-tenant properties in which the tenant has a fixed-price purchase option, which are consolidated and reflected in our consolidated financial statements.

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Our proportionate share of outstanding debt related to our unconsolidated partnerships is summarized below (dollars in thousands):

Name	Ownership Percentage	Interest Rate[2]	Principal Amount[1] June 30, 2010	Principal Amount[1] December 31, 2009	Maturity Date
PREI I and PREI II[3]	20%	3.85%	$ 40,650	$ 40,650	February 10, 2011
PREI I[4]	20%	3.95%	39,439	38,415	August 13, 2010(5)
Total			$ 80,089	$ 79,065	

(1) Amount represents our proportionate share of the total outstanding indebtedness for each of the unconsolidated partnerships.

(2) Effective or weighted average interest rate of the outstanding indebtedness as of June 30, 2010, including the effect of interest rate swaps.

(3) Amount at June 30, 2010 represents our proportionate share of the total draws outstanding under a secured acquisition and interim loan facility, which

bore interest at a LIBOR-indexed variable rate. A portion of the secured acquisition and interim loan facility was utilized by both PREI I LLC and PREI II LLC to acquire a portfolio of properties (initial borrowings of approximately $427.0 million) on April 4, 2007 (see Note 7 in the accompanying consolidated financial statements). On February 11, 2009, our PREI joint ventures jointly refinanced the outstanding balance of the secured acquisition and interim loan facility, or approximately $364.1 million, with the proceeds of a new loan totaling $203.3 million and members capital contributions funding the balance due. The new loan bears interest at a rate equal to, at the option of our PREI joint ventures, either (a) reserve adjusted LIBOR plus 350 basis points or (b) the higher of (i) the prime rate then in effect, (ii) the federal funds rate then in effect plus 50 basis points or (iii) one-month LIBOR plus 450 basis points, and requires interest only monthly payments until the maturity date, February 10, 2011.

(4) Amount represents our proportionate share of a secured construction loan, which bears interest at a LIBOR-indexed variable rate. The secured construction loan was executed by a wholly owned subsidiary of PREI I LLC in connection with the construction of the 650 East Kendall Street property (initial borrowings of $84.0 million on February 13,

2008 were used in part to repay a portion of the secured acquisition and interim loan facility). The remaining balance is being utilized to fund construction costs at the property.

(5) Subsequent to June 30, 2010, our PREI joint venture exercised the initial extension option, which extended the maturity date of the secured construction loan to February 13, 2011.

Cash Distribution Policy

BioMed Realty Trust, Inc. has elected to be taxed as a REIT under the Code commencing with the taxable year ended December 31, 2004. To qualify as a REIT, BioMed Realty Trust, Inc. must meet a number of organizational and operational requirements, including the requirement that we distribute currently at least 90% of our ordinary taxable income to BioMed Realty Trust, Inc. s stockholders. It is our intention to comply with these requirements and maintain BioMed Realty Trust, Inc. s REIT status. As a REIT, BioMed Realty Trust, Inc. generally will not be subject to corporate federal, state or local income taxes on taxable income BioMed Realty Trust, Inc. distributes currently (in accordance with the Code and applicable regulations) to BioMed Realty Trust, Inc. s stockholders. If BioMed Realty Trust, Inc. fails to qualify as a REIT in any taxable year, we will be subject to federal, state and local income taxes at regular corporate rates and BioMed Realty Trust, Inc. may not be able to qualify as a REIT for subsequent tax years. Even if BioMed Realty Trust, Inc. qualifies as a REIT for federal income tax purposes, we may be subject to certain state and local taxes on our income and to federal income and excise taxes on our undistributed taxable income, *i.e.*, taxable income not distributed in the amounts and in the time frames prescribed by the Code and applicable regulations thereunder.

In April 2009, in an effort to maintain financial flexibility in light of the current capital markets environment, we reset our annual dividend rate on shares of BioMed Realty Trust, Inc. s common stock and the annual distribution rate on BioMed Realty, L.P. s common units to $0.44 per share or unit, starting in the second quarter of 2009. We subsequently increased these rates to $0.56 per share or unit, starting in the fourth quarter of 2009 and again to $0.60 per share or unit, starting in the second quarter of 2010. While this change in our dividend and distribution levels represents our current expectation, the actual dividend or distribution payable will be determined by BioMed Realty Trust, Inc. s board of directors based upon the circumstances at the time of declaration and, as a result, the actual dividend or distribution payable may vary from such expected amount. The decision to declare and pay dividends on shares of BioMed Realty Trust, Inc. s common stock or distributions to BioMed Realty, L.P. s common units in the future, as well as the timing, amount and composition of any such future dividends, will be at the sole discretion of BioMed Realty Trust, Inc. s board of directors in light of conditions then existing, including our earnings, financial condition, capital requirements, debt maturities, the availability of debt and equity capital, applicable REIT and legal restrictions and the general overall economic conditions and other factors.

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The following table provides historical information for dividends paid on BioMed Realty Trust, Inc. s common and preferred stock and distributions made on BioMed Realty, L.P. s common and preferred units for the prior two fiscal years and the six months ended June 30, 2010:

Quarter Ended	Date Declared	Date Paid	Dividend/Distribution per Common Share/Unit	Dividend/Distribution per Preferred Share/Unit
March 31, 2008	March 14, 2008	April 15, 2008	$ 0.3350	$ 0.46094
June 30, 2008	June 16, 2008	July 15, 2008	0.3350	0.46094
September 30, 2008	September 15, 2008	October 15, 2008	0.3350	0.46094
December 31, 2008	December 15, 2008	January 15, 2009	0.3350	0.46094
March 31, 2009	March 16, 2009	April 15, 2009	0.3350	0.46094
June 30, 2009	June 15, 2009	July 15, 2009	0.1100	0.46094
September 30, 2009	September 15, 2009	October 15, 2009	0.1100	0.46094
December 31, 2009	December 15, 2009	January 15, 2010	0.1400	0.46094
March 31, 2010	March 15, 2010	April 15, 2010	0.1400	0.46094
June 30, 2010	June 15, 2010	July 15, 2010	0.1500	0.46094

Inflation

Some of our leases contain provisions designed to mitigate the adverse impact of inflation. These provisions generally increase rental rates during the terms of the leases either at fixed rates or indexed escalations (based on the Consumer Price Index or other measures). We may be adversely impacted by inflation on the leases that do not contain indexed escalation provisions. In addition, most of our leases require the tenant to pay an allocable share of operating expenses, including common area maintenance costs, real estate taxes and insurance. This may reduce our exposure to increases in costs and operating expenses resulting from inflation, assuming our properties remain leased and tenants fulfill their obligations to reimburse us for such expenses.

Portions of our unsecured line of credit and the secured construction loan held by our unconsolidated partnership bear interest at a variable rate, which will be influenced by changes in short-term interest rates, and will be sensitive to inflation.

Quantitative and Qualitative Disclosures About Market Risk

Our future income, cash flows and fair-values relevant to financial instruments depend upon prevailing market interest rates. Market risk is the exposure to loss resulting from changes in interest rates, foreign currency exchange rates, commodity prices and equity prices. The primary market risk to which we believe we are exposed is interest rate risk. Many factors, including governmental monetary and tax policies, domestic and international economic and political considerations and other factors that are beyond our control contribute to interest rate risk.

As of June 30, 2010, our consolidated debt consisted of the following (dollars in thousands):

	Principal Balance(1)	Percent of Total Debt	Effective Interest Rate at June 30, 2010
Fixed interest rate(2)	$ 1,113,738	86,7%	6.18%
Variable interest rate(3)	170,500	13.3%	1.64%
Total/weighted-average effective interest rate	$ 1,284,238	100.0%	5.58%

(1) Principal balance includes only consolidated indebtedness.

(2) Includes nine mortgage notes payable secured by certain of our properties (including $6.0 million of unamortized premium), our Notes due 2026 (including $504,000 of unamortized debt discount), our Notes due 2030, and our Notes due 2020 (including $2.5 million of unamortized debt discount).

(3) Includes our unsecured line of credit, which bears interest based at a LIBOR-indexed variable interest rate, plus a credit spread. The stated effective rate for the variable interest debt excludes the impact of any interest rate swap agreements. We have entered into two interest rate swaps, which were intended to have

the effect of initially fixing the interest rates on $150.0 million of our variable rate debt at a weighted average interest rate of 4.7% (excluding applicable credit spreads for the underlying debt).

To determine the fair-value of our outstanding consolidated indebtedness, we utilize quoted market prices to estimate the fair-value, when available. If quoted market prices are not available, we calculate the fair-value of our mortgage notes payable and other fixed-rate debt based on an estimate of current lending rates, assuming the debt is outstanding through maturity and considering the notes collateral. In determining the current market rate for fixed-rate debt, a market credit spread is added to the quoted yields on federal government treasury securities with similar terms to the debt. In determining the current market rate for variable-rate debt, a market credit spread is added to the current effective interest rate. At June 30, 2010, the fair-value of the fixed-rate debt was estimated to be $1.2 billion compared to the net carrying value of $1.1 billion (includes $6.0 million of unamortized debt premium, $504,000 of unamortized debt discount associated with our Notes due 2026, and $2.5 million of unamortized debt discount associated with our Notes due 2020). At June 30, 2010, the fair-value of the variable-rate debt was estimated to be $165.4 million compared to the net carrying value of $170.5 million. We do not believe that the interest rate risk represented by our fixed-rate debt or the risk of changes in the credit spread related to our variable-rate debt was material as of June 30, 2010 in relation to total assets of $3.4 billion and equity market capitalization of $2.1 billion of BioMed Realty Trust, Inc. s common stock and preferred stock and BioMed Realty, L.P. s operating partnership and LTIP units.

Based on the outstanding unhedged balances of our unsecured line of credit and our proportionate share of the outstanding balance for the PREI joint ventures secured construction loan at June 30, 2010, a 1% change in interest rates would change our interest costs by approximately $273,000 per year. This amount was determined by considering the impact of hypothetical interest rates on our financial instruments. This analysis does not consider the effect of any change in overall economic activity that could occur in that environment. Further, in the event of a change of the magnitude discussed above, we may take actions to further mitigate our exposure to the change. However, due to the uncertainty of the specific actions that would be taken and their possible effects, this analysis assumes no changes in our financial structure.

In order to modify and manage the interest rate characteristics of our outstanding debt and to limit the effects of interest rate risks on our operations, we may utilize a variety of financial instruments, including interest rate swaps, caps and treasury locks in order to mitigate our interest rate risk on a related financial instrument. The use of these types of instruments to hedge our exposure to changes in interest rates carries additional risks, including counterparty credit risk, the enforceability of hedging contracts and the risk that unanticipated and significant changes in interest rates will cause a significant loss of basis in the contract. To limit counterparty credit risk we will seek to enter into such agreements with major financial institutions with high credit ratings. There can be no assurance that we will be able to adequately protect against the foregoing risks and will ultimately realize an economic benefit that exceeds the related amounts incurred in connection with engaging in such hedging activities. We do not enter into such contracts for speculative or trading purposes.

Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

Not Applicable.

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BUSINESS AND PROPERTIES

Business

General

We operate as a REIT focused on acquiring, developing, owning, leasing and managing laboratory and office space for the life science industry. Our tenants primarily include biotechnology and pharmaceutical companies, scientific research institutions, government agencies and other entities involved in the life science industry. Our properties are generally located in markets with well established reputations as centers for scientific research, including Boston, San Diego, San Francisco, Seattle, Maryland, Pennsylvania and New York/New Jersey.

BioMed Realty Trust, Inc. was incorporated in Maryland on April 30, 2004 and commenced operations on August 11, 2004, after completing its initial public offering. BioMed Realty, L.P. was organized in the state of Maryland on April 30, 2004. At June 30, 2010, our portfolio consisted of 73 properties, representing 120 buildings with an aggregate of approximately 11.0 million rentable square feet.

Our senior management team has significant experience in the real estate industry, principally focusing on properties designed for life science tenants. We operate as a fully integrated, self-administered and self-managed REIT, providing property management, leasing, development and administrative services to our properties. As of June 30, 2010**,** we had 139 employees.

Recent Developments

On July 15, 2010, we acquired a property located at 4775 and 4785 Executive Drive in San Diego, California for approximately $27.2 million, including a laboratory/office building currently under construction totaling approximately 57,000 square feet and an undeveloped land parcel with permits in place for a second building totaling approximately 102,000 square feet.

On July 20, 2010, we acquired a property located at 3500 Paramount Parkway in Morrisville, North Carolina for approximately $17.5 million, comprising a fully-leased laboratory/office building totaling approximately 61,600 square feet.

Growth Strategy

Our success and future growth potential are based upon the specialized real estate opportunities within the life science industry. Our growth strategy is designed to meet the sizable demand and specialized requirements of life science tenants by leveraging the knowledge and expertise of a management team focused on serving this large and growing industry.

Our internal growth strategy includes:

- negotiating leases with contractual rental rate increases in order to provide predictable and consistent earnings growth,
- creating strong relationships with our tenants to enable us to identify and capitalize on opportunities to renew or extend existing leases or to provide expansion space,
- redeveloping currently owned non-laboratory space into higher yielding laboratory facilities, and
- developing new laboratory and office space on land we have acquired for development.

Our external growth strategy includes:

- acquiring well-located properties leased to high-quality life science tenants with attractive in-place yields and long-term growth potential,
- investing in properties with leasing opportunities, capitalizing on our industry relationships to enter into new leases, and

investing in redevelopment and development projects, capitalizing on our development platform that we believe will serve as an additional catalyst for future growth.

Target Markets

Our target markets Boston, San Diego, San Francisco, Seattle, Maryland, Pennsylvania, New York/New Jersey and research parks near or adjacent to universities have emerged as the primary hubs for research, development and production in the life science industry. Each of these markets benefits from the presence of mature life science companies, which provide scale and stability to the market, as well as academic and university environments and government entities to contribute innovation, research, personnel and capital to the private sector. In addition, the clustered research environments within these target markets typically provide a high quality of life for the research professionals and a fertile ground for new life science ideas and ventures.

Positive Life Science Industry Trends

We expect continued long-term growth in the life science industry due to several factors:

- the aging of the U.S. population resulting from the transition of baby boomers to senior citizens, which has increased the demand for new drugs and health care treatment alternatives to extend, improve and enhance their quality of life,

- the high level of research and development expenditures, as represented by a Pharmaceutical Research and Manufacturers of America (PhRMA) survey indicating that research and development spending by U.S. pharmaceutical research and biotechnology companies climbed to a record $65.3 billion in 2009, and

- escalating health care costs, which drive the demand for better drugs, less expensive treatments and more services in an attempt to manage such costs.

We are uniquely positioned to benefit from these favorable long-term dynamics through the demand for space for research, development and production by our life science industry tenants.

Experienced Management

We have created and continue to develop a premier life science real estate-oriented management team, dedicated to maximizing current and long-term returns for our stockholders. Our executive officers have acquired, developed, financed, owned, leased or managed in excess of $4.6 billion in life science real estate. Through this experience, our management team has established extensive industry relationships among life science tenants, property owners and real estate brokers. In addition, our experienced independent board members provide management with a broad range of knowledge in real estate, the sciences, life science company operations, and large public company finance and management.

Regulation

General

Our properties are subject to various laws, ordinances and regulations, including regulations relating to common areas. We believe that we have the necessary permits and approvals to operate each of our properties.

Americans with Disabilities Act

Our properties must comply with Title III of the Americans with Disabilities Act, or ADA, to the extent that such properties are public accommodations as defined by the ADA. The ADA may require removal of structural barriers to access by persons with disabilities in certain public areas of our properties where such removal is readily achievable. We believe that our properties are in substantial compliance with the ADA and that we will not be required to make substantial capital expenditures to address the requirements of the ADA. The tenants are generally responsible for any additional amounts required to conform their construction projects to the ADA. However, noncompliance with the ADA could result in imposition of fines or an award of damages to private litigants. The obligation to make readily achievable accommodations is an ongoing one, and we will continue to assess our properties and to make alterations as appropriate in this respect.

Environmental Matters

Under various federal, state and local environmental laws and regulations, a current or previous owner, operator or tenant of real estate may be required to investigate and remediate releases or threats of releases of hazardous or toxic substances or petroleum products at such property, and may be held liable for property damage, personal injury damages and investigation, clean-up and monitoring costs incurred in connection with the actual or threatened contamination. Such laws typically impose clean-up responsibility and liability without regard to fault, or whether the owner, operator or tenant knew of or caused the presence of the contamination. The liability under such laws may be joint and several for the full amount of the investigation, clean-up and monitoring costs incurred or to be incurred or actions to be undertaken, although a party held jointly and severally liable may obtain contributions from the other identified, solvent, responsible parties of their fair share toward these costs. These costs may be substantial, and can exceed the value of the property. The presence of contamination, or the failure to properly remediate contamination, on a property may adversely affect the ability of the owner, operator or tenant to sell or rent that property or to borrow using such property as collateral, and may adversely impact our investment in that property.

Federal asbestos regulations and certain state laws and regulations require building owners and those exercising control over a building s management to identify and warn, via signs, labels or other notices, of potential hazards posed by the actual or potential presence of asbestos-containing materials, or ACMs, in their building. The regulations also set forth employee training, record-keeping and due diligence requirements pertaining to ACMs and potential ACMs. Significant fines can be assessed for violating these regulations. Building owners and those exercising control over a building s management may be subject to an increased risk of personal injury lawsuits by workers and others exposed to ACMs and potential ACMs as a result of these regulations. The regulations may affect the value of a building containing ACMs and potential ACMs in which we have invested. Federal, state and local laws and regulations also govern the removal, encapsulation, disturbance, handling and/or disposal of ACMs and potential ACMs when such materials are in poor condition or in the event of construction, remodeling, renovation or demolition of a building. Such laws may impose liability for improper handling or a release to the environment of ACMs and potential ACMs and may provide for fines to, and for third parties to seek recovery from, owners or operators of real properties for personal injury or improper work exposure associated with ACMs and potential ACMs. See Risk Factors Risks Related to the Real Estate Industry We could incur significant costs related to governmental regulation and private litigation over environmental matters involving asbestos-containing materials, which could adversely affect our operations, the value of our properties, and our ability to make payments with respect to the notes or distributions to BioMed Realty, L.P. s unitholders or BioMed Realty Trust, Inc. s stockholders above.

Federal, state and local environmental laws and regulations also require removing or upgrading certain underground storage tanks and regulate the discharge of storm water, wastewater and other pollutants; the emission of air pollutants; the generation, management and disposal of hazardous or toxic chemicals, substances or wastes; and workplace health and safety. Life science industry tenants, including certain of our tenants, engage in various research and development activities involving the controlled use of hazardous materials, chemicals, biological and radioactive compounds. Although we believe that the tenants activities involving such materials comply in all material respects with applicable laws and regulations, the risk of contamination or injury from these materials cannot be completely eliminated. In the event of such contamination or injury, we could be held liable for any damages that result, and any such liability could exceed our resources and our environmental remediation insurance coverage. Licensing requirements governing use of radioactive materials by tenants may also restrict the use of or ability to transfer space in buildings we own. See Risk Factors Risks Related to the Real Estate Industry We could incur significant costs related to government regulation and private litigation over environmental matters involving the presence, discharge or threat of discharge of hazardous or toxic substances, which could adversely affect our operations, the value of our properties, and our ability to make payments with respect to the notes or distributions to BioMed Realty, L.P. s unitholders or BioMed Realty Trust, Inc. s stockholders above.

In addition, our leases generally provide that (1) the tenant is responsible for all environmental liabilities relating to the tenant s operations, (2) we are indemnified for such liabilities and (3) the tenant must comply with all environmental laws and regulations. Such a contractual arrangement, however, does not eliminate our statutory liability or preclude claims against us by governmental authorities or persons who are not parties to such an arrangement. Noncompliance with environmental or health and safety requirements may also result in the need to cease or alter operations at a property, which could affect the financial health of a tenant and its ability to make lease payments. In addition, if there is a violation of such a requirement in connection with a tenant s operations, it is possible that we, as the owner of the property, could be held accountable by governmental authorities (or other injured parties) for such violation and could be required to correct the violation and pay related fines. In certain situations, we have agreed to indemnify tenants for conditions preceding their lease term, or that do not result from their operations.

Prior to closing any property acquisition, we obtain environmental assessments in a manner we believe prudent in order to attempt to identify potential environmental concerns at such properties. These assessments are carried out in accordance with an appropriate level of due diligence and generally include a physical site inspection, a review of relevant federal, state and local environmental and health agency database records, one or more interviews with appropriate site-related personnel, review of the property s chain of title and review of historic aerial photographs and other information on past uses of the property. We may also conduct limited subsurface investigations and test for substances of concern where the results of the first phase of the environmental assessments or other information indicate possible contamination or where our consultants recommend such procedures.

While we may purchase our properties on an as is basis, most of our purchase contracts contain an environmental contingency clause, which permits us to reject a property because of any environmental hazard at such property. We receive environmental reports on all prospective properties.

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We believe that our properties comply in all material respects with all federal and state regulations regarding hazardous or toxic substances and other environmental matters.

Insurance

We carry comprehensive general liability, fire and extended coverage, terrorism and loss of rental income insurance covering all of our properties under a blanket portfolio policy, with the exception of property insurance on our McKellar Court and Science Center Drive properties in San Diego and 9911 Belward Campus Drive and Shady Grove Road properties in Maryland, which is carried directly by the tenants in accordance with the terms of their respective leases, and builders risk policies for any projects under construction. In addition, we carry workers compensation coverage for injury to our employees. We believe the policy specifications and insured limits are adequate given the relative risk of loss, cost of the coverage and standard industry practice. We also carry environmental remediation insurance for our properties. This insurance, subject to certain exclusions and deductibles, covers the cost to remediate environmental damage caused by unintentional future spills or the historic presence of previously undiscovered hazardous substances, as well as third-party bodily injury and property damage claims related to the release of hazardous substances. We intend to carry similar insurance with respect to future acquisitions as appropriate. A substantial portion of our properties are located in areas subject to earthquake loss, such as San Diego and San Francisco, California and Seattle, Washington. Although we presently carry earthquake insurance on our properties, the amount of earthquake insurance coverage we carry may not be sufficient to fully cover losses from earthquakes. In addition, we may discontinue earthquake, terrorism or other insurance, or may elect not to procure such insurance, on some or all of our properties in the future if the cost of the premiums for any of these policies exceeds, in our judgment, the value of the coverage discounted for the risk of loss. See Risk Factors Risks Related to the Real Estate Industry Uninsured and underinsured losses could adversely affect our operating results and our ability to make payments with respect to the notes or distributions to BioMed Realty, L.P. s unitholders or BioMed Realty Trust, Inc. s stockholders above.

Competition

We face competition from various entities for investment opportunities in properties for life science tenants, including other REITs, such as health care REITs and suburban office property REITs, pension funds, insurance companies, investment funds and companies, partnerships, and developers. Because properties designed for life science tenants typically contain improvements that are specific to tenants operating in the life science industry, we believe that we will be able to maximize returns on investments as a result of:

- our expertise in understanding the real estate needs of life science industry tenants,
- our ability to identify, acquire and develop properties with generic laboratory infrastructure that appeal to a wide range of life science industry tenants, and
- our expertise in identifying and evaluating life science industry tenants.

However, some of our competitors have greater financial resources than we do and may be able to accept more risks, including risks with respect to the creditworthiness of a tenant or the geographic proximity of its investments. In the future, competition from these entities may reduce the number of suitable investment opportunities offered to us or increase the bargaining power of property owners seeking to sell. Further, as a result of their greater resources, those entities may have more flexibility than we do in their ability to offer rental concessions to attract tenants. These concessions could put pressure on our ability to maintain or raise rents and could adversely affect our ability to attract or retain tenants. Additionally, our ability to compete depends upon, among other factors, trends of the national and local economies, investment alternatives, financial condition and operating results of current and prospective tenants, availability and cost of capital, construction and renovation costs, taxes, governmental regulations, legislation and population trends.

Foreign Operations

We do not engage in any foreign operations or derive any revenue from foreign sources.

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Legal Proceedings

Although we are involved in legal proceedings arising in the ordinary course of business, we are not currently a party to any legal proceedings nor, to our knowledge, is any legal proceeding threatened against us that we believe would have a material adverse effect on our financial position, results of operations or liquidity.

Offices

Our principal offices are located at 17190 Bernardo Center Drive, San Diego, California 92128. Our telephone number at that location is (858) 485-9840.

Reports to Security Holders

BioMed Realty Trust, Inc. is required to send an annual report to its securityholders and to our operating partnership s unitholders.

How to Obtain Our SEC Filings

All reports we will file with the SEC will be available free of charge via EDGAR through the SEC s website at http://www.sec.gov. In addition, the public may read and copy materials we file with the SEC at the SEC s public reference room located at 100 F Street, N.E., Washington, D.C. 20549. We make available through our website at www.biomedrealty.com our annual report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and amendments to such reports filed or furnished pursuant to Sections 13(a) or 15(d) of the Exchange Act as soon as reasonably practicable after we electronically file such material with, or furnish it to, the SEC. The information found on, or otherwise accessible through, our website is not incorporated by reference into, nor does it form a part of, this registration statement, or any other documents that we file with the SEC. You can also access on our website our Code of Business Conduct and Ethics, Corporate Governance Guidelines, Audit Committee Charter, Compensation Committee Charter, and Nominating and Corporate Governance Committee Charter.

Properties

Existing Portfolio

At June 30, 2010, our portfolio consisted of 73 properties, representing 120 buildings with an aggregate of approximately 11.0 million rentable square feet. Except as otherwise indicated, we own all of the properties in our portfolio through wholly-owned subsidiaries of our operating partnership and the properties are held in fee.

The following reflects the classification of our properties between stabilized (operating properties in which more than 90% of the rentable square footage is under lease), lease up (operating properties in which less than 90% of the rentable square footage is under lease), pre-development (development properties that are engaged in activities related to planning, entitlement, or other preparations for future construction), development (properties that are currently under development through ground up construction), redevelopment properties (properties that are currently being prepared for their intended use) and land parcels (representing management s estimates of rentable square footage if development of these properties was undertaken) at June 30, 2010:

	Consolidated Portfolio			Unconsolidated Partnership Portfolio			Total Portfolio		
	Properties	Rentable Square Feet	Percent of Rentable Square Feet Leased	Properties	Rentable Square Feet	Percent of Rentable Square Feet Leased	Properties	Rentable Square Feet	Percent of Rentable Square Feet Leased
Stabilized	44	5,732,015	98.8%	4	257,268	100.0%	48	5,989,283	98.9%
Lease up	19	2,638,112	65.0%	2	417,290	58.4%	21	3,055,402	64.1%
Current operating portfolio	63	8,370,127	88.1%	6	674,558	74.3%	69	9,044,685	87.1%
Long-term lease up	1	1,389,517	26.6%			n/a	1	1,389,517	26.6%

Total operating portfolio	64	9,759,644	79.4%	6	674,558	74.3%	70	10,434,202	79.1%
Development	1	176,000	100.0%	1	280,000		2	456,000	38.6%
Redevelopment			n/a			n/a			n/a
Pre-development	1	152,145				n/a	1	152,145	
Total portfolio	66	10,087,789	78.8%	7	954,558	52.5%	73	11,042,347	76.5%
Land parcels	n/a	1,577,000	n/a			n/a	n/a	1,577,000	n/a
Total pro forma portfolio	66	11,664,789	n/a	7	954,558	n/a	73	12,619,347	n/a

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The properties we owned or had an ownership interest in, at June 30, 2010, were as follows:

Property	Acquisition Date	Property Status	Rentable Square Feet (1)	Percent of Rentable Sq Feet	Leased Square Feet	Percent Leased (6/30/10)
Boston						
Albany Street	May 31, 2005	Stabilized	75,003	0.7%	75,003	100.0%
Center for Life Science | Boston	November 17, 2006	Stabilized	704,159	6.9%	641,438	91.1%
Charles Street	April 7, 2006	Stabilized	47,912	0.5%	47,912	100.0%
Coolidge Avenue	April 5, 2005	Lease Up	37,400	0.4%	12,972	34.7%
21 Erie Street	May 31, 2005	Stabilized	48,627	0.5%	48,627	100.0%
40 Erie Street	May 31, 2005	Stabilized	100,854	1.0%	100,854	100.0%
47 Erie Street Parking Structure	May 31, 2005	Stabilized	447 Stalls	n/a	447 Stalls	n/a
Fresh Pond Research Park	April 5, 2005	Lease Up	90,702	0.9%	66,696	73.5%
675 W. Kendall Street (Kendall A)	May 31, 2005	Stabilized	302,919	3.0%	298,871	98.7%
500 Kendall Street (Kendall D)	May 31, 2005	Stabilized	349,325	3.5%	345,497	98.9%
Sidney Street	May 31, 2005	Stabilized	191,904	1.9%	191,904	100.0%
Vassar Street	May 31, 2005	Stabilized	52,520	0.5%	52,520	100.0%
Total Boston			2,001,325	19.8%	1,882,294	94.1%
Maryland						
Beckley Street	December 17, 2004	Stabilized	77,225	0.8%	77,225	100.0%
9911 Belward Campus Drive	May 24, 2006	Stabilized	289,912	2.9%	289,912	100.0%
9920 Belward Campus Drive	May 8, 2007	Stabilized	51,181	0.5%	51,181	100.0%
Medical Center Drive	May 3, 2010	Stabilized	217,983	2.2%	217,983	100.0%
Shady Grove Road		Stabilized	635,058	6.3%	635,058	100.0%

	May 24, 2006					
Tributary Street	December 17, 2004	Stabilized	91,592	0.9%	91,592	100.0%
50 West Watkins Mill Road	May 7, 2010	Stabilized	57,410	0.6%	57,410	100.0%
55 / 65 West Watkins Mill Road	February 23, 2010	Stabilized	82,405	0.8%	82,405	100.0%
Total Maryland			1,502,766	15.0%	1,502,766	100.0%
San Diego						
Balboa Avenue	August 13, 2004	Stabilized	35,344	0.4%	35,344	100.0%
Bernardo Center Drive	August 13, 2004	Stabilized	61,286	0.6%	61,286	100.0%
Faraday Avenue	September 19, 2005	Stabilized	28,704	0.3%	28,704	100.0%
Gazelle Court	March 30, 2010	Development	176,000	1.7%	176,000	100.0%
John Hopkins Court	August 16, 2006	Lease Up	72,192	0.7%	21,470	29.7%
6114-6154 Nancy Ridge Drive	May 2, 2007	Stabilized	196,557	1.9%	196,557	100.0%
6828 Nancy Ridge Drive	April 21, 2005	Lease Up	42,138	0.4%	24,431	58.0%
Pacific Center Boulevard	August 24, 2007	Stabilized	66,745	0.7%	66,745	100.0%
Road to the Cure	December 14, 2006	Lease Up	67,998	0.7%	54,104	79.6%
San Diego Science Center	October 21, 2004	Lease Up	105,364	1.0%	80,126	76.0%
Science Center Drive	September 24, 2004	Stabilized	53,740	0.5%	53,740	100.0%
Sorrento Valley Boulevard	December 7, 2006	Stabilized	54,924	0.5%	54,924	100.0%
Torreyana Road	March 22, 2007	Stabilized	81,204	0.8%	81,204	100.0%

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Property	Acquisition Date	Property Status	Rentable Square Feet (1)	Percent of Rentable Sq Feet	Leased Square Feet	Percent Leased (6/30/10)
9865 Towne Centre Drive	August 12, 2004	Stabilized	94,866	0.9%	94,866	100.0%
9885 Towne Centre Drive	August 12, 2004	Stabilized	104,870	1.0%	104,870	100.0%
Waples Street	March 1, 2005	Stabilized	50,055	0.5%	50,055	100.0%
Total San Diego			1,291,987	12.6%	1,184,426	91.7%
New York / New Jersey						
Graphics Drive	March 17, 2005	Lease Up	72,300	0.7%	18,574	25.7%
Landmark at Eastview	August 12, 2004	Lease Up	743,025	7.4%	618,977	83.3%
Landmark at Eastview II	August 12, 2004	Stabilized	360,520	3.6%	360,520	100%
One Research Way	May 31, 2006	Lease Up	49,421	0.5%		
Total New York / New Jersey			1,225,266	12.2%	998,071	81.5%
San Francisco						
Ardentech Court	November 18, 2004	Stabilized	55,588	0.6%	55,588	100.0%
Ardenwood Venture(2)	June 14, 2006	Lease Up	72,500	0.7%	27,620	38.1%
Bayshore Boulevard	August 17, 2004	Stabilized	183,344	1.8%	183,344	100.0%
Bridgeview Technology Park I	September 10, 2004	Lease Up	201,567	2.0%	125,144	62.1%
Bridgeview Technology Park II	March 16, 2005	Lease Up	50,400	0.5%		
Dumbarton Circle	May 27, 2005	Stabilized	44,000	0.4%	44,000	100.0%
Eccles Avenue		Pre-development	152,145	1.5%		

	December 1, 2005					
Forbes Boulevard	September 5, 2007	Stabilized	237,984	2.4%	237,984	100.0%
Industrial Road	August 17, 2004	Lease Up	171,965	1.7%	144,105	83.8%
Kaiser Drive	August 25, 2005	Lease Up	87,953	0.9%	50,000	56.8%
Pacific Research Center	July 11, 2006	Lease Up	1,389,517	13.8%	369,342	26.6%
Total San Francisco			2,646,963	26.3%	1,237,127	46.7%
Pennsylvania						
Eisenhower Road	August 13, 2004	Lease Up	27,750	0.3%	16,565	59.7%
George Patterson Boulevard	October 28, 2005	Stabilized	71,500	0.7%	71,500	100.0%
King of Prussia	August 11, 2004	Lease Up	427,109	4.2%	374,387	87.7%
Phoenixville Pike	May 5, 2005	Stabilized	104,400	1.0%	104,400	100.0%
Spring Mill Drive	July 20, 2006	Stabilized	76,561	0.8%	76,561	100.0%
900 Uniqema Boulevard (3)	January 13, 2006	Stabilized	11,293	0.1%	11,293	100.0%
1000 Uniqema Boulevard (3)	September 30, 2005	Stabilized	59,821	0.6%	59,821	100.0%
Total Pennsylvania			778,434	7.7%	714,527	91.8%
Seattle						
Elliott Avenue	August 24, 2004	Lease Up	154,341	1.5%		
500 Fairview Avenue	January 28, 2008	Stabilized	22,213	0.2%	22,213	100.0%

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Property	Acquisition Date	Property Status	Rentable Square Feet (1)	Percent of Rentable Sq Feet	Leased Square Feet	Percent Leased (6/30/10)
530 Fairview Avenue	January 12, 2006	Lease Up	96,188	1.0%	63,120	65.6%
Monte Villa Parkway	August 17, 2004	Stabilized	51,000	0.5%	51,000	100.0%
217th Place	November 21, 2006	Lease Up	67,799	0.7%	42,628	62.9%
Total Seattle			391,541	3.9%	178,961	45.7%
University Related Other						
Lucent Drive (4)	May 31, 2005	Stabilized	21,500	0.2%	21,500	100%
Trade Centre Avenue (5)	August 9, 2006	Stabilized	78,023	0.8%	78,023	100%
Walnut Street (6)	July 7, 2006	Stabilized	149,984	1.5%	149,984	100%
Total University Related Other			249,507	2.5%	249,507	100%
Total / Weighted Average			10,087,789	100.0%	7,947,679	78.8%

(1) Estimates for purposes of development

(2) We own an 87.5% membership interest in the limited liability company that owns this property.

(3) Located in New Castle, Delaware.

(4) Located in Lebanon, New Hampshire.

(5) Located in Longmont, Colorado.

(6) Located in Boulder, Colorado.

The unconsolidated partnerships in which we had an ownership interest, at June 30, 2010, were as follows:

Property	Acquisition Date	Property Status	Buildings	Rentable Square Feet(1)	Leased Square Feet	Percent Leased 6/30/10	Percent Leased 12/31/09	Market
McKellar Court(2)								
McKellar Court	September 30, 2004	Stabilized	1	72,863	72,863	100.0%	100.0%	San Diego
PREI(3)								
320 Bent Street	April 4, 2007	Stabilized	1	184,405	184,405	100.0%	100.0%	Boston
301 Binney Street	April 4, 2007	Lease Up	1	417,290	243,771	58.4%	46.4%	Boston
301 Binney Garage	April 4, 2007	Lease Up	1	503 Stalls	n/a	n/a	n/a	Boston
650 E. Kendall Street (Kendall B)	April 4, 2007	Development	1	280,000				Boston
350 E. Kendall Street Garage (Kendall F)	April 4, 2007	Stabilized	1	1,409 Stalls	n/a	n/a	n/a	Boston
Kendall Crossing Apartments	April 4, 2007	Stabilized	1	37 Apts.	n/a	n/a	n/a	Boston

(1) Estimates for purposes of development.

(2) We own a general partnership interest in the limited partnership that owns this property, which entitles us to 75% of the gains upon a sale of the property and 22% of the operating cash flows.

(3) We own 20% of the limited

liability companies that own these properties.

The development / redevelopment / pre-development properties that we owned or had an ownership interest in, at June 30, 2010, were as follows:

(Dollars in thousands)

Property	**Market**	**Rentable Square Feet**	**Percent Leased**	**Percent In Service**	**Investment to Date[(1)]**	**Estimated Total Investment[(2)]**	**Estimated In-Service Date[(3)]**
DEVELOPMENT[(4)]:							
Gazelle Court	San Diego	176,000	100.0%		$ 13,700	$ 77,500	Q1 2012
REDEVELOPMENT[(5)]:							
N/A	N/A						
Total / weighted average		176,000	100.0%		$ 13,700	$ 77,500	

Property	**Market**	**Rentable Square Feet**	**Percent Leased**	**Percent In Service**	**Investment to Date (1)**	**Estimated Total Investment (2)**	**Estimated In-Service Date (3)**
PRE-DEVELOPMENT[(6)]:							
Eccles Avenue[(7)]	San Francisco	152,145			$ 24,500	TBD	TBD

The land parcels for future development that we owned or in which we had an ownership interest, at June 30, 2010, were as follows:

<u>LAND PARCELS FOR FUTURE DEVELOPMENT[(8)]:</u>

Market	**Estimated Developable Square Feet**
Boston	50,000
Maryland	529,000
San Francisco	508,000
New York / New Jersey	326,000
Pennsylvania	50,000
Seattle	114,000
Total	1,577,000

(1) Consists of amounts paid through period

end and excludes any amounts accrued.

(2) Excludes costs associated with speculative leasing.

(3) Management s estimate of the time in which construction is substantially completed. A project is considered substantially complete and held available for occupancy upon the completion of tenant improvements, but no later than one year from cessation of major construction activity.

(4) Represents properties that we are currently developing through ground up construction.

(5) Represents properties that we are currently preparing for their intended use, and accordingly are capitalizing interest and other costs as of the end of the

quarter.

(6) Represents properties that are engaged in activities related to planning, entitlement, or other preparations for future construction.

(7) Management is currently engaged in entitlement activities that it estimates could increase the rentable square footage of this property to approximately 260,000 square feet.

(8) Represents estimates of the additional rentable square footage that we could put into service if management made the strategic election to pursue additional development.

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Our total portfolio by market at June 30, 2010 was as follows:

		Current(1)			Expiration(2)		
Market	Leased Square Feet	Annualized Base Rent (in thousands)	Percent of Annualized Base Rent	Annualized Base Rent per Leased Sq Feet	Annualized Base Rent (in thousands)	Percent of Annualized Base Rent	Annualized Base Rent per Leased Sq Feet
Boston(3)	2,310,470	$ 120,914	38.8%	$ 52.33	$ 132,515	35.4%	$ 57.35
Maryland	1,502,766	54,266	17.4%	36.11	70,858	18.9%	47.15
San Diego(3)	1,257,289	39,418	12.6%	31.35	53,628	14.3%	42.65
New York/New Jersey	998,071	33,864	10.9%	33.93	43,183	11.5%	43.27
San Francisco	1,237,127	31,601	10.1%	25.54	39,153	10.4%	31.65
Pennsylvania	714,527	15,904	5.1%	22.26	17,304	4.6%	24.22
Seattle	178,961	7,852	2.5%	43.88	9,263	2.5%	51.76
University Related Other	249,507	8,020	2.6%	32.14	8,965	2.4%	35.93
Total Portfolio/Weighted-Average	8,448,718	$ 311,839	100.0%	$ 36.91	$ 374,869	100.0%	$ 44.37

(1) Current annualized base rent is the monthly contractual rent as of the current quarter ended, or if rent has not yet commenced, the first monthly rent payment due at each rent commencement date, multiplied by twelve months.

(2) Annualized base rent at expiration is the monthly contractual rent as of date of expiration of the

applicable lease (not including any extension options(s)), multiplied by twelve months.

(3) Includes properties owned by our unconsolidated partnerships.

Tenant Information

As of June 30, 2010, our consolidated and unconsolidated properties were leased to 129 tenants, and 88% of our annualized base rent was derived from tenants that were research institutions or public companies or their subsidiaries. The following is a summary of our ten largest tenants based on percentage of our annualized base rent as of June 30, 2010:

Tenant	**Leased Square Feet**	**Annualized Base Rent Current** (In thousands)	**Annualized Base Rent per Leased Square Foot Current**	**Percent of Annualized Base Rent - Current Total Portfolio**	**Lease Expiration Date(s)**
Human Genome Sciences, Inc.	924,970	$ 42,756	$ 46.22	13.7%	June 2026
Vertex Pharmaceuticals Incorporated	685,286	28,982	42.29	9.3%	Multiple(1)
Beth Israel Deaconess Medical Center, Inc.	362,364	25,543	70.49	8.2%	July 2023
Regeneron Pharmaceuticals, Inc.	552,029	22,346	40.48	7.2%	Multiple(2)
Genzyme Corporation	343,000	15,464	45.08	5.0%	August 2018
Ironwood Pharmaceuticals, Inc.	203,189	11,153	54.89	3.6%	Multiple(3)
Merck & Co., Inc.	184,357	9,340	50.66	3.0%	Multiple(4)
Children s Hospital Corporation	150,215	9,053	60.27	2.9%	May 2023
Centocor, Inc. (Johnson & Johnson)	374,387	8,490	22.68	2.7%	April 2014
Isis Pharmaceuticals, Inc.	204,704	7,531	36.79	2.4%	January 2032
Total/Weighted-Average(5)	3,984,501	$ 180,658	$ 45.34	58.0%	

(1) 20,608 square feet expire in

May 2012, 81,204 square feet expire in October 2013, 292,758 square feet expire in January 2016 and 290,716 square feet expire in May 2018.

(2) 5,833 square feet are on a month-to-month basis, 16,725 square feet expire in March 2011, 6,568 square feet expire in August 2011 and 522,903 square feet expire in July 2024.

(3) We own 20% of the limited liability company that owns 320 Bent Street and 301 Binney Street, properties at which that this tenant leases 203,189 square feet. 39,101 square feet expire in December 2010 and 164,088 square feet expire in January 2016.

(4) We own 20% of the limited liability company that owns 320 Bent Street, a property at which that this tenant leases 145,304 square feet. This

tenant also guarantees 39,053 square feet at Landmark at Eastview. 39,053 square feet expire in July 2012 and 145,304 square feet expire in September 2016.

(5) Without regard to any lease terminations and/or renewal options.

Lease Terms

Our leases are typically structured for terms of five to 15 years, with extension options, and include a fixed rental rate with scheduled annual escalations. The leases are generally triple-net. Triple-net leases are those in which tenants pay not only base rent, but also some or all real estate taxes and operating expenses of the leased property. Tenants typically reimburse us for the full direct cost, without regard to a base year or expense stop, for use of lighting, heating and air conditioning, and certain capital improvements necessary to maintain the property in its original condition. We are generally responsible for structural repairs.

Description of Significant Existing Properties

Our Center for Life Science | Boston and Landmark at Eastview properties are the only properties that represented more than 10% of our total assets as of June 30, 2010 or more than 10% of our gross revenues for the year ended December 31, 2009.

Center for Life Science | Boston

Our Center for Life Science | Boston property, located in the Longwood Medical area of Boston, Massachusetts, consists of one building representing 704,159 rentable square feet of laboratory and office space. We acquired a fee simple interest in the property in 2006 while it was under construction and completed construction in 2008.

We have a $350.0 million mortgage loan which is secured by the property, which bears interest at a fixed-rate of 7.75% per annum and matures in June 2014. The new loan includes a financial covenant relating to a minimum amount of net worth. Management believes that it was in compliance with this covenant as of June 30, 2010. After January 31, 2012, we may prepay the entire balance of the loan with any and all accrued interest and other amounts due on the loan, subject to a prepayment premium equal to the greater of (1) the positive amount, if any, of the sum of the present values of all scheduled payments due under the loan from the prepayment date to the maturity date minus the principal balance of the loan immediately prior to the prepayment and (2) one percent of the principal balance of the loan immediately prior to the prepayment.

We intend to spend approximately $12.2 million for estimated tenant improvements, leasing commissions and other leasing costs related to estimated lease up of vacant space at the property to be funded from future borrowings on our unsecured line of credit or other capital sources. As of June 30, 2010, the property was 91.1% leased to six tenants under triple-net leases. The following table summarizes the information regarding the two tenants of Center for Life Science | Boston representing more than 10% of the total rentable square feet of the property, as of June 30, 2010:

Name	Principal Nature of Business	Lease Expiration	Renewal Options	Leased Square Feet	Percentage of Leased Square Feet	Annualized Base Rent ($ in 000s)
Beth Israel Deaconess Medical Center, Inc.	Research Institution/Hospital	July 2023	3 5 years each	362,364	56.5%	$ 25,543
Children s Hospital Corporation	Research Institution/Hospital	May 2023	2 10 years each	150,215	23.4%	9,053

The following table sets forth the percentages leased and annualized base rent per leased square foot for Center for Life Science | Boston as of the indicated dates:

Date	Percent Leased	Annualized Base Rent per Leased Square Foot Current(1)
December 31, 2009	91.1%	$ 67.70

December 31, 2008(2)	87.1%	67.16
December 31, 2007	79.9%	66.05
December 31, 2006(3)	79.9%	66.05

(1) Annualized base rent per leased square foot current is the monthly contractual rent as of the current quarter ended, or if rent has not yet commenced, the first monthly rent payment due at each rent commencement date, multiplied by twelve months divided by the total leased square feet.

(2) Construction at Center for Life Science | Boston was completed in 2008.

(3) Center for Life Science | Boston was purchased on November 17, 2006.

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The following table schedules lease expirations for leases in place at our Center for Life Science | Boston property as of June 30, 2010, assuming that tenants do not exercise renewal options or any early termination options:

Year of Lease Expiration	Number of Leases Expiring	Leased Square Feet	Percent of Leased Square Feet	Annualized Base Rent Current ($ in 000s)	Percent of Annualized Base Rent Current	Annualized Base Rent per Leased Square Foot Current (1)
2010						
2011						
2012						
2013						
2014						
2015						
2016						
2017						
2018	1	50,716	7.9%	$ 2,688	6.2%	$ 53.00
2019	2	26,325	4.1%	1,954	4.5%	74.23
Thereafter	4	564,397	88.0%	38,934	89.3%	68.98
Total Portfolio/Weighted-Average	7	641,438	100.0%	$ 43,576	100.0%	$ 67.93

(1) Annualized base rent per leased square foot current is the monthly contractual rent as of the current quarter ended, or if rent has not yet commenced, the first monthly rent payment due at each rent commencement date, multiplied by twelve months divided by the total leased square feet.

Unleased space of 62,721 square feet is not represented in the above table.

The current real estate tax rate for the property is 2.9% and the total annual tax for the property at this rate for the 2010 tax year was $8.3 million (at a taxable assessed value of $281.5 million). As of June 30, 2010, our federal tax basis for the property was $689.8 million. We compute depreciation on the property using the straight-line method based on an estimated useful life of 39 years, at an annualized average depreciation rate of 2.6%. In the opinion of management, Center for Life Science | Boston is adequately covered by insurance.

Landmark at Eastview

Our Landmark at Eastview property, located in Tarrytown, NY, consists of eight buildings representing 1,103,545 rentable square feet of laboratory and office space. We acquired the property in August 2004 and own a fee simple interest in the property.

We intend to make $5.9 million of tenant improvements, related to tenant improvement allowances in leases signed at the property, to be funded from future borrowings on our unsecured line of credit or other capital sources. We also intend to make $15.4 million of building improvements related to mechanical systems, amenities, and speculative lab space at the property to be funded from future borrowings on our unsecured line of credit or other capital sources. As of June 30, 2010, the property was 88.8% leased to 18 tenants, of which 79.6% of the rentable square footage was leased under triple-net leases. The following table summarizes the information regarding the two tenants of Landmark at Eastview representing more than 10% of the total rentable square feet, as of June 30, 2010:

Name	**Principal Nature of Business**	**Lease Expiration**	**Renewal Options**	**Leased Square Feet**	**Percentage of Leased Square Feet**	**Annualized Base Rent ($ in 000s)**
Regeneron Pharmaceuticals, Inc.	Biotech	Multiple(1)	3 5 years each	552,029	50.0%	$ 22,346
Progenics Pharmaceuticals, Inc.	Biotech	Multiple(2)	2 5 years each	150,215	14.0%	3,676

(1) 5,833 square feet are leased on a month-to-month basis, 16,725 square feet expire in March 2011, 6,568 square feet expire in August 2011 and 522,903 square feet expire in July 2024.

(2) 17,977 square feet are leased on a month-to-month basis, and 136,394 square feet expire in January 2021.

The following table sets forth the percentages leased and annualized base rent per leased square foot for Landmark at Eastview as of the indicated dates:

Date	Percent Leased	Annualized Base Rent per Leased Square Foot Current (1)	
December 31, 2009	90.8%	$	29.45
December 31, 2008	89.4%		26.83
December 31, 2007	86.2%		25.37
December 31, 2006(2)	81.5%		24.24
December 31, 2005	91.2%		20.03

(1) Annualized base rent per leased square foot current is the monthly contractual rent as of the current quarter ended, or if rent has not yet commenced, the first monthly rent payment due at each rent commencement date, multiplied by twelve months divided by the total leased square feet.

(2) In December 2006, an agreement was signed with Regeneron Pharmaceuticals, Inc. to lease new buildings to be constructed at our Landmark at Eastview property, at which point the newly constructed buildings were considered in the rentable square

feet of the property for purposes of calculating percent leased.

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The following table schedules lease expirations for leases in place at our Landmark at Eastview property as of June 30, 2010, assuming that tenants exercise no renewal options or termination options:

Year of Lease Expiration	Number of Leases Expiring	Leased Square Feet	Percent of Leased Square Feet	Annualized Base Rent Current ($ in 000s)	Percent of Annualized Base Rent Current	Annualized Base Rent per Leased Square Foot Current (1)
2010	3	31,524	3.2%	$ 574	1.7%	$ 18.21
2011	3	27,244	2.8%	455	1.4%	16.70
2012	3	53,769	5.5%	1,450	4.4%	26.97
2013	3	136,594	13.9%	3,514	10.6%	25.73
2014						
2015						
2016						
2017	1	26,820	2.7%	423	1.3%	15.77
2018						
2019						
Thereafter	5	703,546	71.9%	26,613	80.6%	37.83
Total Portfolio/Weighted-Average	18	979,497	100.0%	$ 33,029	100.0%	$ 33.72

(1) Annualized base rent per leased square foot current is the monthly contractual rent as of the current quarter ended, or if rent has not yet commenced, the first monthly rent payment due at each rent commencement date, multiplied by twelve months divided by the total leased square feet.

Unleased space of 124,048 square feet is not represented in the above table. The current real estate tax rate for the property is 1.8% and the total annual tax for the property at this rate for the 2010 tax year was $2.7 million (at a taxable assessed value of $152.0 million). As of June 30, 2010, our federal tax basis for the property was $261.1 million. We compute depreciation on the property using the straight-line method based on an estimated useful life of 39 years, at an annualized average depreciation rate of 2.6%. In the opinion of management, Landmark at Eastview is adequately covered by insurance.

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INVESTMENT POLICIES AND POLICIES WITH RESPECT TO CERTAIN ACTIVITIES

The following is a discussion of certain of our investment, financing and other policies. These policies have been determined by BioMed Realty Trust, Inc. s board of directors and, in general, may be amended or revised from time to time by BioMed Realty Trust, Inc. s board of directors without a vote of BioMed Realty Trust, Inc. s stockholders.

Investment Policies

Investment in Real Estate or Interests in Real Estate

We conduct all of our investment activities through our operating partnership and its affiliates. Our investment objectives are to provide quarterly cash distributions and achieve long-term capital appreciation for BioMed Realty Trust, Inc. s stockholders and BioMed Realty, L.P. s unitholders through increases in the value of our company. We have not established a specific policy regarding the relative priority of these investment objectives. For a discussion of our properties and acquisition and other strategic objectives, see Business and Properties.

We pursue our investment objectives primarily through our operating partnership s ownership of our contribution properties and other acquired properties and real estate assets designed principally for life science entities. We intend to continue to invest primarily in developments of office properties and laboratory space, acquisitions of existing improved properties or properties in need of redevelopment and acquisitions of land that we believe has development potential. Although we intend to continue to focus our activities in our target markets on office properties and laboratory space designed principally for life science entities, future investment or development activities will not be limited to any geographic area, property type or to a specified percentage of our assets. While we may diversify in terms of property locations, size and market, we do not have any limit on the amount or percentage of our assets that may be invested in any one property or any one geographic area. We intend to engage in such future investment or development activities in a manner that is consistent with the maintenance of BioMed Realty Trust, Inc. s status as a REIT for federal income tax purposes. In addition, we may purchase or lease income-producing commercial and other types of properties for long-term investment, expand and improve the properties we presently own or subsequently acquire, or sell such properties, in whole or in part, when circumstances warrant.

We also may participate with third parties in property ownership, through joint ventures or other types of co-ownership. These types of investments may permit us to own interests in larger assets without unduly restricting our diversification and, therefore, provide us with flexibility in structuring our portfolio. We do not intend, however, to enter into a joint venture or other partnership arrangement to make an investment that would not otherwise meet our investment policies.

Equity investments in acquired properties may be subject to existing mortgage financing and other indebtedness or to new indebtedness we incur when we acquire or refinance these investments. Debt service on such financing or indebtedness will have a priority over any distributions on BioMed Realty, L.P. s units or any dividends with respect to BioMed Realty Trust, Inc. s common stock. Investments are also subject to our policy not to be treated as an investment company under the Investment Company Act of 1940, as amended, or the 1940 Act.

Investments in Real Estate Mortgages

While our current portfolio consists of, and our business objectives emphasize, equity investments in office properties and laboratory space designed principally for life science entities, we may, at the discretion of our management or BioMed Realty Trust, Inc. s board of directors, invest in mortgages and other types of real estate interests consistent with BioMed Realty Trust, Inc. s qualification as a REIT. Investments in real estate mortgages run the risk that one or more borrowers may default under certain mortgages and that the collateral securing certain mortgages may not be sufficient to enable us to recoup our full investment.

Securities of or Interests in Persons Primarily Engaged in Real Estate Activities and Other Issuers

Subject to the percentage of ownership limitations and gross income tests necessary for BioMed Realty Trust, Inc. s REIT qualification, we may invest in securities of other REITs, other entities engaged in real estate activities or other issuers, including for the purpose of exercising control over such entities.

Dispositions

We reserve the right to dispose of any of our properties if, based upon management s periodic review of our portfolio, our management or BioMed Realty Trust, Inc. s board of directors determines that such action would be in

BioMed Realty Trust, Inc. s best interests. Any decision to dispose of a property will be made by our management or BioMed Realty Trust, Inc. s board of directors. Directors and executive officers holding units may be influenced as to the desirability of a proposed disposition by the tax consequences to them resulting from the disposition of a certain property. In addition, under the tax indemnification provisions of the contribution agreements, we may be obligated to indemnify certain contributors against adverse tax consequences if we sell or dispose of certain properties in taxable transactions.

Financing Policies

Our board of directors has adopted a policy of targeting our indebtedness at approximately 50% of our total asset book value. We believe that this ratio provides an appropriate indication of leverage for a company whose assets are primarily real estate.

BioMed Realty Trust, Inc. s charter and bylaws do not limit the amount or percentage of indebtedness that we may incur. We are, however, subject to certain debt limitations pursuant to the restrictive covenants of our outstanding indebtedness. We may from time to time modify our debt policy in light of then-current economic conditions, relative costs of debt and equity capital, market values of our properties, general conditions in the market for debt and equity securities, fluctuations in the market price of BioMed Realty Trust, Inc. s common and preferred stock, growth and acquisition opportunities and other factors. Accordingly, we may increase or decrease our ratio of debt to total asset book value beyond the limits described above. If these policies were changed, we could become more highly leveraged, resulting in an increased risk of default on our obligations and a related increase in debt service requirements that could adversely affect our financial condition and results of operations and our ability to make distributions to our stockholders. See Risk Factors Risks Related to Our Capital Structure Debt obligations expose us to increased risk of property losses and may have adverse consequences on our business operations and our ability to make distributions and Management s Discussion and Analysis of Financial Condition and Results of Operations Liquidity and Capital Resources.

Conflict of Interest Policies

We have adopted a code of business conduct and ethics that prohibits conflicts of interest between our officers, employees and directors on the one hand, and our company on the other hand, except in compliance with the policy. Waivers of our code of business conduct and ethics must be disclosed in accordance with New York Stock Exchange, or NYSE, and SEC requirements. In addition, BioMed Realty Trust, Inc. s board of directors is subject to certain provisions of Maryland law, which are also designed to eliminate or minimize conflicts. However, we cannot assure you that these policies or provisions of law will always succeed in eliminating the influence of such conflicts. If they are not successful, decisions could be made that might fail to reflect fully the interests of all of BioMed Realty Trust, Inc. s stockholders.

Interested Director and Officer Transactions

Pursuant to the Maryland General Corporation Law, a contract or other transaction between us and a director or between us and any other corporation or other entity in which any of BioMed Realty Trust, Inc. s directors is a director or has a material financial interest is not void or voidable solely on the grounds of such common directorship or interest, the presence of such director at the meeting at which the contract or transaction is authorized, approved or ratified or the counting of the director s vote in favor thereof, provided that

the material facts relating to the common directorship or interest and as to the transaction are disclosed or known to BioMed Realty Trust, Inc. s board of directors or a committee of BioMed Realty Trust, Inc. s board, and BioMed Realty Trust, Inc. s board or a duly authorized committee authorizes, approves or ratifies the transaction or contract by the affirmative vote of a majority of disinterested directors, even if the disinterested directors constitute less than a quorum,

the material facts relating to the common directorship or interest and as to the transaction are disclosed to BioMed Realty Trust, Inc. s stockholders entitled to vote thereon, and the transaction is authorized, approved or ratified by a majority of the votes cast by the stockholders entitled to vote, other than the votes of shares owned of record or beneficially by the interested director or corporation or other entity, or

the transaction or contract is fair and reasonable to us at the time it is authorized, ratified or approved.

Furthermore, under Maryland law (where our operating partnership is formed), BioMed Realty Trust, Inc., as general partner, may have a fiduciary duty to the limited partners of our operating partnership and, consequently, such transactions also may be subject to the duties of care and loyalty that we, as general partner, owe to limited partners in our operating partnership (to the extent such duties have not been modified pursuant to the terms of the partnership agreement). We have adopted a policy that requires that all contracts and transactions between us, our operating partnership or any of our subsidiaries, on the one hand, and any of BioMed Realty Trust, Inc. s directors or executive officers or any entity in which such director or executive officer is a director or has a material financial interest, on the other hand, must be approved by the affirmative vote of a majority of the disinterested directors. Where appropriate in the judgment of the disinterested directors, BioMed Realty Trust, Inc. s board of directors may obtain a fairness opinion or engage independent counsel to represent the interests of non-affiliated security holders, although BioMed Realty Trust, Inc. s board of directors has no obligation to do so.

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Policies with Respect to Other Activities

We have authority to offer common stock, preferred stock or options to purchase stock in exchange for property and to repurchase or otherwise acquire BioMed Realty Trust, Inc. s common stock or other securities in the open market or otherwise, and we may engage in such activities in the future. As described in Description of the Partnership Agreement of BioMed Realty, L.P., BioMed Realty Trust, Inc. expects, but is not obligated to, issue its common stock to holders of our OP units upon exercise of their redemption rights. We may from time to time seek to retire, redeem or repurchase our outstanding preferred equity or debt through cash purchases and/or exchanges for equity securities in open market purchases, privately negotiated transactions or otherwise. We have issued and may issue preferred stock from time to time, in one or more series, as authorized by BioMed Realty Trust, Inc. s board of directors without the need for stockholder approval. We have not engaged in trading, underwriting or agency distribution or sale of securities of other issuers other than our operating partnership and do not intend to do so. At all times, we intend to make investments in such a manner as to qualify BioMed Realty Trust, Inc. as a REIT, unless because of circumstances or changes in the Code or the Treasury regulations, BioMed Realty Trust, Inc. s board of directors determines that it is no longer in our best interest to qualify BioMed Realty Trust, Inc. as a REIT. We have not made any loans to third parties, although we may in the future make loans to third parties, including, without limitation, to joint ventures in which we participate. We intend to make investments in such a way that we will not be treated as an investment company under the 1940 Act.

Generally speaking, we intend to make available to BioMed Realty Trust, Inc. s stockholders audited annual financial statements and annual reports. We are subject to the information reporting requirements of the Exchange Act. Pursuant to these requirements, we are required to file periodic reports, proxy statements and other information, including audited financial statements, with the SEC.

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DIRECTORS AND EXECUTIVE OFFICERS

This section reflects information with respect to the directors and executive officers of BioMed Realty Trust, Inc. The operating partnership is managed by BioMed Realty Trust, Inc., its sole general partner. Consequently, the operating partnership does not have its own separate directors. Our executive officers are employees of BioMed Realty Trust, Inc. and BioMed Realty, L.P.

BioMed Realty Trust, Inc. held its annual meeting of stockholders on May 26, 2010. At that time, BioMed Realty Trust, Inc. s stockholders voted on the election of directors. At the annual meeting, all of the nominees for election as directors of BioMed Realty Trust, Inc. were elected.

The following table sets forth the names and ages as of June 30, 2010 of the directors of BioMed Realty Trust, Inc.:

Name	Age	Position
Alan D. Gold	50	Chairman of the Board and Chief Executive Officer
Gary A. Kreitzer	55	Director, Executive Vice President and General Counsel
Barbara R. Cambon	56	Director
Edward A. Dennis, Ph.D	68	Director
Richard I. Gilchrist	64	Director
Theodore D. Roth	59	Director
M. Faye Wilson	72	Director

The following are biographical summaries for the directors of BioMed Realty Trust, Inc.:

Alan D. Gold has served as our Chairman and Chief Executive Officer since our formation in 2004, and served as our President from 2004 until December 2008. Mr. Gold served as Chairman, President and Chief Executive Officer of our privately-held predecessor, Bernardo Property Advisors, Inc., from August 1998 until August 2004. Mr. Gold was a co-founder and served as President and a director of Alexandria Real Estate Equities, Inc., a publicly traded REIT specializing in acquiring and managing laboratory properties for lease to the life science industry, from its predecessor s inception in 1994 until he resigned as President in August 1998 and as a director at the end of 1998. Mr. Gold served as managing partner of Gold Stone Real Estate Finance and Investments, a partnership engaged in the real estate and mortgage business, from 1989 to 1994. He also served as Assistant Vice President of Commercial Real Estate for Northland Financial Company, a full service commercial property mortgage banker, from 1989 to 1990 and as Real Estate Investment Officer Commercial Real Estate for John Burnham Company, a regional full service real estate company, from 1985 to 1989. Mr. Gold received his Bachelor of Science Degree in Business Administration and his Master of Business Administration from San Diego State University. Mr. Gold possesses the demonstrated leadership skills, extensive experience in effectively managing life science real estate companies and deep understanding of the life science real estate industry that strengthen the board s collective qualifications, skills and experience.

Gary A. Kreitzer has served as our Executive Vice President and General Counsel and as a director since our formation in 2004. Mr. Kreitzer also served in the same role with Bernardo Property Advisors from December 1998 until August 2004. Mr. Kreitzer was a co-founder and served as Senior Vice President and In-House Counsel of Alexandria Real Estate Equities, Inc. from its predecessor s inception in 1994 until December 1998. From 1990 to 1994, Mr. Kreitzer was In-House Counsel and Vice President for Seawest Energy Corporation, an alternative energy facilities development company. Mr. Kreitzer also served with The Christiana Companies, Inc., a publicly traded investment and real estate development company, in a number of roles from 1982 to 1989, including as In-House Counsel, Secretary and Vice President. Mr. Kreitzer received his Juris Doctor Degree, with honors, from the University of San Francisco and a Bachelor of Arts Degree in Economics from the University of California, San Diego. Mr. Kreitzer is a member of the California State Bar and the American Bar Association. Mr. Kreitzer possesses the demonstrated ability to effectively develop and execute strategies for life science real estate companies and deep understanding of the life science real estate industry that strengthen the board s collective qualifications, skills and experience.

Barbara R. Cambon has been a director since 2004. Ms. Cambon has been a real estate advisor and independent consultant since October 2002. From November 1999 to October 2002, Ms. Cambon served as a Principal of Colony Capital, LLC, a private real estate investment firm, where she also served as Chief Operating Officer from April 2000 until October 2002. From 1985 to October 1999, she served as President and was a founder of Institutional Property Consultants, Inc., a real estate consulting company. Ms. Cambon currently serves on the boards of directors of KBS Real Estate Investment Trust, Inc. and KBS Real Estate Investment Trust II, Inc. She received her Bachelor of Science Degree in Education from the University of Delaware and her Master of Business Administration with an emphasis in real estate and finance from Southern Methodist University. As a result of these and other professional experiences, Ms. Cambon possesses particular knowledge and experience in institutional real estate investing and key aspects of real estate operations, strategic planning, finance and REIT management that strengthen the board s collective qualifications, skills and experience.

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Edward A. Dennis, Ph.D. has been a director since 2004. Dr. Dennis is Distinguished Professor and former Chair of the Department of Chemistry and Biochemistry and Professor in the Department of Pharmacology in the School of Medicine at the University of California, San Diego, where he has served as a faculty member since 1970. Dr. Dennis also co-founded and serves on the boards of directors for several privately held life science companies and professional organizations serving the life science industry, and has consulted extensively in the life science industry. He received his Bachelor of Arts degree from Yale University and his Master of Arts and Doctorate of Philosophy in Chemistry from Harvard University, and served as a Research Fellow at Harvard Medical School. As a result of these and other professional experiences, Dr. Dennis possesses particular knowledge and experience in key aspects of scientific organizations and research and development in the life science industry that strengthen the board s collective qualifications, skills and experience.

Richard I. Gilchrist has been a director since 2007. Mr. Gilchrist has served as President of the Investment Properties Group of The Irvine Company, a privately held real estate investment company, since 2006. He also serves as an executive officer and member of the boards of directors of various affiliates of The Irvine Company. He served as President and Co-Chief Executive Officer and on the board of directors of Maguire Properties, Inc., a publicly held REIT, from 2002 to 2006. From 1997 to 2001, Mr. Gilchrist served as Chief Executive Officer, President and member of the board of directors of Commonwealth Atlantic Properties, a privately held REIT. Mr. Gilchrist currently serves on the board of directors of Nationwide Health Properties, Inc., a publicly traded REIT (he is the chairman of the investment and risk assessment committee and a member of the compensation committee), and is the Chairman of the Whittier College Board of Trustees, where he received a Bachelor of Arts degree. He earned a law degree from the University of California, Los Angeles. As a result of these and other professional experiences, Mr. Gilchrist possesses particular knowledge and experience in key aspects of the REIT industry, public company management, strategic planning, real estate operations and finance that strengthen the board s collective qualifications, skills and experience.

Theodore D. Roth has been a director since 2004. Mr. Roth has been a Managing Director of Roth Capital Partners, LLC, an investment banking firm, since February 2003. For more than 15 years prior to that time, Mr. Roth was employed by Alliance Pharmaceutical Corp., most recently serving as President and Chief Operating Officer. Mr. Roth previously served on the boards of directors of Alliance Pharmaceutical Corp. from 1998 to 2009 and Orange 21 Inc. from 2005 to 2009. He received his Juris Doctor Degree from Washburn University and a Master of Laws in Corporate and Commercial Law from the University of Missouri in Kansas City. As a result of these and other professional experiences, Mr. Roth possesses particular knowledge and experience in key aspects of executive management, strategic planning and financing of growth companies in the life science industry that strengthen the board s collective qualifications, skills and experience.

M. Faye Wilson has been a director since 2005. Ms. Wilson is Chair of Wilson Boyles and Company LLC, a business management and strategic planning consulting firm, and has been a principal since 2003. She served on the board of directors of Farmers Insurance Group of Companies from 1993 through 2001 and the board of directors of The Home Depot, Inc. from 1992 through 2001. Ms. Wilson was also a senior officer of Home Depot from 1998 through 2002. From 1992 until 1998, Ms. Wilson served in several senior management roles at Bank of America Corporation, including senior assignments in corporate finance in the United States and Europe, Chairman of Security Pacific Financial Services and Executive Vice President and Chief Credit Officer for Bank of America s National Consumer Banking Group. She earned her Masters Degrees in International Relations and Business Administration from the University of Southern California and an Undergraduate Degree from Duke University. She became a certified public accountant in 1961. As a result of these and other professional experiences, Ms. Wilson possesses particular knowledge and experience in key aspects of executive management, strategic planning, corporate governance, enterprise risk management, finance and accounting that strengthen the board s collective qualifications, skills and experience.

Executive Officers

Our executive officers and their ages as of June 30, 2010 are as follows:

Name	Age	Position
Alan D. Gold	50	

		Chairman and Chief Executive Officer (principal executive officer)
R. Kent Griffin, Jr.	40	President and Chief Operating Officer
Greg N. Lubushkin	57	Chief Financial Officer (principal financial officer)
Gary A. Kreitzer	55	Executive Vice President and General Counsel
Matthew G. McDevitt	44	Executive Vice President, Real Estate

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The following are biographical summaries for BioMed Realty Trust, Inc. s executive officers other than Messrs. Gold and Kreitzer, for whom biographical summaries can be found in the preceding section.

R. Kent Griffin, Jr. has served as our President and Chief Operating Officer since December 2008 and served as our Chief Financial Officer from March 2006 through May 2010. Mr. Griffin previously was part of the real estate investment banking group at Raymond James & Associates, Inc. where he was a Senior Vice President responsible for advising real estate clients on public and private equity and debt issuance, mergers and acquisitions, and other services. Prior to joining Raymond James in 2003, Mr. Griffin worked in the global real estate investment banking group of JP Morgan in both New York and San Francisco. Prior to that, Mr. Griffin was part of the real estate service group for Arthur Andersen LLP, where he was responsible for a range of audit and advisory services as a certified public accountant. Mr. Griffin received a Master of Business Administration from the University of North Carolina and a Bachelor of Science Degree in Business and Accountancy from Wake Forest University. Mr. Griffin is a member of the National Association of Real Estate Investment Trusts.

Greg N. Lubushkin was appointed Chief Financial Officer, effective June 1, 2010. He previously served as our Vice President, Chief Accounting Officer from April 2007 to May 2010. From November 2004 to March 2007, Mr. Lubushkin served as Chief Accounting Officer of ECC Capital Corporation, a publicly traded mortgage REIT that invests in residential mortgage loans. From 1988 to 2004, Mr. Lubushkin was an audit partner, and from 1977 to 1988 a staff member, of PricewaterhouseCoopers LLP, a public accounting firm. Mr. Lubushkin received a Bachelor of Science Degree in Business Administration (Accounting and Finance emphasis) from the University of California at Berkeley. Mr. Lubushkin is a member of the American Institute of Certified Public Accountants and the California Society of Certified Public Accountants.

Matthew G. McDevitt has served as our Executive Vice President, Real Estate since February 2010, having served as our Executive Vice President, Acquisitions and Leasing from February 2008 to February 2010 and our Regional Executive Vice President from February 2006 to February 2008, and having joined us in 2004 as our Vice President, Acquisitions. Mr. McDevitt previously served as President of McDevitt Real Estate Services, Inc. (MRES), which Mr. McDevitt formed in October 1997 as a full service real estate provider focusing on the life science industry. Before founding MRES, Mr. McDevitt spent ten years as a commercial real estate broker in the Washington, D.C. metropolitan area. Mr. McDevitt received his Bachelor of Arts Degree in Business from Gettysburg College. He is a member of the Pennsylvania Biotechnology Association.

EXECUTIVE COMPENSATION

This section reflects information with respect to the directors and executive officers of BioMed Realty Trust, Inc. The operating partnership is managed by BioMed Realty Trust, Inc., its sole general partner. Consequently, the operating partnership does not have its own separate directors. Our executive officers are employees of both BioMed Realty Trust, Inc. and BioMed Realty, L.P.

Compensation Discussion and Analysis

This Compensation Discussion and Analysis section discusses the compensation policies and programs for BioMed Realty Trust, Inc. s and BioMed Realty, L.P. s Named Executive Officers, which consist of BioMed Realty Trust, Inc. and BioMed Realty, L.P. s Chief Executive Officer, Chief Financial Officer and two other executive officers during 2009, as determined under the rules of the SEC. Mr. Lubushkin, who was appointed BioMed Realty Trust, Inc. and BioMed Realty, L.P. s Chief Financial Officer in June 2010, was not deemed an executive officer of BioMed Realty Trust, Inc. and BioMed Realty, L.P. during 2009, and is therefore not included in this discussion.

Executive Compensation Program Overview

Our executive compensation program is administered under the direction of the compensation committee of the board of directors.

Objectives of Our Executive Compensation Program. Our executive compensation program is designed to meet the following objectives:

- to attract, retain and motivate executives with superior ability, experience and leadership capability by providing compensation that is competitive relative to the compensation paid to similarly situated executives of our peer companies,
- to reward individual achievement appropriately and promote individual accountability to deliver on our business objectives, and
- to enhance BioMed s long-term financial performance and position, and thus stockholder value, by significantly aligning the financial interests of our executives with those of our stockholders.

To accomplish these objectives, our executive compensation program primarily includes:

- annual base salaries, intended to provide a stable annual income at a level that is consistent with the individual executive officer s role and contribution to the company,
- bonuses, intended to link each executive officer s compensation to our overall financial and operating performance and the officer s performance versus established goals and objectives for a particular year, and
- long-term incentives through equity-based compensation, including restricted stock and LTIP unit grants, intended to further promote retention through time-based vesting, to significantly align the financial interests of our executives with those of our stockholders and to encourage actions that maximize long-term stockholder value.

Each of our executive officers is also entitled to certain benefits upon a change of control of the company or upon his or her termination from the company without cause or for good reason, including severance benefits and full vesting of all long-term incentives held by the officer. We provide these benefits to our executive officers in order to give them the personal security and stability necessary for them to focus on the performance of their duties and responsibilities to us, and in order to attract and retain executives as we compete for talented employees in a marketplace where such protections are commonly offered. These items are described under Employment Agreements and Potential Payments Upon Termination or Change in Control.

Determination of Compensation Awards

The compensation committee annually reviews and determines the total compensation to be paid to our executive officers.

Role of Management. Mr. Gold, our Chief Executive Officer, makes recommendations and presents analyses to the compensation committee based on its requests. He also discusses with the committee:

the company s and its peers performance,

the financial and other impacts of proposed compensation changes on our business,

peer group data, and

the performance of the other executives, including information on how he evaluates the other executives individual and business unit performances.

Mr. Gold attends compensation committee meetings, but he does not attend the portion of compensation committee meetings intended to be held without members of management present, or any deliberations relating to his own compensation. Our Chief Financial Officer, when directed accordingly, also provides information on the company s and its peers performance and evaluates the financial implications of compensation committee actions under consideration and provides related information.

Competitive Market Data and Compensation Consultant. The compensation committee has retained FPL Associates to provide executive compensation advisory services. Neither the compensation committee nor the company has any other professional relationship with FPL Associates, except that Ferguson Partners Ltd., an affiliate of FPL Associates, was also retained in connection with our identification and review of potential board candidates in 2007. In connection with the compensation committee s year-end 2009 compensation review and determinations, FPL Associates provided data regarding market practices and provided advice regarding executive annual base salaries, bonuses and long-term incentive compensation, consistent with our compensation philosophies and objectives.

In determining compensation for our executive officers, the compensation committee utilizes data and surveys provided by FPL Associates of the companies in our peer groups and examines each peer company s performance and the compensation elements and levels provided to their executive officers. The compensation committee then carefully evaluates our corporate performance and generally determines whether the compensation elements and levels that we provide to our executive officers are appropriate relative to the compensation elements and levels provided to their counterparts at our peer companies, in light of each executive officer s individual and business unit performance and contributions.

The compensation committee, with input from the compensation consultant and management, annually reviews the composition of the peer groups and the criteria and data used in compiling the peer group lists, and makes appropriate modifications to account for certain factors such as peer company size, market capitalization, asset focus and growth statistics. The compensation committee does not consider the methodology that each peer company employs in making compensation decisions as a factor in selecting the companies for inclusion in the peer group.

For 2009, the compensation committee utilized two peer groups of real estate companies, including the office peer group and the size-based peer group. The office peer group consisted of ten public REITs focused primarily on the development, ownership and operation of office properties, having individual total capitalizations in the range of \$2.5 billion to \$13.4 billion, with a median total capitalization of \$4.8 billion, as of December 31, 2008. The office peer group included the following companies:

Alexandria Real Estate Equities, Inc.
Brandywine Realty Trust
Corporate Office Properties Trust
Digital Realty Trust, Inc.
Douglas Emmett, Inc.
Duke Realty Corporation
HCP, Inc.
Highwoods Properties, Inc.
Kilroy Realty Corporation
Mack-Cali Realty Corporation

The size-based peer group included 15 public REITs which develop, own and operate properties for varying types of uses, having individual total capitalizations in the range of \$2.1 billion to \$5.3 billion, with a median total capitalization of \$2.7 billion, as of December 31, 2008. The size-based peer group included the following REITs:

Alexandria Real Estate Equities, Inc.
Brandywine Realty Trust
BRE Properties, Inc.
Colonial Properties Trust
Corporate Office Properties Trust
DCT Industrial Trust Inc.

Equity One, Inc.
First Industrial Realty Trust, Inc.
Healthcare Realty Trust, Inc.
Highwoods Properties, Inc.
Kilroy Realty Corporation
National Retail Properties, Inc.
PS Business Parks, Inc.
Realty Income Corporation
Washington Real Estate Investment Trust

Certain peers with characteristics within the two peer groups were not selected due to company size.

Although the compensation committee obtains and reviews compensation data from the company s peers, it does not believe that it is appropriate to establish compensation levels based solely on benchmarking. Instead, the compensation committee relies upon its judgment in making compensation decisions, after reviewing the specific performance criteria of the company and carefully evaluating an executive officer s individual performance during the year and, for executive officers other than Mr. Gold, business unit performance during the year, each as more specifically described below. The compensation committee also considers the extensive experience and focused expertise of each of the executive officers in the life science real estate product type, which the compensation committee views as key elements for the long-term success of the company.

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Based on the performance of the company and our executive team, the compensation committee sought to target total compensation for 2009 for our executive officers at a level that was generally at or near the 75th percentile of the total compensation paid in 2008 (the most recent data available at that time) to executives holding comparable positions within the size-based peer group and at or near the 50th percentile of the total compensation paid in 2008 to executives holding comparable positions within the office peer group. The committee compared the executive compensation programs as a whole and also compared the pay of individual executives if the positions were sufficiently similar to make the comparisons meaningful. The compensation committee also sought to allocate total compensation between cash and equity compensation based on a number of factors, including the compensation mix of our peer group companies, total compensation targets, and the guidelines and requirements established in the executives employment agreements at the time of BioMed s formation for base salaries and bonus ranges. However, the compensation committee does not have a stated policy regarding the mix of our executive officers compensation between cash and equity compensation. Instead, the compensation committee strives to strike an appropriate balance among base salary, annual bonus and long-term incentives, and it may adjust the allocation of pay in order to facilitate the achievement of BioMed s objectives or remain competitive in the market for executive talent.

Performance Measures. The compensation committee evaluates the executive officers based on three performance measures:

- individual performance,
- business unit performance (except for Mr. Gold), and
- corporate performance.

The three performance measures are accorded different weights depending on the executive officer and whether the compensation being evaluated is the annual bonus or long-term equity incentive compensation. The weightings are described in further detail under Elements of the Executive Compensation Program-Annual Bonuses and Elements of the Executive Compensation Program Long-Term Incentives Restricted Stock and LTIP Unit Awards.

Individual Performance. In the beginning of each year, our Chief Executive Officer, with input from the individual executives, sets certain goals and expectations for each executive officer, tailored to the executive s specific role within and expected contribution to the company as well as developmental requirements. These goals and expectations are generally subjective in nature and relate primarily to:

- driving execution of BioMed s business plan and the success of the company as a whole (without singularly focusing on achieving only the specific objectives within that officer s area of responsibility),
- demonstrated individual leadership skills,
- continuous self-development,
- teamwork,
- fostering effective communication and coordination across company departments,
- developing and motivating employees to achieve high performance,
- cultivating employees engagement and alignment with our company s core values, and
- adaptability and flexibility to changing circumstances.

While the compensation committee focuses on evaluating individual performance in the context of an overall effective manager, performance relative to the individual goals listed above generally requires a subjective evaluation, and the compensation committee may emphasize certain goals over others in its discretionary decision-making that do not lend themselves to a formulaic approach.

Business Unit Performance. In the beginning of each year, our Chief Executive Officer, as a result of an extensive process involving analyses and discussions with management, sets certain goals and expectations for individual business units, which include, for example:

- operating business units within the established budgets,
- controlling general and administrative costs,
- executing on acquisition and development programs according to plans,
- achieving financing milestones and the optimal mix of borrowing designed to protect our long-term financial stability,
- strengthening operational, budgeting and management processes, and
- developing and managing the successful execution of appropriate leasing strategies.

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Although more objectively quantifiable than individual performance evaluations, business unit performance goals are still both quantitative and qualitative in nature, and the compensation committee exercises discretion in making business unit performance determinations by emphasizing certain goals over others and taking into account general business environment considerations with respect to each goal, including changes in the business environment that have occurred between when the goals were originally set and when the evaluation is conducted.

Corporate Performance.

Corporate Performance as a Component of Annual Bonus Determination. As a component in determining the executive officers annual bonuses, our company s corporate performance is evaluated based on two criteria:

- the achievement of per share funds from operations, or FFO, within the annual guidance range generally provided on the third quarter earnings press release of the preceding year, as adjusted for any stock splits, stock offerings or similar transactions, and

- the achievement of two to three percent year-over-year growth in cash basis same property net operating income, or NOI.

Our methodology for calculating FFO is described in detail above in Management s Discussion and Analysis of Financial Condition and Results of Operations Funds from Operations. We compute NOI by adding or subtracting certain items from net income, including minority interest in the operating partnership, gains or losses from investment in unconsolidated partnerships, interest expense, interest income, depreciation and amortization, and general and administrative expenses. We use NOI as a performance measure because it reflects only those income and expense items that are incurred at the property level.

In evaluating the achievement of these corporate performance goals, the compensation committee may exercise its discretion whether or not to make certain adjustments based on non-recurring events during the year.

Corporate Performance as a Component of Long-Term Equity Incentive Determination. As a component in determining the executive officers long-term equity incentive awards, our company s corporate performance is evaluated based on stockholder performance, which can be divided into two categories:

- the company s absolute total stockholder return for the year, which is calculated based on a combination of total dividend return and the change in common share price during the year, as adjusted for any stock splits, stock offerings or similar transactions, with an annual target absolute total stockholder return of nine percent, and

- the company s total stockholder return as compared to the MSCI US REIT Index, or RMS.

We use total stockholder return as a long-term incentive award criteria because we believe it further aligns the interests of the executive to stockholder interests. In evaluating the achievement of these corporate performance goals, the compensation committee may exercise its discretion whether or not to make certain adjustments based on general equity market conditions.

Elements of the Executive Compensation Program

The compensation committee carefully reviews the corporate performance of the company and individual and business unit performances of the executive officers to determine the appropriate level of total compensation for the executive officers, while also taking into consideration how each executive officer s total compensation compares to other similarly situated executives in the peer companies as described above. In addition, the compensation committee seeks to optimally allocate total compensation among its various components, which include base salary, bonus and long-term equity incentive compensation, based on the criteria as described below.

Base Salary

The initial base salary for each executive officer is provided in the employment agreement between BioMed and such officer, as described below under Potential Payments Upon Termination or Change in Control, subject to annual increases based on increases in the consumer price index and further increases in the discretion of the board of directors or compensation committee. In determining base salary increases, the compensation committee considered each executive officer s individual performance and business unit performance, as well as the company s overall performance, market conditions and competitive salary information.

In connection with the annual compensation review in January 2009, the compensation committee decided not to increase the annual base salaries of our executive officers. Messrs. Gold, Griffin and McDevitt also each waived their rights under their employment agreements to receive a consumer price index adjustment in their annual base salaries for 2009. For 2009, Mr. Gold s annual base salary was $472,500 and each of Messrs. Griffin s and McDevitt s base salary was $313,500. In addition, pursuant to an amendment to his employment agreement, Mr. Kreitzer s annual base salary was set at $100,000 for 2009.

In connection with the annual review of their performance, in January 2010, the compensation committee approved increases to the annual base salaries of our executive officers, effective January 1, 2010. Mr. Gold s annual base salary increased to $685,000, Mr. Griffin s annual base salary increased to $438,000, and Mr. McDevitt s annual base salary increased to $360,000. The compensation committee determined that these increases in salary were appropriate, in light of the strong individual performances and depth of expertise in the life science real estate product type of Messrs. Gold, Griffin and McDevitt, business unit performance with respect to Messrs. Griffin and McDevitt, and corporate performance, as described below. Mr. Kreitzer s annual base salary remained at $100,000 for 2010.

On February 12, 2010, in connection with Mr. McDevitt s promotion to Executive Vice President, Real Estate, the compensation committee approved an additional increase of Mr. McDevitt s annual base salary to $390,000, retroactive to January 1, 2010.

Annual Bonuses

Our annual executive bonus program is intended to reward our executive officers for individual achievement in supporting the fulfillment of corporate objectives for the year, including financial and operating performance goals. Each Named Executive Officer s annual bonus (other than Mr. Kreitzer) is also based in part on their employment agreements, which provide for annual bonus ranges as a percentage of base salary of 50% to 200% for Mr. Gold and 50% to 150% for each of Messrs. Griffin and McDevitt.

In determining the executive officers respective annual bonuses, the compensation committee primarily considers the corporate performance of the company, while also taking into consideration the respective individual performances of each of the executive officers and the respective business unit performances for each of Messrs. Griffin and McDevitt. The company s corporate performance is assessed through the evaluation of the company s FFO per diluted share and same property cash NOI results, with FFO per diluted share weighted approximately twice as much as same property cash NOI.

The following is a brief analysis of the compensation committee s deliberations regarding individual and business unit performance on an executive by executive basis:

Mr. Gold. Mr. Gold, as our Chief Executive Officer, is responsible for the overall management and stewardship of the company, including focusing on broader, longer-term corporate strategies. In its evaluation of Mr. Gold s individual performance, the compensation committee noted the following accomplishments:

- successfully guiding the company through a difficult economic environment to achieve strong overall operating results in 2009,
- providing key leadership in the continual development of our strategy to ensure that stockholder value is maximized over the long-term, particularly with respect to:
  - raising capital and maintaining our strong long-term financial stability,
  - developing an aggressive leasing strategy to maximize the value of our properties,
  - driving the cost effective construction of our development and redevelopment properties, and
  - providing cost effective operational services to our tenants to meet their changing needs,
- providing highly valuable guidance to the other executives and employees and effectively fostering an environment of dedicated professionalism and hard work, and
- maintaining the right tone at the top and creating a culture of strong corporate governance, transparency and ethics.

Mr. Griffin. Mr. Griffin, as our President and Chief Operating Officer, is responsible for the day-to-day execution of our corporate strategy. In 2009, Mr. Griffin also served as our Chief Financial Officer. In its evaluation of Mr. Griffin s individual performance and business unit performance during 2009, the compensation committee noted the following accomplishments:

working with the Chief Executive Officer and BioMed Realty Trust, Inc. s board of directors to effectively manage capital requirements, including:

- o closing on two loans totaling $368 million for our Center for Life Science Boston and 9865 Towne Centre Drive properties,

- o closing on a $203 million secured loan facility for our joint venture with Prudential Real Estate Investors,

- o increasing the aggregate borrowing capacity on our unsecured line of credit by $120 million to $720 million,

- o establishing a continuous equity offering program for shares of BioMed Realty Trust, Inc. s common stock with aggregate gross proceeds of up to $120 million, and

- o completing a successful public offering of BioMed Realty Trust, Inc. s common stock, raising approximately $167 million in net proceeds,

productive engagement with the board of directors across a wide spectrum of company matters,

continuing to provide the company greater exposure in the investor and analyst communities,

effective management of the company s day-to-day to operations, including:

- o overseeing the execution of the company s leasing program,
- o overseeing the identification and execution of property acquisitions,
- o overseeing the company s development program,
- o raising capital and maintaining our strong long-term financial stability,
- o the management of property operations, and
- o the effective control of general and administrative expenses, and

fostering increased coordination and communication across our functional departments.

Mr. McDevitt. Mr. McDevitt, as our Executive Vice President, Real Estate, is tasked with refining our leasing and acquisitions strategies with a focus on maximizing the value of our assets, as well as implementing and managing the execution of leasing and acquisition strategies on a company-wide basis. In its evaluation of Mr. McDevitt s individual performance, the compensation committee noted the following accomplishments:

managing the regional leasing teams in the execution of over 1.7 million square feet of new leases, lease extensions and renewals in the five quarters ended December 31, 2009, significantly exceeding expectations in the context of challenging market conditions,

providing key mentorship, guidance and support of leasing and acquisitions team members as they assume greater responsibilities and leadership for executing the company s strategy, and

continuing to establish strong relationships with major life science companies with significant space requirements, including through lease renewals and expansions with existing tenants, the execution of leases with new tenants and the development of ties with prospective tenants.

Mr. Kreitzer. Mr. Kreitzer, our Executive Vice President and General Counsel, served in such capacity at 50% of a full-time work schedule in 2009. Mr. Kreitzer also continues to serve as a member of the board of directors of the company, and provides his guidance and leadership with respect to the company s long-term strategy.

In terms of corporate performance criteria, we achieved an FFO per diluted share of $1.64 for 2009. As adjusted for the company s stock issuance in May 2009 and the impact of extinguishment of debt related to repurchase of Notes due 2026 in 2009, we achieved an estimated FFO per diluted share of $1.75 for 2009, which was five cents above the mid-point of the guidance range of $1.70 disclosed in our third quarter 2008 earnings press release in October 2008. In addition, excluding properties which had lease terminations in 2009, we achieved same property cash NOI year-over-year growth of 2.8% in the fourth quarter of 2009, which was 0.3% above the 2.5% targeted mid-point of the compensation committee s two to three percent range.

As a result of the strong individual performances and depth of expertise in the life science real estate product type of Messrs. Gold, Griffin and McDevitt, the achievements of the business units that Messrs. Griffin and McDevitt oversee, and the company s strong financial performance in 2009 relative to previously issued guidance, the compensation committee awarded our Named Executive Officers the bonuses for the 2009 fiscal year as reflected in the Summary Compensation Table.

Long-Term Incentives Restricted Stock and LTIP Unit Awards

Long-term incentive awards are designed to increase senior management s stock ownership in BioMed, to directly align employee compensation with the interests of our stockholders and to encourage actions that maximize long-term stockholder value. Our long-term incentive awards generally vest over three to five years, thereby providing an incentive for the grantee to remain with BioMed, and dividends are paid on the entirety of the grant from the date of the grant.

The compensation committee provides a set dollar amount of long-term equity incentive awards that may be granted to executives and other employees, which is established annually by the committee based on a variety of factors, including the number of executives and key employees, the previous year s pool size, peer company pool allotments and the general performance of the company. The total equity incentive award pool available for the 2009 year-end grants was set by the compensation committee at ten million dollars. Executives are generally allocated 60% of the pool, while other key employees are allocated the remaining 40% of the pool. While the compensation committee can grant up to the amount authorized in the equity incentive award pool, the committee takes into consideration the individual and business unit performance measures, business environment, competitive salary environment and company performance and impact to determine grants, which may result in the compensation committee granting less than the authorized amount.

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In determining the executive officers respective long-term incentive awards, the compensation committee primarily considers the corporate performance of the company, while also taking into consideration the respective individual performances of each of the executive officers and the respective business unit performances for each of Messrs. Griffin (including in his capacity as Chief Financial Officer in 2009) and McDevitt. The company s corporate performance is measured by the absolute total stockholder return and relative stockholder return of the company, with each given equal weighting. In addition, the compensation committee may adjust the amounts of long-term incentive awards to avoid significant year-over-year fluctuations, to achieve targeted total compensation in light of salary levels and cash bonus awards, and to take into consideration peer company practices and the awards goals of long term performance and retention of highly talented executives.

BioMed s absolute total stockholder return for 2009 was 45.3%, and the RMS s total stockholder return for 2009 was 28.6%. BioMed s relative total stockholder return outperformed the RMS s total stockholder return by 16.7%.

For the 2009 fiscal year, in January 2010, Mr. Gold was granted 183,240 shares of restricted stock, Mr. Griffin was granted 107,220 shares of restricted stock, Mr. McDevitt was granted 51,400 shares of restricted stock, and Mr. Kreitzer was granted 3,020 shares of restricted stock. In total, the Named Executive Officers received $5.4 million of the $6.0 million available under the executive pool for 2009. These awards were based upon the compensation committee s consideration of the foregoing factors, as well as the committee s assessment of the economic environment, the company s share price, the number and dollar value of prior equity awards granted to the executives, and the total compensation to the executives in absolute terms and with reference to the total compensation paid to similarly situated executives at the company s peers. The awards vest at a rate of 25% per year for Messrs. Gold, Griffin and McDevitt and vest approximately one year after the date of grant for Mr. Kreitzer. The equity incentive awards granted to our Named Executive Officers in 2009 are reflected in the Grants of Plan-Based Awards table.

On February 12, 2010, in connection with Mr. McDevitt s promotion to Executive Vice President, Real Estate, Mr. McDevitt was granted an additional 33,624 shares of restricted stock, which vest at a rate of 25% per year.

Equity Grant Practices

The annual awards of unvested restricted stock and LTIP units are typically granted to our executive officers at the compensation committee s regularly scheduled meeting in the first quarter of each year. Such equity awards are effective upon grant. Board and committee meetings are generally scheduled at least a year in advance. Scheduling decisions are made without regard to anticipated earnings or other major announcements by the company. We have not awarded any stock options.

Other Benefits

We provide benefits such as a 401(k) plan, medical, dental and life insurance and disability coverage for all of our employees, including our executive officers. We also provide personal paid time off and other paid holidays to all employees, including the executive officers, which are similar to those provided at comparable companies. In addition, under the terms of the executive officers employment agreements described below, we provide reimbursement for the premiums for long-term disability and life insurance policies and car allowances. We believe that our employee benefit plans are an appropriate element of compensation, are competitive within our peer group companies and are necessary to attract and retain employees.

Employment Agreements

In order to specify our expectations with regard to our executive officers duties and responsibilities and to provide greater certainty with regard to the amounts payable to our executive officers in connection with certain terminations or change in control events, BioMed Realty Trust, Inc. s board of directors has approved and we have entered into employment agreements with certain of our executive officers, which are described in more detail under Severance Arrangements and Potential Payments Upon Termination or Change in Control below.

Tax Deductibility of Executive Compensation

The compensation committee considers the anticipated tax treatment to the company and the executive officers in its review and establishment of compensation programs and payments. The deductibility of some types of compensation payments can depend upon the timing of the executive s vesting or exercise of previously granted rights. Interpretations of and changes in applicable tax laws and regulations as well as other factors beyond the committee s control also can affect deductibility of compensation. The committee s general policy is to maintain flexibility in compensating executive officers in a manner designed to promote varying corporate goals. Accordingly, the compensation committee has not adopted a policy that all compensation must be deductible.

Compensation Committee Interlocks and Insider Participation

There were no insider participations or compensation committee interlocks among the members of the compensation committee during fiscal year 2009. At all times during fiscal year 2009, the compensation committee was comprised solely of independent, non-employee directors.

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Compensation Risk Analysis

In early 2010, the compensation committee, with input from management, assessed our compensation policies and programs for all employees for purposes of determining the relationship of such policies and programs and the enterprise risks faced by the company. After that assessment, the compensation committee determined that none of our compensation policies or programs encourage any employee to take on excessive risks that are reasonably likely to have a material adverse effect on the company. The compensation committee s assessment noted certain key attributes of our compensation policies and programs that help to reduce the likelihood of excessive risk taking, including:

The program design provides a balanced mix of cash and equity compensation, fixed and variable compensation and annual and long-term incentives. The fixed portion of compensation (base salary) is designed to provide reliable base income regardless of the company s stock price performance so that executives do not feel pressured to focus exclusively on stock price performance to the detriment of other important business metrics. The variable (cash bonus and equity) portions are designed to motivate our executives to produce superior long- and short-term corporate performance.

Corporate performance objectives, which are factors considered in determining compensation, are designed to be consistent with the company s overall business plan and strategy, as guided by BioMed Realty Trust, Inc. s board of directors.

The determination of executive incentive awards is based on a review of a variety of indicators of performance, including both financial and non-financial goals over both the long- and short-term, reducing the risk associated with any single indicator of performance.

We grant equity incentive awards that vest over multi-year periods, designed to ensure that executives and key employees have significant portions of their compensation tied to long-term stock price performance and have their economic interests aligned with those our stockholders.

Our compensation committee has the right to exercise discretion over executive compensation decisions.

Summary Compensation Table

The table below summarizes the total compensation paid or earned by each of our Named Executive Officers for the fiscal years ended December 31, 2009, 2008 and 2007.

Name and Principal Position	Year	Salary	Bonus[(1)]	Stock Awards	All Other Compensation[(2)]	Total
Alan D. Gold	2009	$ 472,500	$ 1,417,500	$ 1,912,750(3)	$ 269,064	$ 4,071,814
Chairman and Chief Executive Officer	2008	472,500	567,000	1,052,400(4)	185,863	2,277,763
	2007	450,000	1,203,527	1,566,075(5)	156,077	3,375,679
R. Kent Griffin, Jr.	2009	313,500	783,750	983,700(3)	184,949	2,265,899
President, Chief Operating Officer and	2008	313,500	351,120	795,664(4)	158,291	1,618,575
former Chief Financial Officer (6)	2007	298,500	606,466	1,938,950(5)	125,058	2,968,974
Gary A. Kreitzer	2009	100,000		32,790(3)	53,778	186,568
Executive Vice President and	2008	157,500		221,028(4)	88,491	467,019
General Counsel	2007	150,000	303,555	1,342,350(5)	96,726	1,892,631

Matthew G. McDevitt	2009	313,500	470,250	655,800(3)	158,283	1,597,833
Executive Vice President,	2008	313,500	250,800	707,262(4)	164,831	1,436,393
Real Estate	2007	298,500	609,798	2,088,100(5)	144,989	3,141,387

(1) The bonuses to our Named Executive Officers for the fiscal year ended December 31, 2007 were payable in a combination of vested LTIP units, shares of BioMed Realty Trust, Inc. s common stock and cash, as set forth below:

Name	Dollar Value of LTIP Units(a)	Dollar Value of Common Stock(a)	Cash	Total
Alan D. Gold	$ 229,275		$ 974,252	$ 1,203,527
R. Kent Griffin, Jr.	78,773	$ 78,750	448,943	606,466
Gary A. Kreitzer	43,755		259,800	303,555
Matthew G. McDevitt	140,026		469,772	609,798

(a) Based on the closing market price of BioMed Realty Trust, Inc. s common stock of $22.29 on January 30, 2008, the date of grant.

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(2) All other compensation for 2009 represents health, life and disability insurance premiums, 401(k) matching contributions, automobile allowances and dividends and distributions on unvested restricted stock and LTIP units (and excludes dividends and distributions on vested restricted stock and LTIP units), as follows:

Name	Insurance Premiums	401(K) Matching Contributions(a)	Automobile Allowances	Dividends Paid on Unvested Stock and LTIP Units	Total Other Compensation
Alan D. Gold	$ 23,499	$ 8,250	$ 12,000	$ 225,315	$ 269,064
R. Kent Griffin, Jr.	25,422	8,250	9,000	142,277	184,949
Gary A. Kreitzer	10,362	3,053	4,500	35,863	53,778
Matthew G. McDevitt	24,228	8,250	9,000	116,805	158,283

(a) We established and maintain a retirement savings plan under Section 401(k) of the Code to cover our eligible employees, including our executive officers, which became effective as of January 1, 2005. The plan allows eligible employees to defer, within prescribed limits, up to 100% of their compensation on a pre-tax basis through contributions to the plan. We currently match each eligible participant s contributions, within prescribed limits, with an amount equal to 50% of such participant s initial 6% tax-deferred contributions. In addition, we reserve the right to make additional discretionary contributions on behalf of eligible participants.

(3) Represents the grant date fair value of restricted stock awarded in 2009 based on the closing price of

BioMed Realty Trust, Inc. s common stock on the date of such grants, as determined in accordance with Accounting Standards Codification Topic 718, Stock Compensation (ASC Topic 718). Messrs. Gold, Griffin, Kreitzer and McDevitt were awarded 175,000, 90,000, 3,000 and 60,000 shares of restricted stock, respectively. The restricted stock vests 25% annually on each of January 1, 2010, 2011, 2012 and 2013 with respect to awards granted to Messrs. Gold, Griffin and McDevitt, and approximately one year from the date of grant with respect to the award granted to Mr. Kreitzer. Dividends are paid on the entirety of the grant from the date of the grant.

(4) Represents the grant date fair value of restricted stock and LTIP units awarded in 2008 based on the closing price of BioMed Realty Trust, Inc. s common stock on the date of such grants, as determined in accordance with ASC Topic 718. Messrs. Gold, Griffin, Kreitzer and McDevitt were awarded 47,214, 35,696, 9,916 and 31,730 LTIP units and/or shares of restricted stock, respectively. The restricted stock vests 20% annually on each of January 1, 2009, 2010, 2011, 2012 and 2013. Dividends are paid on the entirety of the grant from the date of the grant.

(5) Represents the grant date fair value of restricted stock and LTIP units awarded in 2007 based on the closing price of BioMed Realty Trust, Inc. s

common stock on the date of such grants, as determined in accordance with ASC Topic 718. Messrs. Gold, Griffin, Kreitzer and McDevitt were awarded 52,500, 65,000, 45,000 and 70,000 LTIP units and/or shares of restricted stock, respectively. The restricted stock vests 25% annually on each of January 1, 2010, 2011, 2012 and 2013. Dividends are paid on the entirety of the grant from the date of the grant.

(6) Mr. Griffin served as Chief Financial Officer in 2009 and continued to serve as Chief Financial Officer in 2010 until the appointment of Greg N. Lubushkin as Chief Financial Officer on June 1, 2010. Mr. Griffin continues to serve as President and Chief Operating Officer.

Grants of Plan-Based Awards

The table below provides information about restricted stock awards granted to our Named Executive Officers during the fiscal year ended December 31, 2009.

	Grant Date	All Other Stock Awards: Number of Shares of Stock or Units(1)	Grant Date Fair Value of Stock Awards(2)
Alan D. Gold	1/13/09	175,000	$ 1,912,750
R. Kent Griffin, Jr.	1/13/09	90,000	983,700
Gary A. Kreitzer	1/13/09	3,000	32,790
Matthew G. McDevitt	1/13/09	60,000	655,800

(1) The restricted stock vests 25% annually on each of January 1, 2010, 2011, 2012 and 2013 with respect to awards granted to Messrs. Gold, Griffin and McDevitt, and approximately one year from the date of grant with respect to the award granted to Mr. Kreitzer.

(2) This column has been calculated by multiplying the closing market price of BioMed Realty Trust, Inc. s common stock on the grant date for the restricted stock awards by the number of shares awarded, as determined in accordance with ASC Topic 718.

The closing market price on January 13, 2009 was $10.93.

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Severance Arrangements

Employment Agreements. Except as provided below, all of the employment agreements with our executive officers contain substantially similar terms. We believe that the employment agreements offer competitive terms and are appropriate to attract and retain individuals at the executive officer level.

We entered into employment agreements, effective as of August 6, 2004, with Messrs. Gold, Kreitzer and McDevitt and an employment agreement, effective as of March 27, 2006, with Mr. Griffin. On December 14, 2007, we entered into amended and restated employment agreements with Messrs. Gold, Griffin, Kreitzer and McDevitt, all of which were further amended on December 15, 2008. The primary purpose of the amendments to the amended and restated employment agreements was to reflect certain title changes and to ensure that certain payments to be made pursuant to the employment agreements will be exempt from or comply with the requirements of Section 409A of the Code. In addition, the amendment to Mr. Kreitzer s amended and restated employment agreement provided that Mr. Kreitzer would receive an annual base salary of $100,000 commencing on January 1, 2009.

The employment agreements provide for Mr. Gold to serve as our Chairman and Chief Executive Officer, Mr. Griffin to serve as our President and Chief Operating Officer, Mr. Kreitzer to serve as our Executive Vice President and General Counsel, and Mr. McDevitt to serve as our Executive Vice President. These employment agreements require Messrs. Gold, Griffin, Kreitzer and McDevitt, as applicable, to devote such attention and time to our affairs as is necessary for the performance of their duties (provided that, in the case of Mr. Kreitzer, he is not required to devote more than 50% of a full-time work schedule), but also permit them to devote time to their outside business interests consistent with past practice. Under the employment agreements with Messrs. Gold and Kreitzer, we will use our best efforts to cause Mr. Gold to be nominated and elected as Chairman of BioMed Realty Trust, Inc. s board of directors and Mr. Kreitzer to be nominated and elected as a member of BioMed Realty Trust, Inc. s board of directors.

Each of the employment agreements with Messrs. Gold, Griffin, Kreitzer and McDevitt has a term of one year and provides for automatic one-year extensions thereafter, unless either party provides at least six months notice of non-renewal.

The employment agreements provide for:

- initial annual base salaries, subject to annual increases based on increases in the consumer price index and further increases in the discretion of BioMed Realty Trust, Inc. s board of directors or the compensation committee of BioMed Realty Trust, Inc. s board of directors,

- Eligibility for annual cash performance bonuses, based on the satisfaction of performance goals established by BioMed Realty Trust, Inc. s board of directors or the compensation committee of BioMed Realty Trust, Inc. s board of directors,

- participation in other incentive, savings and retirement plans applicable generally to our senior executives,

- medical and other group welfare plan coverage and fringe benefits provided to our senior executives,

- payment of the premiums for a long-term disability insurance policy which will provide benefits equal to at least 60% of an executive s annual base salary,

- payment of the premiums for a $1 million term life insurance policy, and

- monthly payments of $750 ($1,000 in the case of Mr. Gold and $375 in the case of Mr. Kreitzer) for an automobile allowance.

Each executive, other than Mr. Kreitzer, has a minimum annual cash bonus equal to 50% of base salary. Mr. Gold s annual cash bonus may be up to 200% of his base salary. Messrs. Griffin and McDevitt may have annual cash bonuses up to 150% of their base salary.

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The employment agreements provide that, if an executive s employment is terminated by us without cause or by the executive for good reason (each as defined in the applicable employment agreement), the executive will be entitled to the following severance payments and benefits, subject to his execution and non-revocation of a general release of claims:

- an amount, which we refer to as the severance amount, equal to the sum of the then-current annual base salary plus average bonus over the prior three years, multiplied by:
  - o with respect to Messrs. Gold, Griffin and Kreitzer, three, or
  - o with respect to Mr. McDevitt, one,

50% of which amount shall be paid in a lump sum within ten days of the date that the executive s general release of claims becomes non-revocable, and the remaining 50% of which amount will be paid in a lump sum on March 1 of the year following the calendar year when the termination occurs,

- an amount equal to the premiums for long-term disability insurance and life insurance for twelve months, which shall be paid in a lump sum within ten days of the date that the executive s general release of claims becomes non-revocable,
- health benefits for 18 months following the executive s termination of employment at the same level as in effect immediately preceding such termination, subject to reduction to the extent that the executive receives comparable benefits from a subsequent employer,
- up to $15,000 worth of outplacement services at our expense, and
- 100% of the unvested stock options held by the executive will become fully exercisable and 100% of the unvested restricted stock held by such executive will become fully vested.

Under the employment agreements, we agree to make an additional tax gross-up payment to the executive if any amounts paid or payable to the executive would be subject to the excise tax imposed on certain so-called excess parachute payments under Section 4999 of the Code. However, if a reduction in the payments and benefits of 10% or less would render the excise tax inapplicable, then the payments and benefits will be reduced by such amount, and we will not be required to make the gross-up payment.

Each employment agreement provides that, if the executive s employment is terminated by us without cause or by the executive for good reason within one year after a change in control (as defined in the applicable employment agreement), then the executive will receive the above benefits and payments as though the executive s employment was terminated without cause or for good reason. However, the severance amount shall be paid in a lump sum.

Each employment agreement also provides that the executive or his estate will be entitled to certain severance benefits in the event of his death or disability. Specifically, each executive or, in the event of the executive s death, his beneficiaries, will receive:

- an amount equal to the then-current annual base salary,
- health benefits for the executive and/or his eligible family members for twelve months following the executive s termination of employment, and
- in the event the executive s employment is terminated as a result of his disability, we will pay, in a single lump sum payment, an amount equal to twelve months of premiums on the long-term disability and life insurance policies described above.

The employment agreements also contain standard confidentiality provisions, which apply indefinitely, and non-solicitation provisions, which apply during the term of the employment agreements and for any period thereafter during which the executive is receiving payments from us.

2004 Incentive Award Plan

We have adopted the amendment and restatement of the 2004 Incentive Award Plan of BioMed Realty Trust, Inc. and BioMed Realty, L.P., which became effective on May 27, 2009. Our 2004 Incentive Award Plan provides for the grant to employees and consultants of our company and our operating partnership (and their respective subsidiaries) and directors of our company of stock options, restricted stock, LTIP units, dividend equivalents, stock appreciation rights, restricted stock units and other incentive awards. Only employees of our company and its qualifying subsidiaries are eligible to receive incentive stock options under our 2004 Incentive Award Plan. We have reserved a total of 5,340,000 shares of BioMed Realty Trust, Inc. s common stock for issuance pursuant to the 2004 Incentive Award Plan, subject to certain adjustments as set forth in the plan. As of December 31, 2009, 1,645,111 shares of restricted stock and 640,150 LTIP units had been granted and 3,054,739 shares remained available for future grants under the 2004 Incentive Award Plan.

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Outstanding Equity Awards at Fiscal Year-End

The table below provides information about outstanding equity awards for each of our Named Executive Officers as of December 31, 2009.

	Stock Awards	
Name	**Number of Shares of Stock or Units That Have Not Vested(1)**	**Market Value of Shares of Stock or Units That Have Not Vested(2)**
Alan D. Gold	239,022	$ 3,771,767
R. Kent Griffin, Jr.	151,058	2,383,695
Gary A. Kreitzer	33,433	527,573
Matthew G. McDevitt	120,384	1,899,660

(1) The equity awards granted vest over four to five years, and vest in one year with respect to the grant of shares of restricted stock to Mr. Kreitzer.

(2) Market value has been calculated as the closing market price of BioMed Realty Trust, Inc. s common stock at December 31, 2009 of $15.78, multiplied by the outstanding unvested restricted stock or LTIP unit awards for each Named Executive

Officer.

Stock Vested

The table below provides information about restricted stock and LTIP unit vesting for each of our Named Executive Officers during the fiscal year ended December 31, 2009, except that it does not include restricted stock and LTIP units that vested on January 1, 2009 and instead includes restricted stock and LTIP units that vested on January 1, 2010. Restricted stock and LTIP units that vested on January 1, 2009 are reported in our 2009 proxy statement.

	Stock and Unit Awards	
Name	**Number of Shares or Units Acquired on Vesting(1)**	**Value Realized on Vesting(2)**
Alan D. Gold	66,318	$ 1,046,498
R. Kent Griffin, Jr.	45,890	724,144
Gary A. Kreitzer	16,233	256,157
Matthew G. McDevitt	38,846	612,990

(1) This column represents the aggregate of equity grants from August 6, 2004 through December 31, 2009 to the Named Executive Officers that vested on January 1, 2010. Restricted stock and LTIP units that vested on January 1, 2009 are reported in BioMed Realty Trust, Inc. s 2009 proxy statement.

(2) This column represents the value as calculated by multiplying the closing market

price of BioMed Realty Trust, Inc. s common stock at December 31, 2009 of $15.78, by the number of shares that vested.

Potential Payments Upon Termination or Change in Control

The table below reflects the amount of compensation that each of our Named Executive Officers would be entitled to receive under his existing employment agreement with the company upon termination of such executive s employment in certain circumstances. The amounts shown assume that such termination was effective as of December 31, 2009, and are only estimates of the amounts that would be paid out to such executives upon termination of their employment. The actual amounts to be paid out can only be determined at the time of such executive s separation from the company. In the event of a termination by the company for cause or by the executive without good reason, including in connection with a change in control, such executive would not be entitled to any of the amounts reflected in the table.

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Name	Benefit	Termination w/o Cause or for Good Reason (apart from Change-in-Control)(1)	Termination w/o Cause or for Good Reason (in connection with Change-in-Control)(1)	Death	Disability(2)
Alan D. Gold	Severance Payment	$ 4,605,527	$ 4,605,527	$ 472,500	$ 472,500
	Accelerated Equity Award Vesting(3)	3,771,767	3,771,767		
	Medical Benefits(4)	25,104	25,104	16,736	16,736
	Long-Term Disability Benefits(5)	840	840		840
	Life Insurance Benefits(5)	5,923	5,923		5,923
	Outplacement Services	15,000	15,000		
	Excise Tax Gross-up(6)				
Total Value:		$ 8,424,161	$ 8,424,161	$ 489,236	$ 495,999
R. Kent Griffin, Jr.	Severance Payment	$ 2,681,836	$ 2,681,836	$ 313,500	$ 313,500
	Accelerated Equity Award Vesting(3)	2,383,695	2,383,695		
	Medical Benefits(4)	24,698	24,698	16,465	16,465
	Long-Term Disability Benefits(5)	8,235	8,235		8,235
	Life Insurance Benefits(5)	722	722		722
	Outplacement Services	15,000	15,000		
	Excise Tax Gross-up(6)		1,330,297		
Total Value:		$ 5,114,186	$ 6,444,483	$ 329,965	$ 338,922
Gary A. Kreitzer	Severance Payment	$ 603,555	$ 603,555	$ 100,000	$ 100,000
	Accelerated Equity Award Vesting(3)	527,573	527,573		
	Medical Benefits(4)	12,078	12,078	8,052	8,052
	Long-Term Disability Benefits(5)	405	405		405
	Life Insurance Benefits(5)	73	73		73
	Outplacement Services	15,000	15,000		

	Excise Tax Gross-up(6)				
Total Value:		$ 1,158,684	$ 1,158,684	$ 108,052	$ 108,530
Matthew G. McDevitt	Severance Payment	$ 757,116	$ 757,116	$ 313,500	$ 313,500
	Accelerated Equity Award Vesting(3)	1,899,660	1,899,660		
	Medical Benefits(4)	23,574	23,574	15,716	15,716
	Long-Term Disability Benefits(5)	7,754	7,754		7,754
	Life Insurance Benefits(5)	758	758		758
	Outplacement Services	15,000	15,000		
	Excise Tax Gross-up(6)				
Total Value:		$ 2,703,862	$ 2,703,862	$ 329,216	$ 337,728

(1) In the event the executive s employment is terminated without cause or for good reason, other than within one year after a change in control, 50% of the severance payment will be paid in a lump sum within ten days of the date that the executive s general release of claims becomes non-revocable and the remaining 50% will be paid in a lump sum on March 1 of the year following the calendar year during which the

termination occurs. If the executive s employment is terminated without cause or for good reason within one year after a change in control, the severance payment is paid in a single lump sum. The severance payment is an amount equal to the sum of the then-current annual base salary plus average bonus over the prior three years (or such lesser number of years as the executive has been employed by us), multiplied by (a) with respect to Messrs. Gold, Kreitzer and Griffin, three, or (b) with respect to Mr. McDevitt, one. The calculations in the table are based on the annual base salary on December 31, 2009 and an averaging of the bonuses paid in 2008, 2009 and 2010.

(2)

This column assumes permanent disability (as defined in the existing employment agreements) for each executive at December 31, 2009.

(3) For purposes of this calculation, each executive s total unvested equity awards, including restricted stock and LTIP units, on December 31, 2009 are multiplied by the closing market price of BioMed Realty Trust, Inc. s common stock at December 31, 2009 of $15.78.

(4) If the executive s employment is terminated without cause or for good reason, this figure represents the amount needed to pay for health benefits for the executive and his eligible family members for 18 months following the executive s termination of employment at the same level

as in effect immediately preceding such termination.

(5) Represents the amount needed to pay, in a single lump sum, for premiums for long-term disability and life insurance for twelve months at the levels in effect for each executive officer as of December 31, 2009.

(6) Under the employment agreement of each executive, we agree to make an additional tax gross-up payment to the executive if any amounts paid or payable to the executive would be subject to the excise tax imposed on certain so-called excess parachute payments under Section 4999 of the Code. However, if a reduction in the payments and benefits of 10% or less would render the

excise tax inapplicable, then the payments and benefits will be reduced by such amount and we will not be required to make the gross-up payment.

CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS; DIRECTOR INDEPENDENCE

We have adopted a written policy regarding the review, approval and ratification of any related party transaction. Under this policy, BioMed Realty Trust, Inc. s audit committee will review the relevant facts and circumstances of each related party transaction, including if the transaction is on terms comparable to those that could be obtained in arm s-length dealings with an unrelated third party and the extent of the related party s interest in the transaction, and either approve or disapprove the related party transaction. Any related party transaction shall be consummated and shall continue only if the audit committee has approved or ratified the transaction in accordance with the guidelines set forth in the policy. For purposes of our policy, a Related Party Transaction is a transaction, arrangement or relationship (or any series of similar transactions, arrangements or relationships) requiring disclosure under Item 404(a) of Regulation S-K promulgated by the SEC, or any successor provision, as then in effect, except that the $120,000 threshold stated therein shall be deemed to be $60,000.

Formation Transactions and Contribution of Properties

BioMed Realty Trust, Inc. was formed as a Maryland corporation on April 30, 2004. We also formed our operating partnership, BioMed Realty, L.P., as a Maryland limited partnership on April 30, 2004. In connection with BioMed Realty Trust, Inc. s initial public offering in August 2004, we acquired interests in six properties through our operating partnership that were previously owned by limited partnerships and a limited liability company in which Messrs. Gold, Kreitzer and McDevitt, entities affiliated with them, and private investors and tenants who are not affiliated with them owned interests.

Contribution Agreements

We received the interests in the properties contributed by our executive officers and their affiliates under contribution agreements with the individuals or entities that held those interests. Under the contribution agreements we agreed that if our operating partnership directly or indirectly sells, exchanges or otherwise disposes of (whether by way of merger, sale of assets or otherwise) in a taxable transaction any interest in the properties contributed by our executive officers and their affiliates before the tenth anniversary of the completion of our initial public offering, then our operating partnership will indemnify each contributor for all direct and indirect adverse tax consequences. The calculation of damages will not be based on the time value of money or the time remaining within the indemnification period. These tax indemnities do not apply to the disposition of a restricted property under certain circumstances.

We have also agreed for a period of ten years following the date of BioMed Realty Trust, Inc. s initial public offering to use reasonable best efforts consistent with our fiduciary duties to maintain at least $8.0 million of debt, some of which must be property specific, to enable the contributors of these properties to guarantee such debt in order to defer any taxable gain they may incur if our operating partnership repays existing debt.

Redemption or Exchange of the Limited Partnership Units in our Operating Partnership

As of October 1, 2005, limited partners of our operating partnership, including Messrs. Gold, Kreitzer and McDevitt, have the right to require our operating partnership to redeem all or a part of their units for cash, based upon the fair market value of an equivalent number of shares of BioMed Realty Trust, Inc. s common stock at the time of the redemption, or, at our election, shares of BioMed Realty Trust, Inc. s common stock in exchange for such units, subject to certain ownership limits set forth in our charter. As of June 30, 2010, the limited partners of our operating partnership held units exchangeable for an aggregate of 2,593,538 shares of BioMed Realty Trust, Inc. s common stock, assuming the exchange of units into shares of common stock on a one-for-one basis.

Other Benefits to Related Parties

Messrs. Gold and Kreitzer have agreed to indemnify the lenders of the debt on the contribution properties for certain losses incurred by the lender as a result of breaches by the borrowers of the loan documents. In connection with BioMed Realty Trust, Inc. s initial public offering, we agreed to indemnify Messrs. Gold and Kreitzer against any payments they may be required to make under such indemnification agreements. However, our indemnification obligation will not be effective with respect to losses relating to a breach of the environmental representations and warranties made to our operating partnership by Messrs. Gold and Kreitzer in their respective contribution agreements. For losses relating to such breaches, Messrs. Gold and Kreitzer have agreed to indemnify our operating partnership.

We have entered into a registration rights agreement with the limited partners in our operating partnership to provide registration rights to holders of common stock to be issued upon redemption of their units. Pursuant to the registration rights agreement, in the fourth quarter of 2005, we filed and caused to become effective a registration statement on Form S-3 for the registration of the common stock to be issued upon redemption of the units, which expired in the fourth quarter of 2008. Prior to that registration statement s expiration, we filed and caused to become effective a new registration statement on Form S-3 for the registration of the common stock to be issued upon redemption of the units.

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Director Independence

NYSE listing standards require NYSE-listed companies, such as BioMed Realty Trust, Inc., to have a majority of independent board members and a nominating and corporate governance committee, compensation committee and audit committee each composed solely of independent directors. Under the NYSE listing standards, no director of a company qualifies as independent unless the board of directors of such company affirmatively determines that the director has no material relationship with such company (either directly or as a partner, stockholder or officer of an organization that has a relationship with such company).

In addition, the NYSE listing standards provide that a director is not independent if:

(1) the director is, or has been within the last three years, an employee of the listed company, or an immediate family member is, or has been within the last three years, an executive officer of the listed company;

(2) the director has received, or has an immediate family member who has received, during any twelve-month period within the last three years, more than $120,000 in direct compensation from the listed company, other than director and committee fees and pension or other forms of deferred compensation for prior service (provided such compensation is not contingent in any way on continued service);

(3) (a) the director is a current partner or employee of a firm that is the listed company s internal or external auditor; (b) the director has an immediate family member who is a current partner of such a firm; (c) the director has an immediate family member who is a current employee of such a firm and personally works on the listed company s audit; or (d) the director or an immediate family member was within the last three years a partner or employee of such a firm and personally worked on the listed company s audit within that time;

(4) the director or an immediate family member is, or has been with the last three years, employed as an executive officer of another company where any of the listed company s present executive officers at the same time serves or served on that company s compensation committee; or

(5) the director is a current employee, or an immediate family member is a current executive officer, of a company that has made payments to, or received payments from, the listed company for property or services in an amount which, in any of the last three fiscal years, exceeds the greater of $1 million, or 2% of such other company s consolidated gross revenues.

The board of directors of BioMed Realty Trust, Inc. by resolution has affirmatively determined that, based on the standards set forth in NYSE rules and our corporate governance documents, all of the directors elected to BioMed Realty Trust, Inc. s board at the 2010 Annual Meeting are independent, except for Messrs. Gold and Kreitzer.

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DESCRIPTION OF OTHER INDEBTEDNESS

Mortgage Notes Payable

A summary of our outstanding consolidated mortgage notes payable as of June 30, 2010 is as follows (dollars in thousands):

	Stated Fixed Interest Rate	Effective Interest Rate	Principal Balance June 30, 2010	Maturity Date
Ardentech Court	7.25%	5.06%	$ 4,296	July 1, 2012
Bridgeview Technology Park I	8.07%	5.04%	11,172	January 1, 2011
500 Kendall Street (Kendall D)	6.38%	5.45%	65,168	December 1, 2018
Lucent Drive	4.75%	4.75%	5,015	January 21, 2015
6828 Nancy Ridge Drive	7.15%	5.38%	6,541	September 1, 2012
Road to the Cure	6.70%	5.78%	14,828	January 31, 2014
Science Center Drive	7.65%	5.04%	10,891	July 1, 2011
Shady Grove Road	5.97%	5.97%	147,000	September 1, 2016
Sidney Street	7.23%	5.11%	27,867	June 1, 2012
9865 Towne Centre Drive	7.95%	7.95%	17,762	June 30, 2013
900 Uniqema Boulevard	8.61%	5.61%	1,103	May 1, 2015
			658,837	
Unamortized premiums(1)			6,030	
			$ 664,867	

(1) Premiums were recorded upon assumption of the mortgage notes payable at the time of the related property acquisition to account for above-market interest rates. Amortization of these premiums is recorded as a reduction to

interest expense over the remaining term of the respective note using a method that approximates the effective-interest method.

The net carrying value of properties (investments in real estate) secured by our mortgage notes payable was $1.2 billion at June 30, 2010.

Unsecured Line of Credit

Our unsecured line of credit with KeyBank National Association (KeyBank) and other lenders has a borrowing capacity of $720.0 million and a maturity date of August 1, 2011. The unsecured line of credit bears interest at a floating rate equal to, at our option, either (1) reserve adjusted LIBOR plus a spread which ranges from 100 to 155 basis points, depending on our leverage, or (2) the higher of (a) the prime rate then in effect plus a spread which ranges from 0 to 25 basis points, or (b) the federal funds rate then in effect plus a spread which ranges from 50 to 75 basis points, in each case, depending on our leverage. Subject to the administrative agent s reasonable discretion, we may increase the amount of the unsecured line of credit to $1.0 billion upon satisfying certain conditions. In addition, we, at our sole discretion, may extend the maturity date of the unsecured line of credit to August 1, 2012 after satisfying certain conditions and paying an extension fee based on the then current facility commitment. We have deferred the loan costs associated with the subsequent amendments to the unsecured line of credit, which are being amortized to expense with the unamortized loan costs from the original debt facility over the remaining term.

At June 30, 2010, we had $170.5 million in outstanding borrowings on our unsecured line of credit, with a weighted-average interest rate of 1.6% (excluding the effect of interest rate swaps) and a weighted-average interest rate of 3.0% on the unhedged portion of the outstanding debt of approximately $20.5 million. At June 30, 2010, we had additional borrowing capacity under the unsecured line of credit of up to approximately $537.8 million (net of outstanding letters of credit issued by us and drawable on the unsecured line of credit of approximately $11.7 million).

The terms of the credit agreement for the unsecured line of credit includes certain restrictions and covenants, which limit, among other things, the payment of dividends and the incurrence of additional indebtedness and liens. The terms also require compliance with financial ratios relating to the minimum amounts of net worth, fixed charge coverage, unsecured debt service coverage, the maximum amount of secured and secured recourse indebtedness, leverage ratio and certain investment limitations. The dividend restriction referred to above provides that, except to enable BioMed Realty Trust, Inc. to continue to qualify as a REIT for federal income tax purposes, BioMed Realty Trust, Inc. will not make distributions with respect to common stock or other equity interests in an aggregate amount for the preceding four fiscal quarters in excess of 95% of funds from operations, as defined, for such period, subject to other adjustments. Management believes that it was in compliance with the covenants as of June 30, 2010.

Exchangeable Senior Notes Due 2026, net

On September 25, 2006, we issued $175.0 million aggregate principal amount of our Notes due 2026. The Notes due 2026 are general senior unsecured obligations and rank equally in right of payment with all of our other senior unsecured indebtedness. Interest at a rate of 4.50% per annum is payable on April 1 and October 1 of each year, until the stated maturity date of October 1, 2026. The terms of the Notes due 2026 are governed by an indenture, dated September 25, 2006, among us, as issuer, BioMed Realty Trust, Inc., as guarantor, and U.S. Bank National Association, as trustee. The Notes due 2026 contain an exchange settlement feature, which provides that the Notes due 2026 may, on or after September 1, 2026 or under certain other circumstances, be exchangeable for cash (up to the principal amount of the Notes due 2026) and, with respect to excess exchange value, into, at BioMed Realty Trust, Inc. s option, cash, shares of BioMed Realty Trust, Inc. s common stock or a combination of cash and shares of BioMed Realty Trust, Inc. s common stock at the then applicable exchange rate. The initial exchange rate was 26.4634 shares per $1,000 principal amount of Notes due 2026, representing an exchange price of approximately $37.79 per share. If certain designated events occur on or prior to October 6, 2011 and a holder elects to exchange Notes due 2026 in connection with any such transaction, BioMed Realty Trust, Inc. will increase the exchange rate by a number of additional shares of common stock based on the date the transaction becomes effective and the price paid per share of BioMed Realty Trust, Inc. s common stock in the transaction, as set forth in the indenture governing the Notes due 2026. The exchange rate may also be adjusted under certain other circumstances, including the payment of cash dividends in excess of $0.29 per share of BioMed Realty Trust, Inc. s common stock. As a result of past increases in the quarterly cash distribution, the exchange rate is currently 26.8135 shares of BioMed Realty Trust, Inc. s common stock per $1,000 principal amount of Notes due 2026. We may redeem the Notes due 2026, in whole or in part, at any time to preserve BioMed Realty Trust, Inc. s status as a REIT or at any time on or after October 6, 2011 for cash at 100% of the principal amount plus accrued and unpaid interest. The holders of the Notes due 2026 have the right to require us to repurchase the Notes due 2026, in whole or in part, for cash on each of October 1, 2011, October 1, 2016 and October 1, 2021, or upon the occurrence of a designated event, in each case for a repurchase price equal to 100% of the principal amount of the Notes due 2026 plus accrued and unpaid interest.

In January 2010, we completed the repurchase of approximately $6.3 million face value of the Notes due 2026 at par. In June 2010, we completed an additional repurchase of approximately $18.0 million face value of the Notes due 2026 at 100.3% of par. As of June 30, 2010, an aggregate of approximately $21.9 million of the Notes due 2026 remained outstanding.

Exchangeable Senior Notes Due 2030

On January 11, 2010, we issued $180.0 million aggregate principal amount of our Notes due 2030. The Notes due 2030 are general senior unsecured obligations and will rank equally with all of our other senior unsecured indebtedness. Interest at a rate of 3.75% per annum is payable on January 15 and July 15 of each year, beginning July 15, 2010 until the stated maturity date of January 15, 2030. The terms of the Notes due 2030 are governed by an indenture, dated January 11, 2010, among us, as issuer, BioMed Realty Trust, Inc., as guarantor, and U.S. Bank National Association, as trustee. The Notes due 2030 may be exchanged for shares of BioMed Realty Trust, Inc. s common stock at an initial exchange rate of 55.0782 shares per $1,000 principal amount of Notes due 2030, representing an exchange price of approximately $18.16 per share. If certain designated events occur on or prior to January 21, 2015 and a holder elects to exchange Notes due 2030 in connection with any such transaction, BioMed Realty Trust, Inc. will increase the exchange rate by a number of additional shares of common stock based on the date the transaction becomes effective and the price paid per share of BioMed Realty Trust, Inc. s common stock in the transaction, as set forth in the indenture governing the Notes due 2030. The exchange rate may also be adjusted under certain other circumstances, including the payment of cash dividends in excess of $0.14 per share of BioMed Realty Trust, Inc. s common stock. We may redeem the Notes due 2030, in whole or in part, at any time to preserve BioMed Realty Trust, Inc. s status as a REIT or at any time on or after January 21, 2015 for cash at 100% of the principal amount plus accrued and unpaid interest. The holders of the Notes due 2030 have the right to require us to repurchase the Notes due 2030, in whole or in part, for cash on each of January 15, 2015, January 15, 2020 and January 15, 2025, or upon the occurrence of a designated event, in each case for a repurchase price equal to 100% of the principal amount of the Notes due 2030 plus accrued and unpaid interest. As of June 30, 2010, an aggregate of approximately

$180.0 million of the Notes due 2030 remained outstanding.

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DESCRIPTION OF NOTES

The following description summarizes certain terms and provisions of the notes and the indenture, does not purport to be complete and is subject to, and qualified in its entirety by reference to, the actual terms and provisions of the notes and the indenture, which are incorporated herein by reference. Capitalized terms used but not otherwise defined herein shall have the meanings given to them in the notes or the indenture, as applicable. As used in this section, the terms we, us, our or BioMed Realty, L.P. refer to BioMed Realty, L.P. and not to any of its subsidiaries. Unless the context requires otherwise, references to notes mean the exchange notes, the term interest includes additional interest, if any, as described below and references to dollars mean U.S. dollars.

General

We issued the private notes and will issue the exchange notes pursuant to an indenture, dated as of April 29, 2010, among BioMed Realty, L.P., BioMed Realty Trust, Inc., as guarantor, and U.S. Bank National Association, as trustee. You may request copies of the indenture and the form of the notes from us.

The notes will be issued only in fully registered, book-entry form, in denominations of $1,000 and integral multiples of $1,000 in excess thereof, except under the limited circumstances described below under Book-Entry System. The registered holder of a note will be treated as its owner for all purposes.

If any interest payment date, stated maturity date or redemption date is not a business day, the payment otherwise required to be made on such date will be made on the next business day without any additional payment as a result of such delay. The term business day means, with respect to any note, any day, other than a Saturday, Sunday or any other day on which banking institutions in New York, New York are authorized or obligated by law or executive order to close. All payments will be made in U.S. dollars.

The notes will be fully and unconditionally guaranteed by BioMed Realty Trust, Inc. on a senior unsecured basis. See Guarantee below.

The terms of the notes provide that we are permitted to reduce interest payments and payments upon a redemption of notes otherwise payable to a holder for any amounts we are required to withhold by law. For example, non-United States holders of the notes may, under some circumstances, be subject to U.S. federal withholding tax with respect to payments of interest on the notes. We will set-off any such withholding tax that we are required to pay against payments of interest payable on the notes and payments upon a redemption of notes.

Ranking

The notes will be our senior unsecured obligations and will rank equally with each other and with all of our other senior unsecured indebtedness. However, the notes will be effectively subordinated to our existing and future mortgages and other secured indebtedness (to the extent of the value of the collateral securing such indebtedness) and to all existing and future preferred equity and liabilities, whether secured or unsecured, of our subsidiaries, including guarantees provided by our subsidiaries under our credit facilities. As of June 30, 2010, we had outstanding $658.8 million of secured indebtedness and $622.4 million of senior unsecured indebtedness (exclusive of trade payables, distributions payable, accrued expenses and committed letters of credit). The entire balance of $658.8 million of secured indebtedness we had outstanding as of June 30, 2010 was attributable to indebtedness of our subsidiaries, excluding trade payables and accrued expenses.

Except as described under Covenants and Merger, Consolidation or Sale, the indenture governing the notes does not prohibit us or any of our subsidiaries from incurring additional indebtedness or issuing preferred equity in the future, nor does the indenture afford holders of the notes protection in the event of (1) a recapitalization transaction or other highly leveraged or similar transaction, (2) a change of control of us or (3) a merger, consolidation, reorganization, restructuring or transfer or lease of substantially all of our assets or similar transaction that may adversely affect the holders of the notes. We may, in the future, enter into certain transactions such as the sale of all or substantially all of our assets or a merger or consolidation that may increase the amount of our indebtedness or substantially change our assets, which may have an adverse effect on our ability to service our indebtedness, including the notes. See Risk Factors Risks Related to the Offering The effective subordination of the notes may limit our ability to satisfy our obligations under the notes.

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Additional Notes

The notes will initially be limited to an aggregate principal amount of $250.0 million. We may, without the consent of holders of the notes, increase the principal amount of the notes by issuing additional notes in the future on the same terms and conditions, except for any difference in the issue price and interest accrued prior to the issue date of the additional notes, and with the same CUSIP number as the notes offered hereby so long as such additional notes are fungible for U.S. federal income tax purposes with the notes offered hereby. The notes offered by this offering memorandum and any additional notes would rank equally and ratably in right of payment and would be treated as a single series of debt securities for all purposes under the indenture.

Interest

Interest on the notes will accrue at the rate of 6.125% per year and will be payable semi-annually in arrears on April 15 and October 15 of each year. The interest so payable will be paid to each holder in whose name a note is registered at the close of business on the April 1 or October 1 (whether or not a business day) immediately preceding the applicable interest payment date. Interest on the notes will be computed on the basis of a 360-day year consisting of twelve 30-day months.

If we redeem the notes in accordance with the terms of such note, we will pay accrued and unpaid interest and premium, if any, to the holder that surrenders such note for redemption. However, if a redemption falls after a record date and on or prior to the corresponding interest payment date, we will pay the full amount of accrued and unpaid interest and premium, if any, due on such interest payment date to the holder of record at the close of business on the corresponding record date.

Maturity

The notes will mature on April 15, 2020 and will be paid against presentation and surrender thereof at the corporate trust office of the trustee unless earlier redeemed by us at our option as described under Our Redemption Rights below. The notes will not be entitled to the benefits of, or be subject to, any sinking fund.

Our Redemption Rights

We may redeem the notes at our option and in our sole discretion, at any time in whole or from time to time in part, at a redemption price equal to the greater of:

- 100% of the principal amount of the notes being redeemed; or

- as determined by the Quotation Agent (as defined below), the sum of the present values of the remaining scheduled payments of principal and interest thereon (not including any portion of such payments of interest accrued as of the redemption date) discounted to the redemption date on a semi-annual basis (assuming a 360-day year consisting of twelve 30-day months) at the Adjusted Treasury Rate (as defined below) plus 40 basis points (0.40%),

plus, in each case, accrued and unpaid interest thereon to the redemption date.

Notwithstanding the foregoing, if the notes are redeemed on or after 90 days prior to the maturity date, the redemption price will be equal to 100% of the principal amount of the notes being redeemed.

As used herein:

Adjusted Treasury Rate means, with respect to any redemption date, the rate per year equal to the semi-annual equivalent yield to maturity of the Comparable Treasury Issue, assuming a price for the Comparable Treasury Issue (expressed as a percentage of its principal amount) equal to the Comparable Treasury Price for such redemption date.

Comparable Treasury Issue means the United States Treasury security selected by the Quotation Agent as having a maturity comparable to the remaining term of the notes to be redeemed that would be utilized, at the time of selection and in accordance with customary financial practice, in pricing new issues of corporate debt securities of comparable maturity to the remaining term of such notes.

Comparable Treasury Price means, with respect to any redemption date, (1) the average of the Reference Treasury Dealer Quotations for such redemption date, after excluding the highest and lowest of such Reference Treasury Dealer Quotations, or (2) if the trustee obtains fewer than four such Reference Treasury Dealer Quotations, the average of all such Quotations.

Quotation Agent means the Reference Treasury Dealer appointed by us.

Reference Treasury Dealer means (1) a Primary Treasury Dealer (as defined below) selected by Wells Fargo Securities, LLC, Credit Suisse Securities (USA) LLC and Deutsche Bank Securities Inc. and their respective successors; *provided*, *however*, that if any of the Reference Treasury Dealers ceases to be a primary U.S. Government securities dealer (Primary Treasury Dealer), we will substitute therefor another Primary Treasury Dealer; and (2) any one other Primary Treasury Dealers selected by us.

Reference Treasury Dealer Quotations means, with respect to each Reference Treasury Dealer and any redemption date, the average, as determined by us, of the bid and asked prices for the Comparable Treasury Issue (expressed in each case as a percentage of its principal amount) quoted in writing to the trustee by such Reference Treasury Dealer at 5:00 p.m., New York City time, on the third business day preceding such redemption date.

Notice of any redemption will be mailed at least 30 days but not more than 60 days before the redemption date to each holder of the notes to be redeemed. Unless we default in payment of the redemption price, on and after the redemption date, interest will cease to accrue on the notes or portions thereof called for redemption.

If we decide to redeem the notes in part, the trustee will select the notes to be redeemed (in principal amounts of $1,000 and integral multiples of $1,000 in excess thereof) on a pro rata basis or such other method it deems fair and appropriate or is required by the depository for the notes.

In the event of any redemption of notes in part, we will not be required to:

- issue or register the transfer or exchange of any note during a period beginning at the opening of business 15 days before any selection of notes for redemption and ending at the close of business on the earliest date on which the relevant notice of redemption is deemed to have been given to all holders of the notes to be so redeemed; or

- register the transfer or exchange of any note so selected for redemption, in whole or in part, except the unredeemed portion of any note being redeemed in part.

If the paying agent holds funds sufficient to pay the redemption price of the notes on the redemption date, then on and after such date:

- such notes will cease to be outstanding;

- interest on such notes will cease to accrue; and

- all rights of holders of such notes will terminate except the right to receive the redemption price.

Such will be the case whether or not book-entry transfer of the notes in book-entry form is made and whether or not notes in certificated form, together with the necessary endorsements, are delivered to the paying agent.

We will not redeem the notes on any date if the principal amount of the notes has been accelerated, and such an acceleration has not been rescinded or cured on or prior to such date.

Covenants

Limitations on Incurrence of Debt.

Limitation on Total Outstanding Debt. The notes will provide that we will not, and will not permit any subsidiary to, incur any Debt, other than Intercompany Debt and guarantees of Debt incurred by us or our subsidiaries in compliance with the indenture governing the notes, if, immediately after giving effect to the incurrence of such Debt and the application of the proceeds thereof, the aggregate principal amount of all of our and our subsidiaries outstanding Debt on a consolidated basis determined in accordance with generally accepted accounting principles is greater than 60% of the sum of (without duplication) (1) Total Assets as of the end of the calendar quarter covered in our Annual Report on Form 10-K or Quarterly Report on Form 10-Q, as the case may be, most recently filed with the SEC (or, if such filing is not permitted under the Exchange Act, with the trustee) prior to the incurrence of such additional Debt and (2) the purchase price of any real estate assets or mortgages receivable acquired, and the amount of any securities offering proceeds received (to the extent such proceeds were not used to acquire real estate assets or mortgages receivable or used to reduce Debt), by us or any subsidiary since the end of such calendar quarter, including those proceeds obtained in connection with the incurrence of such additional Debt.

Secured Debt. In addition to the foregoing limitation on the incurrence of Debt, the notes will provide that we will not, and will not permit any subsidiary to, incur any Debt, other than Intercompany Debt and guarantees of Debt incurred by us or our subsidiaries in compliance with the indenture governing the notes, secured by any mortgage, lien, charge, pledge, encumbrance or security interest of any kind upon any of our or any of our subsidiaries property if, immediately after giving effect to the incurrence of such Debt and the application of the proceeds thereof, the aggregate principal amount of all of our and our subsidiaries outstanding Debt on a consolidated basis which is secured by any mortgage, lien, charge, pledge, encumbrance or security interest on our or our subsidiaries property is greater than 40% of the sum of (without duplication) (1) Total Assets as of the end of the calendar quarter covered in our Annual Report on Form 10-K or Quarterly Report on Form 10-Q, as the case may be, most recently filed with the SEC (or, if such filing is not permitted under the Exchange Act, with the trustee) prior to the incurrence of such additional Debt and (2) the purchase price of any real estate assets or mortgages receivable acquired, and the amount of any securities offering proceeds received (to the extent such proceeds were not used to acquire real estate assets or mortgages receivable or used to reduce Debt), by us or any of our subsidiaries since the end of such calendar quarter, including those proceeds obtained in connection with the incurrence of such additional Debt; *provided that* for purposes of this limitation, the amount of obligations under capital leases shown as a liability on our consolidated balance sheet shall be deducted from Debt and from Total Assets.

Ratio of Consolidated Income Available for Debt Service to the Annual Debt Service Charge. Furthermore, the notes also will provide that we will not, and will not permit any of our subsidiaries to, incur any Debt, other than Intercompany Debt and guarantees of Debt incurred by us or our subsidiaries in compliance with the indenture governing the notes, if the ratio of Consolidated Income Available for Debt Service to the Annual Debt Service Charge for the four consecutive fiscal quarters most recently ended prior to the date on which such additional Debt is to be incurred shall have been less than 1.5 to 1.0, on an unaudited pro forma basis after giving effect thereto and to the application of the proceeds therefrom, and calculated on the assumption that: (1) such Debt and any other Debt incurred by us and our subsidiaries since the first day of such four-quarter period and the application of the proceeds therefrom, including to refinance other Debt, had occurred at the beginning of such period; (2) the repayment or retirement of any other Debt by us and our subsidiaries since the first day of such four-quarter period had been repaid or retired at the beginning of such period (except that, in making such computation, the amount of Debt under any revolving credit facility shall be computed based upon the average daily balance of such Debt during such period); (3) in the case of Acquired Debt or Debt incurred in connection with any acquisition since the first day of such four-quarter period, the related acquisition had occurred as of the first day of such period, with the appropriate adjustments with respect to such acquisition being include