



ANNUAL REPORT

2018



QUALITY | INNOVATION | INTEGRITY | COMMUNITY





No city stands still. Spaces change, and priorities do, too. Communities emerge and, with them, new traditions, new possibilities.

Greater Philadelphia, PA, Austin, TX, and Washington, D.C., are currently in the midst of extraordinary transformations that are people-centric, civic-minded, and sustainable. It is our privilege at Brandywine to stand at the heart of this work—to be engaged in the conversations and planning that are shaping our shared future.



In the Greater Philadelphia area, we are the largest landlord of trophy-class office space and the dominant suburban landlord.

With 5.2 million square feet in our existing regional portfolio, we have an active pipeline of 6.9 million additional square feet—much of that located within the 14-acre Schuylkill Yards, where Phase I construction of Drexel Square Park and the renovation of the historic Bulletin Building are already underway.



Ultimately, Schuylkill Yards is a multi-year, \$3.5 billion development that will encompass a mix of entrepreneurial space, educational facilities, research laboratories, corporate offices, residential and retail spaces, hospitality venues, and open public spaces. Of the 14 acres, we are devoting over 6 acres to create vibrant public gathering spaces. Redwood trees will provide shade. Food trucks, artists, and musicians will populate new pedestrian corridors. New office space will incubate innovative business enterprises, and new retail will diversify the University City landscape.



Top to bottom: Cira Green at Cira Centre South, Philadelphia, PA; rendering of 405 Colorado, Austin, TX; Building 3 at Four Points Centre, Austin, TX

Adjacent to 30th Street Station, which is one of the busiest transportation hubs in the nation, serving nearly 440,000 full- and part-time area students and thousands of area businesses, and located within a tax-friendly opportunity zone, Schuylkill Yards is, in the words of Bruce Katz, a Brookings Institution scholar interviewed by The New York Times, “an unparalleled opportunity, and very distinct from other innovation hubs.”

A similar excitement fuels our work in Austin, TX, where we are also the leading office landlord with a large development capacity. We plan to grow our Austin portfolio to one quarter of our company’s revenues. There, we are breaking ground on 405 Colorado, a tech-centric downtown high-rise, and are continuing the master planning of the mixed-use Garza Ranch, and Broadmoor Austin, a mixed-use,

66-acre, transit-oriented community located in the heart of Austin’s amenity-rich “second downtown.”

With Broadmoor anchored by over one million square feet of office space, we envision a master-planned community growing to 6 million square feet containing a mix of office, multi-family residences, retail and hotel space. The project also anticipates a station stop on Austin’s only rail line connecting the second downtown to the first in less than 30 minutes.

Left to Right: Garza Ranch, Austin, TX; Drexel Square (under construction) at Schuylkill Yards, Philadelphia, PA; 500 N. Gulph Rd, King of Prussia, PA; 4040 Wilson (under construction), Arlington, VA; rendering of proposed development at Broadmoor, Austin, TX





Taken together, our mixed-use master development projects in Philadelphia and Austin will fuel enough growth to almost double our company's size.

In metro Washington D.C., one of the most envied investment markets in the world, we have a strong regional portfolio in Northern Virginia and suburban Maryland.

In 2018, we optimized value in that portfolio by entering into a joint venture with the Rockpoint Group on eight properties totaling 1.3 million square feet of office space.

Today, our work in this area is tightly focused on a series of value creating development projects, including 4040 Wilson Blvd. in Arlington, VA, which is now under construction, 25 M Street in D.C.'s fast-growing Ball Park District, and a mixed-use site in D.C.'s connected NOMA neighborhood.

The future we're building rests on a foundation of sound operating principles and fiscal responsibility. In 2018, we maintained our focus on growing net-effective rents, achieving a 7% increase in this key category. We continued to lower our leasing capital cost to less than 11% of rents and retained 73% of our expiring tenants. We also met our near-term EBITDA target of 6.0x as of year-end. We have minimal debt maturities until 2020, and the average cost of our debt is less than 4.0%. We increased the dividend for the second consecutive year to our shareholders by 5.6%, or \$0.04/share annually.





Starting from top: Trees being planted at Schuylkill Yards, Philadelphia, PA; Metroplex Two office interior and ground level exterior renderings, Plymouth Meeting, PA; rendering of the Bulletin Building and Drexel Square at Schuylkill Yards, Philadelphia, PA; new collaborative Bex space at 8260 Greensboro Drive, Tysons, VA; renovated space at 500 N. Gulph Rd, King of Prussia, PA

Throughout it all, we created value and prefunded our development pipeline, all while deleveraging our balance sheet.

Sustainability remained top-of-mind throughout the year, as we continued to identify strategies to conserve energy and reduce electric load, earning recognition for our energy reduction through the Energy Star Program. Through our Brandywine Environments initiative, we further engaged our tenants with sustainability communications and programs, established a Sustainability Green Team to oversee key programs, achieved an 80% portfolio-wide recycling diversion goal, and undertook a number of programs targeted at utilizing LEED-compliant and sustainable cleaning equipment, paper, soaps, and chemicals. Today, 87% of our buildings are Energy Star labeled and we have developed three buildings totaling 500,000 square feet to a LEED standard.



The future we're building is profoundly strengthened by the alliances that we form within the communities where we build. Throughout 2018, we both created and extended valued relationships with regional businesspeople, educators, commuters, students, dreamers, and doers.

In Austin, we're leading a team of prominent companies and business leaders in the quest to build a new metro station near the Broadmoor campus. In Washington, D.C., we are dedicated sponsors of a local association's internship program that exposes more young, motivated people to the building engineering trade. And in Philadelphia, we're forging a number of bridges to our community through a Neighborhood Engagement Initiative that creates partnership opportunities to engage, employ, and strengthen West Philadelphia.

By concentrating on three primary markets, we are investing thoughtfully in the people and spaces that define the communities in which we build. By operating with fiscal discipline, we are achieving outstanding results. I am grateful for the conversations we are having, the communities that are rising, the patterns that are shifting, and the shared vision that is rapidly becoming a new and vital reality.

With all best wishes,

Gerard H. Sweeney
President and Chief Executive Officer
March 28, 2019



SENIOR OFFICERS

Gerard H. Sweeney*

President and Chief Executive Officer

Thomas E. Wirth*

Executive Vice President and
Chief Financial Officer

H. Jeffrey DeVuono*

Executive Vice President and
Senior Managing Director
Pennsylvania Region

William D. Redd*

Executive Vice President and
Senior Managing Director
*Austin and Metro D.C.
Regions*

George D. Johnstone*

Executive Vice President,
Operations

George S. Hasenecz

Senior Vice President,
Investments

Jennifer Matthews Rice*

Senior Vice President,
General Counsel and Secretary

** Executive Officer per
Securities and Exchange
Commission rules*

OTHER KEY EXECUTIVES

AnnaMay Abbott

Vice President
Human Resources,
Diversity & Inclusion

Ralph Bistline

Senior Vice President,
Leasing and Business
Development
Austin Region

Paul J. Commito

Senior Vice President,
Development

John Norjen

Senior Vice President and
Managing Director
Metro D.C. Region

Janet Davis

Senior Vice President,
Leasing and Business
Development
Metro D.C. Region

Laura Krebs Miller

Vice President, Marketing,
Client Satisfaction and Brand
Management

Daniel Palazzo*

Vice President,
Chief Accounting Officer
and Treasurer

Joseph F. Ritchie

Vice President,
Development

Stephen P. Rush

Vice President,
Leasing
Philadelphia CBD Region

H. Leon Shadowen, Jr.

Vice President, Development
Austin Region

Regina Sitler

Vice President,
Portfolio Management

Suzanne Stumpf

Vice President,
Asset Management
Metro D.C. & Austin Regions

Kathleen P. Sweeney-Pogwist

Senior Vice President,
Leasing
Suburban Pennsylvania Region

Donald F. Weekly

Vice President, Leasing and
Development
Austin Region

Jeffrey R. Weinstein

Vice President,
Construction

Anthony V. Ziccardi

Vice President, Construction
and Development

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K

(Mark One)

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

For the fiscal year ended December 31, 2018

OR

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

For the transition period from _____ to _____

Commission file number

001-9106 (Brandywine Realty Trust)
000-24407 (Brandywine Operating Partnership, L.P.)

Brandywine Realty Trust
Brandywine Operating Partnership, L.P.

(Exact name of registrant as specified in its charter)

MARYLAND (Brandywine Realty Trust)
DELAWARE (Brandywine Operating Partnership L.P.)
(State or other jurisdiction of incorporation or organization)

23-2413352
23-2862640
(I.R.S. Employer Identification No.)

2929 Walnut Street
Suite 1700
Philadelphia, Pennsylvania
(Address of principal executive offices)

19104
(Zip Code)

Registrant's telephone number, including area code (610) 325-5600
Securities registered pursuant to Section 12(b) of the Act:

Title of each class
Common Shares of Beneficial Interest,
par value \$0.01 per share
(Brandywine Realty Trust)

Name of each exchange on which registered
New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act:
Units of General Partnership Interest (Brandywine Operating Partnership, L.P.)
(Title of class)

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Brandywine Realty Trust Yes No
Brandywine Operating Partnership, L.P. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.

Brandywine Realty Trust Yes No
Brandywine Operating Partnership, L.P. Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Brandywine Realty Trust Yes No
Brandywine Operating Partnership, L.P. Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files).

Brandywine Realty Trust Yes No
Brandywine Operating Partnership, L.P. Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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

Brandywine Realty Trust:
Large accelerated filer Accelerated filer
Non-accelerated filer Smaller reporting company
Emerging growth company

If an emerging growth company, indicate by check mark whether the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of Exchange Act.

Brandywine Operating Partnership, L.P.:
Large accelerated filer Accelerated filer
Non-accelerated filer Smaller reporting company
Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Brandywine Realty Trust Yes No
Brandywine Operating Partnership, L.P. Yes No

As of June 30, 2018, the aggregate market value of the Common Shares of Beneficial Interest held by non-affiliates of Brandywine Realty Trust was \$2,970,155,345 based upon the last reported sale price of \$16.88 per share on the New York Stock Exchange on June 30, 2018. An aggregate of 175,813,097 Common Shares of Beneficial Interest was outstanding as of February 15, 2019.

As of June 30, 2018 the aggregate market value of the 1,479,799 common units of limited partnership ("Units") held by non-affiliates of Brandywine Operating Partnership, L.P. was \$24,979,007 based upon the last reported sale price of \$16.88 per share on the New York Stock Exchange on June 30, 2018 of the Common Shares of Beneficial Interest of Brandywine Realty Trust, the sole general partner of Brandywine Operating Partnership, L.P. (For this computation, the Registrant has excluded the market value of all Units beneficially owned by Brandywine Realty Trust.)

Documents Incorporated By Reference

Portions of the proxy statement for the 2019 Annual Meeting of Shareholders of Brandywine Realty Trust are incorporated by reference into Part III of this Form 10-K.

EXPLANATORY NOTE

This report combines the annual reports on Form 10-K for the year ended December 31, 2018 of Brandywine Realty Trust (the “Parent Company”) and Brandywine Operating Partnership, L.P. (the “Operating Partnership”). The Parent Company is a Maryland real estate investment trust, or REIT, that owns its assets and conducts its operations through the Operating Partnership, a Delaware limited partnership, and subsidiaries of the Operating Partnership. The Parent Company, the Operating Partnership and their consolidated subsidiaries are collectively referred to in this report as the “Company.” In addition, terms such as “we”, “us”, or “our” used in this report may refer to the Company, the Parent Company, or the Operating Partnership.

The Parent Company is the sole general partner of the Operating Partnership and as of December 31, 2018, owned a 99.4% interest in the Operating Partnership. The remaining 0.6% interest consists of common units of limited partnership interest issued by the Operating Partnership to third parties in exchange for contributions of properties to the Operating Partnership. As the sole general partner of the Operating Partnership, the Parent Company has full and complete authority over the Operating Partnership’s day-to-day operations and management.

As general partner with control of the Operating Partnership, the Parent Company consolidates the Operating Partnership for financial reporting purposes, and the Parent Company does not have significant assets other than its investment in the Operating Partnership. Therefore, the assets and liabilities of the Parent Company and the Operating Partnership are the same in their respective financial statements. The separate discussions of the Parent Company and the Operating Partnership in this report should be read in conjunction with each other to understand the results of the Company’s operations on a consolidated basis and how management operates the Company.

Management operates the Parent Company and the Operating Partnership as one enterprise. The management of the Parent Company consists of the same members as the management of the Operating Partnership. These members are officers of both the Parent Company and of the Operating Partnership.

The Company believes that combining the annual reports on Form 10-K of the Parent Company and the Operating Partnership into a single report will result in the following benefits:

- facilitate a better understanding by the investors of the Parent Company and the Operating Partnership by enabling them to view the business as a whole in the same manner as management views and operates the business;
- remove duplicative disclosures and provide a more straightforward presentation in light of the fact that a substantial portion of the disclosure applies to both the Parent Company and the Operating Partnership; and
- create time and cost efficiencies through the preparation of one combined report instead of two separate reports.

There are few differences between the Parent Company and the Operating Partnership, which are reflected in the footnote disclosures in this report. The Company believes it is important to understand the differences between the Parent Company and the Operating Partnership in the context of how these entities operate as an interrelated consolidated company. The Parent Company is a REIT, whose only material asset is its ownership of the partnership interests of the Operating Partnership. As a result, the Parent Company does not conduct business itself, other than acting as the sole general partner of the Operating Partnership, issuing public equity from time to time and guaranteeing the debt obligations of the Operating Partnership. The Operating Partnership holds substantially all the assets of the Company and directly or indirectly holds the ownership interests in the Company’s real estate ventures. The Operating Partnership conducts the operations of the Company’s business and is structured as a partnership with no publicly traded equity. Except for net proceeds from equity issuances by the Parent Company, which are contributed to the Operating Partnership in exchange for partnership units, the Operating Partnership generates the capital required by the Company’s business through the Operating Partnership’s operations, by the Operating Partnership’s direct or indirect incurrence of indebtedness or through the issuance of partnership units of the Operating Partnership or equity interests in subsidiaries of the Operating Partnership.

The equity and noncontrolling interests in the Parent Company and the Operating Partnership’s equity are the main areas of difference between the consolidated financial statements of the Parent Company and the Operating Partnership. The common units of limited partnership interest in the Operating Partnership are accounted for as partners’ equity in the Operating Partnership’s financial statements while the common units of limited partnership interests held by parties other than the Parent Company are presented as noncontrolling interests in the Parent Company’s financial statements. The differences between the Parent Company and the Operating Partnership’s equity relate to the differences in the equity issued at the Parent Company and Operating Partnership levels.

To help investors understand the significant differences between the Parent Company and the Operating Partnership, this report presents the following as separate notes or sections for each of the Parent Company and the Operating Partnership:

- Consolidated Financial Statements;
- Parent Company’s and Operating Partnership’s Equity

This report also includes separate Item 9A. (Controls and Procedures) disclosures and separate Exhibit 31 and 32 certifications for each of the Parent Company and the Operating Partnership in order to establish that the Chief Executive Officer and the Chief Financial Officer of each entity have made the requisite certifications and that the Parent Company and Operating Partnership are compliant with Rule 13a-15 or Rule 15d-15 of the Securities Exchange Act of 1934, as amended, and 18 U.S.C. § 1350.

In order to highlight the differences between the Parent Company and the Operating Partnership, the separate sections in this report for the Parent Company and the Operating Partnership specifically refer to the Parent Company and the Operating Partnership. In the sections that combine disclosures of the Parent Company and the Operating Partnership, this report refers to such disclosures as those of the Company. Although the Operating Partnership is generally the entity that directly or indirectly enters into contracts and real estate ventures and holds assets and debt, reference to the Company is appropriate because the business is one enterprise and the Parent Company operates the business through the Operating Partnership.

TABLE OF CONTENTS

	<u>Page</u>
PART I	
Item 1. Business	8
Item 1A. Risk Factors	19
Item 1B. Unresolved Staff Comments	32
Item 2. Properties	33
Item 3. Legal Proceedings.....	41
Item 4. Mine Safety Disclosures	42
PART II	
Item 5. Market for Registrant’s Common Equity, Related Shareholder Matters and Issuer Purchases of Equity Securities	42
Item 6. Selected Financial Data	44
Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations	45
Item 7A. Quantitative and Qualitative Disclosures About Market Risk	69
Item 8. Financial Statements and Supplementary Data	70
Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure	70
Item 9A. Controls and Procedures	70
Item 9B. Other Information	71
PART III	
Item 10. Directors, Executive Officers and Corporate Governance	72
Item 11. Executive Compensation	72
Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Shareholder Matters	72
Item 13. Certain Relationships and Related Transactions, and Director Independence	72
Item 14. Principal Accountant Fees and Services.....	72
PART IV	
Item 15. Exhibits and Financial Statement Schedules	72
Item 16. Form 10-K Summary	79
SIGNATURES.....	80

Exhibit 3.2.19

Exhibit 10.2

Exhibit 21

Exhibit 23.1

Exhibit 23.2

Exhibit 31.1

Exhibit 31.2

Exhibit 31.3

Exhibit 31.4

Exhibit 32.1

Exhibit 32.2

Exhibit 32.3

Exhibit 32.4

Exhibit 99.1

EX-101.INS XBRL INSTANCE DOCUMENT

EX-101.SCH XBRL TAXONOMY EXTENSION SCHEMA

EX-101.CAL XBRL TAXONOMY EXTENSION CALCULATION LINKBASE

EX-101.LAB XBRL TAXONOMY EXTENSION LABEL LINKBASE

EX-101.PRE XBRL TAXONOMY EXTENSION PRESENTATION LINKBASE

EX-101.DEF XBRL TAXONOMY EXTENSION DEFINITION LINKBASE

Filing Format

This combined Form 10-K is being filed separately by Brandywine Realty Trust (the “Parent Company”) and Brandywine Operating Partnership, L.P. (the “Operating Partnership”).

Forward-Looking Statements

The Private Securities Litigation Reform Act of 1995 provides a “safe harbor” for forward-looking statements. This report and other materials filed by us with the Securities and Exchange Commission (the “SEC”) (as well as information included in oral or other written statements made by us) contain statements that are forward-looking, including statements relating to business and real estate development activities, acquisitions, dispositions, future capital expenditures, financing sources, governmental regulation (including environmental regulation) and competition. We intend such forward-looking statements to be covered by the safe-harbor provisions of the 1995 Act. The words “anticipate,” “believe,” “estimate,” “expect,” “intend,” “will,” “should” and similar expressions, as they relate to us, are intended to identify forward-looking statements. Although we believe that the expectations reflected in such forward-looking statements are based on reasonable assumptions, we can give no assurance that our expectations will be achieved. These forward-looking statements are inherently uncertain, and actual results may differ from expectations. Our actual future results and trends may differ materially from expectations depending on a variety of factors discussed in our filings with the Securities and Exchange Commission (the “SEC”). These factors include without limitation:

- The continuing impact of modest global economic growth, which is having and may continue to have a negative effect on, among other things, the following:
 - the fundamentals of our business, including overall market occupancy, demand for office space and rental rates;
 - the financial condition of our tenants, many of which are financial, legal and other professional firms, our lenders, counterparties to our derivative financial instruments and institutions that hold our cash balances and short-term investments, which may expose us to increased risks of default by these parties;
 - the availability of financing on attractive terms or at all, which may adversely impact our future interest expense and our ability to pursue acquisition and development opportunities and refinance existing debt; and
 - real estate asset valuations, a decline in which may limit our ability to dispose of assets at attractive prices or obtain or maintain debt financing secured by our properties or on an unsecured basis.
- changes in local real estate conditions (including changes in rental rates and the number of properties that compete with our properties);
- our failure to lease unoccupied space in accordance with our projections;
- our failure to re-lease occupied space upon expiration of leases;
- tenant defaults and the bankruptcy of major tenants;
- increases in interest rates;
- failure of interest rate hedging contracts to perform as expected and the effectiveness of such arrangements;
- failure of acquisitions, developments and other investments, including projects undertaken through joint ventures, to perform as expected;
- unanticipated costs associated with the purchase, integration and operation of our acquisitions;
- unanticipated costs to complete, lease-up and operate our developments and redevelopments;
- unanticipated costs associated with land development, including building moratoriums and inability to obtain necessary zoning, land-use, building, occupancy and other required governmental approvals, construction cost increases or overruns and construction delays;
- impairment charges;
- increased costs for, or lack of availability of, adequate insurance, including for terrorist acts or environmental liabilities;
- actual or threatened terrorist attacks;
- cybersecurity attacks;
- the impact on workplace and tenant space demands driven by technology, employee culture and commuting patterns;
- demand for tenant services beyond those traditionally provided by landlords;
- liability and clean-up costs incurred under environmental or other laws;
- risks associated with our investments in real estate ventures and unconsolidated entities, including our lack of sole decision-making authority and our reliance on our venture partners’ financial condition;
- inability of real estate venture partners to fund venture obligations or perform under our real estate venture development agreements;
- failure to manage our growth effectively into new product types within our portfolio and real estate venture arrangements;

- failure of dispositions to close in a timely manner;
- the impact of earthquakes and other natural disasters;
- the impact of climate change and compliance costs relating to laws and regulations governing climate change;
- risks associated with federal, state and local tax audits;
- complex regulations relating to our status as a real estate investment trust, or REIT, and the adverse consequences of our failure to qualify as a REIT; and
- changes in accounting principles, or their application or interpretation, and our ability to make estimates and the assumptions underlying the estimates, which could have an effect on our earnings.

Given these uncertainties, and the other risks identified in the “*Risk Factors*” section and elsewhere in this report, we caution readers not to place undue reliance on forward-looking statements. We assume no obligation to update or supplement forward-looking statements that become untrue because of subsequent events.

PART I

Item 1. Business

Introduction

We are a self-administered and self-managed REIT that provides leasing, property management, development, redevelopment, acquisition and other tenant-related services for a portfolio of office, residential, retail and mixed-use properties. As of December 31, 2018, we owned 97 properties that contained an aggregate of approximately 16.8 million net rentable square feet (collectively, the “Properties”). Our core portfolio of operating properties, as of December 31, 2018, excludes one development property and three redevelopment properties under construction or committed for construction (collectively, the “Core Properties”). The Properties were comprised of the following as of December 31, 2018:

	<u>Number of Properties</u>	<u>Rentable Square Feet</u>	<u>Percentage Occupied</u>	<u>Percentage Leased</u>
Office properties.....	88	15,609,156		
Mixed-use properties.....	4	646,741		
Retail property.....	1	17,884		
Core Properties.....	93	16,273,781	93.3%	95.3%
Development property.....	1	164,818		
Redevelopment properties.....	3	338,650		
The Properties.....	<u>97</u>	<u>16,777,249</u>		

In addition to the Properties, as of December 31, 2018, we owned land held for development, comprised of 237.4 acres of undeveloped land, of which 37.9 acres were held for sale, 1.8 acres related to leasehold interests in two land parcels each acquired through prepaid 99-year ground leases, and held options to purchase approximately 55.5 additional acres of undeveloped land. As of December 31, 2018, the total potential development that these land parcels could support, under current zoning and entitlements, including the parcels under option, amounted to an estimated 14.3 million square feet, of which 0.4 million square feet relates to 37.9 acres held for sale. As of December 31, 2018, we also owned economic interests in ten unconsolidated real estate ventures (collectively, the “Real Estate Ventures”) (see Note 4, “*Investment in Unconsolidated Real Estate Ventures*,” to our Consolidated Financial Statements for further information). The Properties and the properties owned by the Real Estate Ventures are located in or near Philadelphia, Pennsylvania; Metropolitan Washington, D.C.; Southern New Jersey; Wilmington, Delaware; and Austin, Texas.

We conduct our third-party real estate management services business primarily through wholly-owned management company subsidiaries. As of December 31, 2018, the management company subsidiaries were managing properties containing an aggregate of approximately 24.8 million net rentable square feet, of which approximately 16.8 million net rentable square feet related to Properties that we own and consolidate and approximately 8.0 million net rentable square feet related to properties owned by third parties and the Real Estate Ventures.

During the twelve months ended December 31, 2018, we owned and managed properties within five markets: (1) Philadelphia Central Business District (“Philadelphia CBD”), (2) Pennsylvania Suburbs, (3) Austin, Texas (4) Metropolitan Washington, D.C., and (5) Other. The Philadelphia CBD segment includes properties located in the City of Philadelphia in Pennsylvania. The Pennsylvania Suburbs segment includes properties in Chester, Delaware and Montgomery counties in the Philadelphia suburbs. The Austin, Texas segment includes properties in the City of Austin, Texas. The Metropolitan Washington, D.C. segment includes properties in Northern Virginia, Washington, D.C. and southern Maryland. The Other segment includes properties in Camden County in New Jersey and properties in New Castle County in Delaware. In addition to the five markets, our corporate group is responsible for cash and investment management, development of certain real estate properties during the construction period, and certain other general support functions.

Unless otherwise indicated, all references in this Form 10-K to “square feet” represent the net rentable area. We do not have any foreign operations and our business is not seasonal. Our operations are not dependent on a single tenant or a few tenants and no single tenant accounted for more than 10% of our total 2018 revenue.

Organization

The Parent Company was organized and commenced its operations in 1986 as a Maryland REIT. The Parent Company owns its assets and conducts its operations through the Operating Partnership and subsidiaries of the Operating Partnership. The Operating Partnership was formed in 1996 as a Delaware limited partnership. The Parent Company controls the Operating Partnership as its sole general partner. As of December 31, 2018, the Parent Company owned a 99.4% interest in the Operating Partnership. The remaining 0.6% interest in the Operating Partnership consists of common units of limited partnership interest issued to the holders in exchange for contributions of properties to the Operating Partnership. Our structure as an “UPREIT” is designed, in part, to permit persons contributing properties to us to defer some or all of the tax liability they might otherwise incur in a sale of properties. Our executive offices are located at 2929 Walnut Street, Suite 1700, Philadelphia, PA 19104 and our telephone number is (610) 325-5600. We have offices in Philadelphia, Pennsylvania; Radnor, Pennsylvania; McLean, Virginia; Washington, D.C.; Camden, New Jersey; Richmond,

Virginia; and Austin, Texas. We have an internet website at www.brandywinerealty.com. We are not incorporating by reference into this report any material from our website. The reference to our website is an inactive textual reference to the uniform resource locator (URL) and is for your reference only.

2018 Transactions

Real Estate Acquisitions

On December 19, 2018, we acquired an office property containing 120,559 rentable square feet located at 4516 Seton Center Parkway in Austin, Texas, known as Quarry Lake II, for a gross purchase price of \$39.5 million. We capitalized \$0.1 million of acquisition-related costs and funded the acquisition with a borrowing of \$39.0 million from our unsecured credit facility.

On December 11, 2018, we acquired from DRA Advisors (“DRA”), its 50% ownership interest in the G&I Austin Office LLC real estate venture (the “DRA Austin Venture”) for an aggregate purchase price of \$535.1 million. The DRA Austin Venture owned twelve office properties (the “Austin Venture Portfolio”), containing an aggregate 1,570,123 square feet, located in Austin, Texas. As a result of our acquisition, we acquired complete ownership of the Austin Venture Portfolio. The aggregate purchase price includes the carrying amount of our investment in DRA Austin Venture of \$14.6 million. At settlement, we assumed \$115.5 million of mortgage debt and received a credit at settlement of \$130.7 million for a note receivable provided to the DRA Austin Venture on November 1, 2018. This note receivable was used to repay one of DRA Austin Venture’s mortgage loans prior to the December 11, 2018 acquisition date. We also obtained working capital of \$24.9 million. Subsequent to receiving cash proceeds of \$28.3 million for our promoted interest in the DRA Austin Venture and recognizing a remeasurement gain of \$103.8 million, reflected in the caption “Net gain on real estate venture transactions” in our consolidated statements of operations, we funded the acquisition with an aggregate cash payment of \$117.3 million. Additionally, the assumed mortgage debt of \$115.5 million was repaid at settlement. Both cash payments were effected through borrowings under our unsecured credit facility. We recognized a \$28.3 million gain on our promoted interest in the DRA Austin Venture, reflected in the caption “Gain on promoted interest in unconsolidated real estate venture” in our consolidated statements of operations. The gain on promoted interest was based off of the returns earned over the duration of the DRA Austin Venture and the returns were determined based on operating results and real estate valuation of the venture.

We previously accounted for our 50% non-controlling interest in the DRA Austin Venture under the equity method of accounting. As a result of our acquisition of DRA’s 50% ownership interest in the DRA Austin Venture, we obtained control of DRA Austin Venture and our existing investment balance was remeasured based on the fair value of the underlying properties acquired and the existing distribution provisions under the relevant partnership agreement, including our entitlement to a distribution on account of our promoted interest.

On June 29, 2018, we acquired, through a 99-year ground lease, the leasehold interest in a one-acre land parcel, located at 3025 JFK Boulevard, in Philadelphia, Pennsylvania. We prepaid \$15.0 million of ground lease rent and capitalized \$0.3 million of costs related to entering the lease. Additionally, the ground lease required us to pay \$5.6 million for a leasehold valuation credit, which can be applied to increase the density of the projects subject to the Schuylkill Yards Project master development agreement.

On March 22, 2018, we acquired, through a 99-year ground lease, the leasehold interest in a one-acre land parcel, located at 3001-3003 JFK Boulevard, in Philadelphia, Pennsylvania. We prepaid \$24.6 million of ground lease rent and capitalized \$0.3 million of costs related to entering the lease.

3025 JFK Boulevard and 3001-3003 JFK Boulevard are located within the Schuylkill Yards Project site in the University City submarket of Philadelphia, Pennsylvania. See “*Developments – Other Development Activities*” section below for additional information.

On January 5, 2018, we acquired, from our then partner in each of the Four Tower Bridge real estate venture and the Seven Tower Bridge real estate venture, the partner’s 35% ownership interest in the Four Tower Bridge real estate venture in exchange for our 20% ownership interest in the Seven Tower Bridge real estate venture. As a result of this non-monetary exchange, we acquired 100% of the Four Tower Bridge real estate venture, which owns an office property containing 86,021 square feet, in Conshohocken, Pennsylvania, encumbered with \$9.7 million in debt. Our acquisition of the 35% ownership interest in Four Tower Bridge resulted in the consolidation of the property. As such, we capitalized \$0.1 million of acquisition related costs and allocated the acquisition value, consisting of the fair value of \$23.6 million and the acquisition related costs, to tangible and intangible assets.

Real Estate Dispositions

We sold the following properties during the twelve-month period ended December 31, 2018 (dollars in thousands):

Disposition Date	Property/Portfolio Name	Location	Type	Number of Properties	Rentable Square Feet	Sales Price	Net Proceeds on Sale	Gain/(Loss) on Sale (a)	Occupancy % at Date of Sale
December 21, 2018	Subaru National Training Center	Camden, NJ	Mixed-use	1	83,000	\$ 45,300	\$ 44,877	\$ 2,570 (b)	100.0%
December 20, 2018	Rockpoint Portfolio	Herndon, VA	Office	8	1,293,197	312,000	262,442	397 (c)	85.6%
June 21, 2018.....	20 East Clementon Road	Gibbsboro, NJ	Office	1	38,260	2,000	1,850	(35)	93.7%
Total Dispositions				<u>10</u>	<u>1,414,457</u>	<u>\$359,300</u>	<u>\$309,169</u>	<u>\$ 2,932</u>	

- (a) Gain/(Loss) on Sale is net of closing and other transaction related costs.
- (b) During the second quarter of 2018, Subaru exercised its purchase option under the lease agreement for the 83,000 square foot build-to-suit service center (the “Subaru NSTC Development”) and the sale closed during the fourth quarter of 2018. See Note 2, “*Summary of Significant Accounting Policies*,” to our Consolidated Financial Statements for further discussion of the lease agreement and related revenue recognition.
- (c) On December 20, 2018, we contributed a portfolio of eight properties containing an aggregate of 1,293,197 square feet, located in our Metropolitan Washington, D.C. segment (the “Rockpoint Portfolio”) to a newly-formed joint venture (the “Herndon Innovation Center Metro Portfolio Venture, LLC”) for a gross sales price of \$312.0 million. We and our partner own 15% and 85% interests in the Herndon Innovation Center Metro Portfolio Venture, LLC, respectively. The Herndon Innovation Center Metro Portfolio Venture, LLC funded the acquisition with \$265.2 million of cash, which was distributed to us at closing. After funding our share of closing costs and working capital contributions of \$2.2 million and \$0.6 million, respectively, we received \$262.4 million of cash proceeds at settlement. We recorded an impairment charge of \$56.9 million for the Rockpoint Portfolio during the third quarter of 2018. We recorded a \$0.4 million gain on sale, which represents an adjustment to estimated closing costs used to determine the impairment charge in the third quarter of 2018. For further information related to this transaction, see the “*Herndon Innovation Center Metro Portfolio Venture, LLC*” section in Note 4, “*Investment in Unconsolidated Real Estate Ventures*,” to our Consolidated Financial Statements.

We sold the following land parcels during the twelve-month period ended December 31, 2018 (dollars in thousands):

Disposition Date	Property/Portfolio Name	Location	Number of Parcels	Acres	Sales Price	Net Proceeds on Sale	Gain on Sale
March 16, 2018.....	Garza Ranch - Office	Austin, TX	1	6.6	\$ 14,571	\$ 14,509	\$ 1,515 (a)
January 10, 2018.....	Westpark Land	Durham, NC	1	13.1	485	412	22
Total Dispositions			<u>2</u>	<u>19.7</u>	<u>\$ 15,056</u>	<u>\$ 14,921</u>	<u>\$ 1,537</u>

- (a) As of March 31, 2018, we had not transferred control to the buyer of this land parcel, or two other parcels at this site which were sold during 2017, because of a completion guarantee which required us, as developer, to complete certain infrastructure improvements on behalf of the buyers of the land parcels. The cash received at settlement was recorded as “Deferred income, gains and rent” on our consolidated balance sheets. During the three months ended June 30, 2018, the infrastructure improvements were substantially completed, at which time we transferred control of the land parcels. As a result, we then recognized the sales of the three land parcels during 2018 and recorded an aggregate \$2.8 million gain. During the quarter ended December 31, 2018, we recognized an additional \$0.2 million gain. See Note 2, “*Summary of Significant Accounting Policies*,” to our Consolidated Financial Statements for further discussion of the infrastructure improvements and related revenue recognition.

The sales of property and land referenced above do not represent a strategic shift that has a major effect on our operations and financial results. As a result, the operating results of these properties remain classified within continuing operations for all periods presented.

Held for Use Impairment

As of December 31, 2018, we evaluated the recoverability of the carrying value of certain properties that triggered an assessment under the undiscounted cash flow model. Based on our evaluation, we determined we would not recover the carrying value of one property located in our Other segment, 1900 Gallows Road, located in Vienna, Virginia, due to a reduction in the intended hold period. Accordingly, we recorded an impairment charge of \$14.8 million at December 31, 2018, reflected in the results for the twelve-month period ended December 31, 2018, which reduced the carrying value of the property from \$52.8 million to its estimated fair value of \$37.9 million. We measured this impairment based on a discounted cash flow analysis, using a hold period of ten years and a residual capitalization rate and discount rate of 7.5% and 9.5%, respectively. The result was comparable to indicative pricing in the market.

Held for Sale

The following is a summary of properties classified as held for sale but which did not meet the criteria to be classified within discontinued operations at December 31, 2018 (in thousands):

	Held for Sale Properties		
	December 31, 2018		
	Pennsylvania Suburbs - Land (a)	Other - Land (a)	Total
ASSETS HELD FOR SALE			
Real estate investments:			
Land inventory	\$ 4,254	\$ 7,345	\$ 11,599
Total real estate investments	4,254	7,345	11,599
Total assets held for sale, net.....	<u>\$ 4,254</u>	<u>\$ 7,345</u>	<u>\$ 11,599</u>

(a) As of December 31, 2018, we determined that the sales of one land parcel in our Pennsylvania Suburbs segment and two parcels of land in our Other segment were probable and classified these properties as held for sale in accordance with applicable accounting standards for long-lived assets. At such date, the fair value less the anticipated costs of sale of the properties exceeded the carrying values. As a result, there is no impairment. The fair value measurement will be based on the pricing in the purchase and sale agreements.

The disposals of properties referenced above do not represent a strategic shift that has a major effect on our operations and financial results. As a result, the operating results of the properties remain classified within continuing operations for all periods presented.

Unsecured Debt Activity

On December 13, 2018, we amended and restated our \$250.0 million seven-year term loan maturing October 8, 2022. In connection with the terms of the amendment, the credit spread on the term loan decreased from LIBOR plus 1.80% to LIBOR plus 1.25%, reducing our effective interest rate by 0.55%. Through a series of interest rate swaps, the \$250.0 million outstanding balance of the term loan has a fixed interest rate of 2.87%.

On July 17, 2018, we amended and restated our unsecured revolving credit agreement (as amended and restated, the "2018 Credit Facility"). The amendment and restatement, among other things: (i) maintained the total commitment of the revolving line of credit of \$600.0 million; (ii) extended the maturity date from May 15, 2019 to July 15, 2022, with two six-month extensions at our election subject to specified conditions and subject to payment of an extension fee; (iii) reduced the interest rate margins applicable to Eurodollar loans; (iv) provided for an additional interest rate option based on a floating LIBOR rate; and (v) removed the covenant requiring us to maintain a minimum net worth. In connection with the amendments, we capitalized \$2.7 million in financing costs, which will be amortized through the July 15, 2022 maturity date.

Brandywine - AI Venture: Station Square Disposition

On December 28, 2018, the BDN – AI Venture, an unconsolidated real estate venture in which we hold a 50% interest, sold three properties containing an aggregate of 510,202 rentable square feet located in Silver Spring, Maryland (“Station Square”), for a gross sales price of \$107.0 million. At the time of sale, the properties were encumbered by a \$66.5 million first mortgage financing, which was repaid in full at closing, resulting in a debt prepayment penalty of \$0.7 million. Net of the first mortgage payoff and closing costs, BDN – AI Venture received cash proceeds of \$34.8 million. On account of our 50% interest in the BDN – AI Venture, we received net cash proceeds of \$17.4 million and recognized a \$1.5 million gain on the sale, reflected in the “Net gain on real estate venture transactions” caption in our consolidated statements of operations for the period ended December 31, 2018. Subsequent to the sale transaction, the BDN – AI Venture continued to own two properties containing an aggregate of 364,277 rentable square feet.

Brandywine - AI Venture: 3141 Fairview Park Drive Impairment

During the period ended December 31, 2018, the BDN – AI Venture recorded a \$20.8 million held for use impairment charge related to 3141 Fairview Park Drive and 3130 Fairview Park Drive (the “Fairview Properties”). As of December 31, 2018, after the \$20.8 million impairment charge, the carrying value of the properties was \$50.4 million. Our share of this impairment charge was \$10.4 million and is reflected in the “Equity in loss of Real Estate Ventures” caption in our consolidated statements of operations for the period ended December 31, 2018. Subsequent to recording this impairment charge, we had a net basis of \$15.8 million in the venture. See Note 4, “Investment in Unconsolidated Real Estate Ventures,” to the Consolidated Financial Statements for further information regarding this disposition.

Brandywine - AI Venture: Other Than Temporary Impairment

As of December 31, 2018, we evaluated the recoverability of our investment basis in BDN – AI Venture utilizing a discounted cash flow model. Based on our evaluation of the fair value of our investment in the two properties that remained owned by the BDN – AI Venture subsequent to the disposition of Station Square, we determined that a persistent weak demand for office space and intense competition for tenants had reduced our share of the fair value of the remaining properties to be less than our investment basis in BDN – AI Venture. As a result, we concluded that the decline in value was other than temporary. Subsequent to recording a \$4.1 million impairment charge, we had a net basis of \$11.7 million in the venture.

MAP Venture

On August 1, 2018, MAP Venture, an unconsolidated real estate venture in which we hold a 50% ownership interest, refinanced its \$180.8 million third party debt financing, secured by the buildings of MAP Venture and maturing February 9, 2019, with \$185.0 million third party debt financing, also secured by the buildings of the venture, bearing interest at LIBOR + 2.45% capped at a total maximum interest of 6.00% and maturing on August 1, 2023.

Brandywine 1919 Ventures

On June 26, 2018, we and our partner, LCOR/Calstrs, each provided a \$44.4 million mortgage loan to Brandywine 1919 Ventures, an unconsolidated real estate venture in which we and LCOR/Calstrs each hold a 50% ownership interest. As a result, we recorded a related-party note receivable of \$44.4 million in the “Other assets” caption on our consolidated balance sheets. The loan bears interest at a fixed 4.0% rate with a scheduled maturity on June 25, 2023. Brandywine 1919 Ventures used the loan proceeds to fund the \$88.8 million repayment of its construction loan, which included \$88.6 million in outstanding principal and \$0.2 million of interest, on June 26, 2018.

evo at Cira Centre South Venture

On January 10, 2018, evo at Cira, a real estate venture in which we held a 50% interest, sold its sole asset, a 345-unit student housing tower, at a gross sales value of \$197.5 million. The student housing tower, located in Philadelphia, Pennsylvania, was encumbered by a secured loan with a principal balance of \$110.9 million at the time of sale, which was repaid in full from the sale proceeds. Our share of net cash proceeds from the sale, after debt repayment and closing costs, was \$43.0 million. As our investment basis was \$17.3 million, we recorded a gain of \$25.7 million.

Developments/Redevelopments

As of December 31, 2018, we owned approximately 237.4 acres of undeveloped land, of which 37.9 acres were held for sale, 1.8 acres related to leasehold interests in two land parcels, each acquired through prepaid 99-year ground leases, and held options to purchase approximately 55.5 additional acres of undeveloped land.

As of December 31, 2018, we had four projects under development/redevelopment comprised of three office projects and one mixed-use project, which aggregate approximately 0.5 million rentable square feet, and a public park related to the Schuylkill Yards Project. We estimate the total remaining investment to complete these projects is approximately \$56.4 million. As of December 31, 2018, we

had invested approximately \$89.1 million in these projects. For a detailed list of the properties under development/redevelopment see Item 2., “*Properties.*”

4040 Wilson Venture

4040 Wilson, a 50/50 real estate venture between Ashton Park and us, is developing a 427,500 square foot mixed-use building, representing the final phase of the eight building, mixed-use, Liberty Center complex located in the Ballston submarket of Arlington, Virginia. The project is being constructed on a 1.3 acre land parcel contributed by Ashton Park to 4040 Wilson at an agreed upon value of \$36.0 million. During the fourth quarter of 2017, 4040 Wilson achieved pre-leasing levels that enabled the venture to obtain a secured construction loan with a total borrowing capacity of \$150.0 million for the remainder of the project costs. The total estimated project costs are \$224.8 million, which we expect will be financed through approximately \$74.8 million of partner capital contributions and \$150.0 million in proceeds from the secured construction loan. As of December 31, 2018, \$57.3 million had been advanced under the construction loan, and the venture had commenced construction of the mixed-use building. If construction costs were to exceed estimates, our equity method investment in 4040 Wilson could become other than temporarily impaired. As of December 31, 2018, we utilized a third-party valuation analysis to support our conclusion that 4040 Wilson is not other than temporarily impaired.

Other Development Activities

Schuylkill Yards Project

On May 9, 2016, we entered into a master development agreement (the “Development Agreement”) with Drexel University, a Pennsylvania non-profit corporation, and an affiliate of Drexel University, (collectively “Drexel”), that provides for our rights and obligations, as master developer, of a multi-phase, multi-component development on approximately 10.0 acres of land owned by Drexel and adjacent to Drexel’s main campus in the University City section of Philadelphia, Pennsylvania (the “Development Site”). Adjacent to the Development Site are an additional four acres controlled by Brandywine and Drexel which, when combined with the Development Site, comprise the 14-acre Schuylkill Yards Project master planned area. We refer to the overall development, including the Development Site, as the “Schuylkill Yards Project.”

The Development Site is contemplated to be developed in six phases over an approximately 20-year period, excluding extension options, and is anticipated to consist of an aggregate of approximately 5.1 million of floor area ratio, or FAR, of office, residential, advanced manufacturing, research facilities and academic facilities, as well as accessory green spaces.

Prior to commencement of construction of the initial facility, we will oversee master planning, including obtaining required government and third party approvals and completing confirmatory real estate due diligence. As of December 31, 2018 we have entered into a 99-year ground lease with Drexel for the portion of the Development Site where the initial facility will be constructed. We will enter into similar ground leases with Drexel in connection with our construction of additional facilities under subsequent phases at the Development Site.

We contemplate that the initial phase of new construction at the Development Site will consist of a mixed-use facility containing approximately 500,000 square feet including traditional office, retail and residential space. As of the date of this Form 10-K, we have not finalized the scope of the development or entered into any construction contracts.

On June 29, 2018, we acquired, through a 99-year ground lease, the leasehold interest in a one-acre land parcel, located at 3025 JFK Boulevard, in Philadelphia, Pennsylvania. We prepaid \$15.0 million of ground lease rent and capitalized \$0.3 million of costs related to entering the lease. Additionally, the ground lease required us to pay \$5.6 million for a leasehold valuation credit, which can be applied to increase the density of the projects subject to the Schuylkill Yards Project master development agreement. Of this deposit, \$2.4 million must be applied to the development of 3001-3003 and 3025 JFK Boulevard. If we do not construct a minimum of 1.2 million square feet of (“FAR”) on these land parcels, the credit will not be realized. The remaining credit of \$3.2 million can be used for development in excess of 1.2 million FAR at 3001-3003 and 3025 JFK Boulevard or toward future ground lease takedowns at the Schuylkill Yards Development Site. The deposit is reimbursed if the master development agreement is terminated by the landowner.

On March 22, 2018, we acquired, through a 99-year ground lease, the leasehold interest in a one-acre land parcel, located at 3001-3003 JFK Boulevard, in Philadelphia, Pennsylvania. We prepaid \$24.6 million of ground lease rent and, in accordance with ASC 840, capitalized \$0.3 million of costs related to entering the lease.

For information regarding the 2017 acquisitions within the scope of the Schuylkill Yards project, see Item 1., “*Business – 2017 Transactions,*” in our Annual Report on Form 10-K for the fiscal year ended December 31, 2017.

Actual timing and scope of subsequent phases of development will depend on timing and scope of previous phases, third party approvals, preleasing and other design and development-related determinations. Overall, approximately 52% of the FAR is designated office, including lab and academic space, and the balance would consist of residential, retail, hospitality and parking.

We intend to fund the costs to develop each development phase of the Schuylkill Yards Project through a combination of cash on hand, capital raised through one or more real estate venture formations, and proceeds from the sale of other assets or debt financing, including project-specific mortgage financing. As of the date of this report, we have not entered into agreements with third parties for real estate venture participation in the project.

The Development Agreement provides for rights, responsibilities and restrictions relating to all phases of the project, including, but not limited to, design and construction; leasing of space; involvement of third party participants; extension and termination rights; and protocols for reaching agreement on subjects customary for long-term collaborative development projects.

Business Objective and Strategies for Growth

Our business objective is to deploy capital effectively to maximize our return on investment and thereby maximize our total return to shareholders. To accomplish this objective we seek to:

- concentrate on urban town centers and central business districts in selected regions, and be the best of class owner and developer in those markets with a full-service office in each of those markets providing property management, leasing, development, construction and legal expertise;
- maximize cash flow through leasing strategies designed to capture rental growth as rental rates increase and as leases are renewed;
- attain high tenant retention rates by providing a full array of property management, maintenance services and tenant service amenity programs responsive to the varying needs of our diverse tenant base;
- continue to cultivate long-term leasing relationships with a diverse base of high-quality and financially stable tenants;
- form joint ventures with high-quality partners having attractive real estate holdings or significant financial resources;
- utilize our reputation as a full-service real estate development and management organization to identify acquisition and development opportunities that will expand our business and create long-term value;
- increase the economic diversification of our tenant base while maximizing economies of scale; and
- selectively dispose of properties that do not support our long-term business objectives and growth strategies.

We also consider the following to be important objectives:

- to develop and opportunistically acquire high-quality office properties at attractive yields in markets that we expect will experience economic growth and where we can achieve operating efficiencies;
- to monetize or deploy our land inventory for development of high-quality office properties, or rezone from office/industrial to residential, retail and hotel to align with market and demand shifts as appropriate;
- to control development sites, including sites under option to acquire, that could support approximately 14.3 million square feet of new office, retail and residential development within our core markets;
- to capitalize on our redevelopment expertise to selectively develop, redevelop and reposition properties in desirable locations that other organizations may not have the resources to pursue;
- to own and develop high quality office and mixed-use real estate meeting the demands of today's tenants who require sophisticated telecommunications and related infrastructure, support services, sustainable features and amenities, and to manage those facilities so as to continue to be the landlord of choice for both existing and prospective tenants;
- to strategically grow our portfolio through the development and acquisition of new product types that support our strategy of transient-oriented and amenity based mixed-use properties located in the central business district of Philadelphia, Pennsylvania; Pennsylvania Suburbs; Austin, Texas; and Washington, D.C.; and
- to secure third-party development contracts, which can be a significant source of revenue and enable us to utilize and grow our existing development and construction management resources.

We expect to concentrate our real estate activities in markets where we believe that:

- current and projected market rents and absorption statistics justify construction activity;
- we can maximize market penetration by accumulating a critical mass of properties and thereby enhance operating efficiencies;
- barriers to entry (such as zoning restrictions, utility availability, infrastructure limitations, development moratoriums and limited developable land) will create supply constraints on available space; and
- there is potential for economic growth, particularly job growth and industry diversification.

Operating Strategy

We currently expect to continue to operate in markets where we have a concentration advantage due to economies of scale. We believe that where possible, it is best to operate with a strong base of properties in order to benefit from the personnel allocation and the market strength associated with managing multiple properties in the same market. We also intend to selectively dispose of properties and redeploy capital if we determine a property cannot meet our long term earnings growth expectations. We believe that recycling capital is an important aspect of maintaining the overall quality of our portfolio.

Our broader strategy remains focused on continuing to grow earnings, enhance liquidity and strengthen our balance sheet through capital retention, debt reduction, targeted sales activity and management of our existing and prospective liabilities.

In the long term, we believe that we are well positioned in our current markets and have the expertise to take advantage of both development and acquisition opportunities, as warranted by market and economic conditions, in new markets that have healthy long-term fundamentals and strong growth projections. This capability, combined with what we believe is a conservative financial structure, should allow us to achieve disciplined growth. These abilities are integral to our strategy of having a diverse portfolio of assets, which will meet the needs of our tenants.

We use experienced on-site construction superintendents, operating under the supervision of project managers and senior management, to control the construction process and mitigate the various risks associated with real estate development.

In order to fund developments, redevelopments and acquisitions, as well as refurbish and improve existing properties, we primarily use proceeds from property dispositions and excess cash from operations after satisfying our dividend and other financing requirements. The availability of funds for new investments and maintenance of existing properties largely depends on capital markets and liquidity factors over which we can exert little control.

Policies With Respect To Certain Activities

The following is a discussion of our investment, financing and other policies. These policies have been determined by our Board of Trustees and our Board of Trustees may revise these policies without a vote of shareholders.

Investments in Real Estate or Interests in Real Estate

Our investment objectives are to provide quarterly cash dividends to our shareholders and to achieve long-term capital appreciation through increases in the value of operating assets.

We expect to continue our investment objectives primarily through the development, purchase or our current ownership in lease income-producing properties for long-term investment, expand and improve the properties presently owned or other properties purchased, or sell such properties, in whole or in part, as circumstances warrant. Although there is no limitation on the types of development activities that we may undertake, we expect that our development activities will meet current market demand and will generally be on a build-to-suit basis for particular tenants where a significant portion of the building is pre-leased before construction begins. We continue to participate with other entities in property ownership through existing joint ventures or other types of co-ownership. Our equity investments may be subject to existing or future mortgage financing and other indebtedness that will have priority over our equity investments.

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

Subject to the ownership limitations and gross income tests necessary for REIT qualification, we may invest in securities of other entities, including other REITs or real estate companies. We may enter into joint ventures or other arrangements for the purpose of obtaining an economic interest in a particular property.

Investments in Real Estate Mortgages, Mezzanine Loans and Other Debt Instruments

While our current portfolio consists of, and our business objectives emphasize, common equity investments in commercial real estate, we may, at the discretion of management or our Board of Trustees, invest in other types of equity real estate investments, mortgages, mezzanine loans and other real estate interests. We do not presently intend to invest to a significant extent in mortgages, mezzanine loans or unsecured loans, but may invest in mortgages, mezzanine loans, unsecured loans or preferred equity. From time to time, we provide seller financing to buyers of our properties. We do this when the buyer requires additional funds for the purchase and provision of seller financing will be beneficial to us and the buyer compared to a mortgage loan from a third party lender. Similarly, from time to time, we provide financing to our unconsolidated real estate ventures when the venture requires additional funds and the financing will be beneficial to us and the venture.

Dispositions

Our disposition of properties is based upon management's periodic review of our portfolio and the determination by management or our Board of Trustees that a disposition would be in our best interest. We intend to use selective dispositions to reduce our ownership in non-core markets and fund our capital and refinancing needs.

Financing Policies

A primary objective of our financing policy has been to manage our financial position to allow us to raise capital from a variety of sources at competitive rates. Our mortgages, credit facilities and unsecured debt securities contain restrictions on our ability to incur indebtedness. Our charter documents do not limit the indebtedness that we may incur. Our financing strategy is to maintain a strong and flexible financial position by limiting our debt to a prudent level and minimizing our variable interest rate exposure. We intend to finance future growth and future maturing debt with the most advantageous source of capital that is available to us. These sources may include the sale of wholly owned properties or interests in real estate ventures, selling additional common or preferred equity and debt securities through public offerings or private placements, utilizing availability under our credit facilities or incurring additional indebtedness through secured or unsecured borrowings. To qualify as a REIT, we must distribute to our shareholders each year at least 90% of our net taxable income, excluding any net capital gain. This distribution requirement limits our ability to fund future capital needs, including for acquisitions and developments, from income from operations. Therefore, we expect to continue to rely on third party sources of capital to fund future capital needs.

Guarantees

As of December 31, 2018, our unconsolidated real estate ventures had aggregate indebtedness of \$370.3 million. These loans are generally mortgage or construction loans, most of which are non-recourse to us, except for customary carve-outs. As of December 31, 2018, the loans for which there is recourse to us consist of the following: (i) a \$0.3 million payment guarantee on a loan with a \$3.8 million outstanding principal balance, provided to PJP VII and (ii) up to a \$41.3 million payment guarantee on a \$150.0 million construction loan provided to 4040 Wilson. In addition, during construction undertaken by real estate ventures, including 4040 Wilson, we have provided and expect to continue to provide cost overrun and completion guarantees, with rights of contribution among partners or members in the real estate ventures, as well as customary environmental indemnities and guarantees of customary exceptions to nonrecourse provisions in loan agreements.

In connection with the agreements of sale related to the Garza Ranch (See “*Real Estate Acquisitions*” section above), we entered into a development agreement and related completion guarantee to construct certain infrastructure improvements to the land on behalf of each buyer. Total estimated costs related to the improvements were included in the sale price of each land parcel. During the year ended December 31, 2018, the infrastructure improvements were completed and we recognized the sales. See Note 2, “*Summary of Significant Accounting Policies*,” to our Consolidated Financial Statements for further discussion of the infrastructure improvements and related revenue recognition.

In addition, during construction undertaken by real estate ventures, we have provided and expect to continue to provide cost overrun and completion guarantees, with rights of contribution among partners in the real estate ventures, and once construction is complete, customary environmental indemnities and guarantees of customary exceptions to nonrecourse provisions in loan agreements. For additional information regarding these real estate ventures, see Note 4, “*Investments in Unconsolidated Real Estate Ventures*,” to our Consolidated Financial Statements for further information.

Working Capital Reserves

We maintain working capital reserves and access to borrowings in amounts that our management determines to be adequate to meet our normal contingencies.

Policies with Respect to Other Activities

We expect to issue additional common and preferred equity in the future and may authorize our Operating Partnership to issue additional common and preferred units of limited partnership interest, including to persons who contribute their interests in properties to us in exchange for such units. We have not engaged in trading, underwriting or agency distribution or sale of securities of unaffiliated issuers and we do not intend to do so. We intend to make investments consistent with our qualification as a REIT, unless because of circumstances or changes in the Internal Revenue Code of 1986, as amended (or the Treasury Regulations), our Board of Trustees determines that it is no longer in our best interests to qualify as a REIT. We may make loans to third parties, including to joint ventures in which we participate and to buyers of our real estate. We intend to make investments in such a way that we will not be treated as an investment company under the Investment Company Act of 1940.

Management Activities

We provide third-party real estate management services primarily through wholly-owned subsidiaries of the Operating Partnership (collectively, the “Management Companies”). As of December 31, 2018, the Management Companies were managing properties containing an aggregate of approximately 24.8 million net rentable square feet, of which approximately 16.8 million net rentable square feet related to properties owned by us and approximately 8.0 million net rentable square feet related to properties owned by third parties and unconsolidated Real Estate Ventures.

Geographic Segments

During the year ended December 31, 2018, we were managing our portfolio within five segments: (1) Philadelphia Central Business District (“Philadelphia CBD”), (2) Pennsylvania Suburbs, (3) Austin, Texas, (4) Metropolitan Washington, D.C., and (5) Other. The Philadelphia CBD segment includes properties located in the City of Philadelphia, Pennsylvania. The Pennsylvania Suburbs segment includes properties in Chester, Delaware, and Montgomery counties in the Philadelphia suburbs. The Austin, Texas segment includes properties in the City of Austin, Texas. The Metropolitan Washington, D.C. segment includes properties in the District of Columbia, Northern Virginia and southern Maryland. The Other segment includes properties located in Camden County in New Jersey and properties in New Castle County in Delaware. In addition to the five segments, the corporate group is responsible for cash and investment management, development of certain real estate properties during the construction period, and certain other general support functions. See Note 17, “*Segment Information*,” to our Consolidated Financial Statements for information on selected assets and results of operations of our reportable segments for the three years ended December 31, 2018, 2017 and 2016.

Competition

The real estate business is highly competitive. Our Properties compete for tenants with similar properties primarily on the basis of location, total occupancy costs (including base rent and operating expenses), services and amenities provided, and the design and condition of the improvements. We also face competition when attempting to acquire or develop real estate, including competition from domestic and foreign financial institutions, other REITs, life insurance companies, pension funds, partnerships and individual investors. Additionally, our ability to compete depends upon trends in the economies of our markets, investment alternatives, financial condition and operating results of current and prospective tenants, availability and cost of capital, construction and renovation costs, land availability, our ability to obtain necessary construction approvals, taxes, governmental regulations, legislation and population trends.

Sustainability

As one of the largest, publicly traded real estate companies in the United States, we seek to provide exceptional work environments for our tenants. Our current and recent developments and redevelopments reflect our commitment to energy efficient buildings with sustainable operating practices, as we seek to encourage the health and productivity of our tenants, while lowering operating costs and identifying revenue opportunities.

In recognition of our commitments, we have been recognized as an industry leader in sustainability. During 2018, we ranked eighth among U.S. office companies in the Global Real Estate Sustainability Benchmark (“GRESB”) assessment. 2018 was the fourth consecutive year that we have ranked in the top quartile of GRESB assessment participants, earning another “Green Star” recognition. We have been a past recipient of the Environment Protection Agency’s Energy Star Partner of the Year Award winner for sustained excellent for members that have demonstrated superior and sustained energy efficiency practices. We ended 2018 with 78% of our properties ENERGY STAR certified. In 2017, we ranked eighth among U.S. office companies in the GRESB assessment.

Insurance

We maintain commercial general liability and “all risk” property insurance on our Properties. We intend to obtain similar coverage for properties we acquire in the future. There are types of losses, generally of a catastrophic nature, such as losses from war, terrorism, environmental issues, floods, hurricanes and earthquakes that are subject to limitations in certain areas or which may be uninsurable risks. We exercise our discretion in determining amounts, coverage limits and deductibility provisions of insurance, with a view to maintaining appropriate insurance on our investments at a reasonable cost and on suitable terms. If we suffer a substantial loss, our insurance coverage may not be sufficient to pay the full current market value or current replacement cost of our lost investment. Inflation, changes in building codes and ordinances, environmental considerations and other factors also might make it impractical to use insurance proceeds to fully replace or restore property after it has been damaged or destroyed.

Employees

As of December 31, 2018, we had 329 full-time employees, including 11 union employees.

Government Regulations

Environmental Regulation

Many laws and governmental regulations relating to the environment apply to us and changes in these laws and regulations, or their interpretation by agencies and the courts, occur frequently and may adversely affect us.

Existing conditions at some of our Properties. Generally, independent environmental consultants have conducted Phase I or similar environmental site assessments on our Properties. We generally obtain these assessments prior to the acquisition of a property and may later update them as required for subsequent financing of the property or as requested by a tenant. Site assessments are generally performed to ASTM standards then existing for Phase I site assessments, and typically include a historical review, a public records

review, a visual inspection of the surveyed site, and the issuance of a written report. These assessments do not generally include any soil samplings or subsurface investigations. Depending on the age of the property, the Phase I may have included an assessment of asbestos-containing materials. For properties where asbestos-containing materials were identified or suspected, an operations and maintenance plan was generally prepared and implemented.

Historical operations at or near some of our Properties, including the operation of underground storage tanks, may have caused soil or groundwater contamination. We are not aware of any such condition, liability or concern by any other means that would give rise to material, uninsured environmental liability. However, the assessments may have failed to reveal all environmental conditions, liabilities or compliance concerns; there may be material environmental conditions, liabilities or compliance concerns that a review failed to detect or which arose at a property after the review was completed; future laws, ordinances or regulations may impose material additional environmental liability; and current environmental conditions at our Properties may be affected in the future by tenants, third parties or the condition of land or operations near our Properties, such as the presence of underground storage tanks. We cannot be certain that costs of future environmental compliance will not affect our ability to make distributions to our shareholders.

Use of hazardous materials by some of our tenants. Some of our tenants handle hazardous substances and waste on our Properties as part of their routine operations. Environmental laws and regulations may subject these tenants, and potentially us, to liability resulting from such activities. We generally require our tenants, in their leases, to comply with these environmental laws and regulations and to indemnify us for any related liabilities. We are not aware of any material noncompliance, liability or claim relating to hazardous or toxic substances or petroleum products in connection with any of our Properties, and we do not believe that on-going activities by our tenants will have a material adverse effect on our operations.

Costs related to government regulation and private litigation over environmental matters. Under environmental laws and regulations, we may be liable for the costs of removal, remediation or disposal of hazardous or toxic substances present or released on our Properties. These laws could impose liability without regard to whether we are responsible for, or knew of, the presence or release of the hazardous materials. Government investigations and remediation actions may entail substantial costs and the presence or release of hazardous substances on a property could result in governmental cleanup actions or personal injury or similar claims by private plaintiffs.

Potential environmental liabilities may exceed our environmental insurance coverage limits. We carry what we believe to be sufficient environmental insurance to cover potential liability for unknown soil and groundwater contamination, mold impact, and the presence of asbestos-containing materials at the affected sites identified in our environmental site assessments. Our insurance policies are subject to conditions, qualifications and limitations. Therefore, we cannot provide any assurance that our insurance coverage will be sufficient to cover all liabilities for losses.

Potential environmental liabilities may adversely impact our ability to use or sell assets. The presence of contamination or the failure to remediate contamination may impair our ability to sell or lease real estate or to borrow using the real estate as collateral.

Americans with Disabilities Act

Our properties must comply with Title III of the Americans with Disabilities Act of 1990 (the “ADA”) to the extent that such properties are “public accommodations” as defined by the ADA. The ADA may require removal of structural barriers to permit 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 incur substantial capital expenditures to address the requirements of the ADA. However, noncompliance with the ADA could result in the 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 make alterations as appropriate in this respect.

Code of Conduct

We maintain a Code of Business Conduct and Ethics applicable to our Board of Trustees and all of our officers and employees, including our principal executive officer, principal financial officer, principal accounting officer, controller and persons performing similar functions. A copy of our Code of Business Conduct and Ethics is available on our website, www.brandywinerealty.com. In addition to being accessible through our website, copies of our Code of Business Conduct and Ethics can be obtained, free of charge, upon written request to Investor Relations, 2929 Walnut Street, Suite 1700, Philadelphia, PA 19104. Any amendments to or waivers of our Code of Business Conduct and Ethics that apply to our principal executive officer, principal financial officer, principal accounting officer, controller and persons performing similar functions and that relate to any matter enumerated in Item 406(b) of Regulation S-K promulgated by the SEC will be disclosed on our website.

Corporate Governance Principles and Board Committee Charters

Our Corporate Governance Principles and the charters of the Executive Committee, Audit Committee, Compensation Committee and Corporate Governance Committee of the Board of Trustees of Brandywine Realty Trust and additional information regarding our

corporate governance are available on our website, www.brandywinerealty.com. In addition to being accessible through our website, copies of our Corporate Governance Principles and charters of our Board Committees can be obtained, free of charge, upon written request to Investor Relations, Brandywine Realty Trust, 2929 Walnut Street, Suite 1700, Philadelphia, PA 19104.

Availability of SEC Reports

We file annual reports on Form 10-K, quarterly reports on Form 10-Q and current reports on Form 8-K and other information with the SEC. The SEC maintains an Internet web site that contains reports, proxy and information statements and other information regarding issuers, including us, that file electronically with the SEC. The address of that site is <http://www.sec.gov>. Our annual reports on Form 10-K, quarterly reports on Form 10-Q and current reports on Form 8-K and other information filed by us with the SEC are available, without charge, on our Internet web site, <http://www.brandywinerealty.com> as soon as reasonably practicable after they are filed electronically with the SEC. Copies are also available, free of charge, upon written request to Investor Relations, Brandywine Realty Trust, 2929 Walnut Street, Suite 1700, Philadelphia, PA 19104.

Item 1A. Risk Factors

You should carefully consider these risk factors, together with all of the other information included in this Annual Report on Form 10-K, including our consolidated financial statements and the related notes thereto, before you decide whether to make an investment in our securities. The risks set out below are not the only risks we face. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial also may materially and adversely affect our business, prospects, financial condition, cash flows, liquidity, funds from operations, results of operations, share price, ability to service our indebtedness, and/or ability to make cash distributions to our security holders (including those necessary to maintain our REIT qualification). In such case, the value of our common shares and the trading price of our securities could decline, and you may lose all or a significant part of your investment. Some statements in the following risk factors constitute forward looking statements. Please refer to the explanation of the qualifications and limitations on forward-looking statements under “Forward-Looking Statements” of this Form 10-K.

Adverse economic and geopolitical conditions could have a material adverse effect on our results of operations, financial condition and our ability to pay distributions to our shareholders.

Our business is affected by global, national and local economic conditions. Our portfolio consists primarily of office buildings (as compared to real estate companies with portfolios of multiple asset classes). Our financial performance and the value of our real estate assets, and consequently the value of our securities, are subject to the risk that if our properties do not generate revenues sufficient to meet our operating expenses, including debt service and capital expenditures, our cash flow, results of operations, financial condition and ability to make distributions to our security holders will be adversely affected. The following factors, among others, may materially and adversely affect the income generated by our properties and our performance generally:

- adverse changes in international, national or local economic and demographic conditions;
- increased vacancies or our inability to rent space on favorable terms, including market pressures to offer tenants rent abatements, increased tenant improvement packages, early termination rights, below market rental rates or below-market renewal options;
- significant job losses in the financial and professional services industries may occur, which may decrease demand for office space, causing market rental rates and property values to be negatively impacted;
- changes in space utilization by our tenants due to technology, economic conditions and business culture may decrease demand for office space, causing market rental rates and property values to be negatively impacted;
- deterioration in the financial condition of our tenants may result in tenant defaults under leases, including due to bankruptcy, and adversely impact our ability to collect rents from our tenants;
- competition from other office and mixed-use properties, and increased supply of such properties;
- increases in non-discretionary operating costs, including insurance expense, utilities, real estate taxes, state and local taxes, labor shortages and heightened security costs may not be offset by increased market rental rates;
- reduced values of our properties would limit our ability to dispose of assets at attractive prices, limit our access to debt financing secured by our properties and reduce the availability of unsecured loans;
- changes in interest rates, reduced availability of financing and reduced liquidity in the capital markets may adversely affect our ability or the ability of potential buyers of properties and tenants of properties to obtain financing on favorable terms, or at all;
- one or more lenders under our unsecured revolving credit facility could refuse or be unable to fund their financing commitment to us and we may not be able to replace the financing commitment of any such lenders on favorable terms, or at all; and
- civil disturbances, earthquakes and other natural disasters, or terrorist acts or acts of war may result in uninsured or underinsured losses.

Our performance is dependent upon the economic conditions of the markets in which our properties are located.

Our results of operations will be significantly influenced by the economies and other conditions of the real estate markets in which we operate, particularly in Philadelphia, Pennsylvania, the suburbs of Philadelphia, Pennsylvania, Austin, Texas, the District of Columbia, Northern Virginia and Southern Maryland. Any adverse changes in economic conditions in any of these economies or real estate markets could negatively affect cash available for distribution and debt service. Our financial performance and ability to make distributions to our shareholders and pay debt service is particularly sensitive to the economic conditions in these markets. The local economic climate, which may be adversely impacted by business layoffs or downsizing, industry slowdowns, changing demographics and other factors, and local real estate conditions, such as demand for office space, operating expenses and real estate taxes, may affect revenues and the value of properties, including properties to be acquired or developed.

We face risks associated with the development of mixed-use commercial properties.

We operate, are currently developing, and may in the future develop, properties either alone or through real estate ventures with other persons that are known as “mixed-use” developments. In addition to the development of office space, mixed-use projects may also include space for residential, retail, hotel or other commercial purposes. As a result, if a development project consists of a non-office or non-retail use, we may seek to develop that component ourselves, sell the rights to that component to a third-party developer with experience in that use, or we may seek to partner with such a developer. If we do not sell the rights or partner with such a developer, or if we choose to develop the other component ourselves, we would be exposed not only to those risks typically associated with the development of commercial real estate generally, but also to specific risks associated with the development and ownership of non-office and non-retail real estate. In addition, even if we sell the rights to develop certain components or elect to participate in the development through a real estate venture, we may be exposed to the risks associated with the failure of the other party to complete the development as expected. These include the risk that the other party would default on its obligations, necessitating that we complete the other component ourselves (including providing any necessary financing). In the case of residential properties, these risks also include competition for prospective residents from other operators whose properties may be perceived to offer a better location or better amenities or whose rent may be perceived as a better value given the quality, location and amenities that the resident seeks. Because we have limited experience with residential properties, we expect to retain third parties to manage our residential properties. In the case of hotel properties, the risks also include increases in inflation and utilities that may not be offset by increases in room rates. We are also dependent on business and commercial travelers and tourism. If we decide not to sell or participate in a real estate venture and instead hire a third party manager, we would be dependent on their key personnel to provide services on our behalf and we may not find a suitable replacement if the management agreement is terminated, or if key personnel leave or otherwise become unavailable to us.

We may suffer adverse consequences due to the financial difficulties, bankruptcy or insolvency of our tenants.

Periodically, our tenants experience financial difficulties, including bankruptcy, insolvency or a general downturn in their business, and these difficulties may have an adverse effect on our cash flow, results of operations, financial condition and ability to make distributions to our shareholders. We cannot assure you that any tenant that files for bankruptcy protection will continue to pay us rent. A bankruptcy filing by or relating to one of our tenants or a lease guarantor would bar efforts by us to collect pre-bankruptcy debts from that tenant or lease guarantor, or its property, unless we receive an order permitting us to do so from the bankruptcy court. In addition, we cannot evict a tenant solely because of bankruptcy. The bankruptcy of a tenant or lease guarantor could delay our efforts to collect past due balances under the relevant leases, and could ultimately preclude collection of these sums. If a lease is assumed by the tenant in bankruptcy, all pre-bankruptcy balances due under the lease must be paid to us in full. If, however, a lease is rejected by a tenant in bankruptcy, we would have only a general, unsecured claim for damages. Any such unsecured claim would only be paid to the extent that funds are available and only in the same percentage as is paid to all other holders of general, unsecured claims. Restrictions under the bankruptcy laws further limit the amount of any other claims that we can make if a lease is rejected. As a result, it is likely that we would recover substantially less than the full value of the remaining rent during the term. See Item 7., “Management’s Discussion and Analysis of Financial Condition and Results of Operations - Factors that May Influence Future Results of Operations - Tenant Credit Risk.”

An increase in interest rates would increase our interest costs on variable rate debt and could adversely impact our ability to refinance existing debt or sell assets on favorable terms or at all.

Rising interest rates could limit our ability to refinance existing debt when it matures or significantly increase our future interest expense. From time to time, we enter into interest rate swap agreements and other interest rate hedging contracts. While these agreements are intended to lessen the impact of rising interest rates on us, they also expose us to the risk that the other parties to the agreements will not perform, we could incur significant costs associated with the settlement or termination of the agreements, the agreements will be unenforceable and the underlying transactions will fail to qualify as highly-effective cash flow hedges under the applicable accounting guidance. In addition, an increase in interest rates could decrease the amounts third parties are willing or able to pay for our assets, thereby limiting our ability to recycle capital and change our portfolio promptly in response to changes in economic or other conditions.

Our degree of leverage could limit our ability to obtain additional financing or affect the market price of our equity shares or debt securities.

Our organizational documents do not contain any limitation on the amount of indebtedness we may incur. We are subject to risks associated with debt financing, such as the insufficiency of cash flow to meet required debt service payment obligations and the inability to refinance existing indebtedness. If our debt cannot be paid, refinanced or extended at maturity, we may not be able to make distributions to shareholders at expected levels or at all. Furthermore, an increase in our interest expense could adversely affect our cash flow and ability to make distributions to shareholders. If we do not meet our debt service obligations, any properties securing such indebtedness could be foreclosed on, which would have a material adverse effect on our cash flow and ability to make distributions and, depending on the number of properties foreclosed on, could threaten our continued viability. Our degree of leverage could also make us more vulnerable to a downturn in business or the economy in general.

The terms and covenants relating to our indebtedness could adversely impact our economic performance.

Our credit facilities, term loans and the indenture governing our unsecured public debt securities contain (and any new or amended facility and term loans will contain) restrictions, requirements and other limitations on our ability to incur indebtedness, including total debt to asset ratios, secured debt to total asset ratios, debt service coverage ratios and minimum ratios of unencumbered assets to unsecured debt which we must maintain. Our ability to borrow under our credit facilities is subject to compliance with such financial and other covenants. In the event that we fail to satisfy these covenants, we would be in default under the credit facilities, the term loans and the indenture and may be required to repay such debt with capital from other sources. Under such circumstances, other sources of capital may not be available to us, or may be available only at unattractive terms. In addition, the mortgages on our properties, including mortgages encumbering our Real Estate Ventures, contain customary covenants such as those that limit our ability, without the prior consent of the lender, to further mortgage the applicable property or to discontinue insurance coverage. If we breach covenants in our secured debt agreements, the lenders can declare a default and take possession of the property securing the defaulted loan.

A downgrading of our debt could subject us to higher borrowing costs.

In the event that our unsecured debt is downgraded by Moody's Investor Services or Standard & Poor's from the current ratings, we would likely incur higher borrowing costs and the market prices of our common shares and debt securities might decline.

We may experience increased operating costs, which might reduce our profitability.

Our properties are subject to increases in operating expenses such as for insurance, real estate taxes, cleaning, electricity, heating, ventilation and air conditioning, administrative costs and other costs associated with security, landscaping and repairs and maintenance of our properties. In general, our tenant leases allow us to pass through all or a portion of these costs to them. We cannot assure you, however, that tenants will actually bear the full burden of these increased costs, or that such increased costs will not lead them, or other prospective tenants, to seek office space elsewhere. If operating expenses increase, the availability of other comparable office space in our core geographic markets might limit our ability to increase rents; if operating expenses increase without a corresponding increase in revenues, our profitability could diminish and limit our ability to make distributions to shareholders.

Our investment in property development or redevelopment may be more costly or difficult to complete than we anticipate.

We intend to continue to develop properties where market conditions warrant such investment. Once made, these investments may not produce results in accordance with our expectations. Risks associated with our development and construction activities include:

- unavailability of favorable financing alternatives in the private and public debt markets;
- insufficient capital to pay development costs;
- limited experience in developing or redeveloping properties in certain of our geographic markets may lead us to incorrectly project development costs and returns on our investments;

- dependence on the financial, technology and professional services sector as part of our tenant base;
- construction costs exceeding original estimates due to rising interest rates, diminished availability of materials and labor, and increases in the costs of materials and labor;
- construction and lease-up delays resulting in increased debt service, fixed expenses and construction or renovation costs;
- expenditure of funds and devotion of management's time to projects that we do not complete;
- the unavailability or scarcity of utilities;
- occupancy rates and rents at newly completed properties may fluctuate depending on a number of factors, including market and economic conditions, resulting in lower than projected rental rates and a corresponding lower return on our investment;
- complications (including building moratoriums and anti-growth legislation) in obtaining necessary zoning, occupancy and other governmental permits; and
- increased use restrictions by local zoning or planning authorities limiting our ability to develop and impacting the size of developments.

See Item 7., "Management's Discussion and Analysis of Financial Condition and Results of Operations - Factors that May Influence Future Results of Operations - Development Risk."

Our development projects and third party property management business may subject us to certain liabilities.

We may hire and supervise third party contractors to provide construction, engineering and various other services for wholly owned development projects, development projects undertaken by real estate ventures in which we hold an equity interest and manage or properties we are managing on behalf of unaffiliated third parties. Certain of these contracts may be structured such that we are the principal rather than the agent. As a result, we may assume liabilities in the course of the project and be subjected to, or become liable for, claims for construction defects, negligent performance of work or other similar actions by third parties we have engaged. Adverse outcomes of disputes or litigation could negatively impact our business, results of operations and financial condition, particularly if we have not limited the extent of the damages to which we may be liable, or if our liabilities exceed the amounts of the insurance that we carry. Moreover, our tenants and third party customers may seek to hold us accountable for the actions of contractors because of our role even if we have technically disclaimed liability as a legal matter, in which case we may determine it necessary to participate in a financial settlement for purposes of preserving the tenant or customer relationship.

Acting as a principal may also mean that we pay a contractor before we have been reimbursed, which exposes us to additional risks of collection in the event of a bankruptcy or insolvency. Similarly, a contractor may file for bankruptcy or commit fraud before completing a project that we have funded in part or in full. As part of our project management business, we are responsible for managing various contractors required for a project, including general contractors, in order to ensure that the cost of a project does not exceed the contract amount and that the project is completed on time. In the event that one or more of the contractors involved does not, or cannot, perform as a result of bankruptcy or for another reason, we may be responsible for cost overruns, as well as the consequences of late delivery. In the event that we have not accurately estimated our own costs of providing services under guaranteed cost contracts, we may be exposed to losses on such contracts.

Our development projects may be dependent on strategic alliances with unaffiliated third parties.

We face challenges in managing our strategic alliances. As our development projects become more complex, the need for trust, collaboration, and equitable risk-sharing is essential to the success of these projects. The alliances we engage in are driven by the complementary skills and capabilities of our partners. Despite the diligence performed establishing these alliances, our objectives may not fully align with those of our partners throughout the development project or projects. Disagreements with one or more third parties with whom we partner in the development of one or more of the development components may restrict our ability to act exclusively in our own interests. In addition, failure of one or more third parties with whom we partner to fulfill obligations to us could result in delays and increased costs to us associated with finding a suitable replacement partner. Increased costs could require us to revise or abandon our activities entirely with respect to one or more components of the project and, in such event, we would not recover, and would be required to write-off, costs we had capitalized in development.

We face risks associated with property acquisitions.

We have acquired in the past and intend to continue to pursue the acquisition of properties, including large portfolios that would increase our size and potentially alter our capital structure. The success of such transactions is subject to a number of factors, including the risks that:

- we may not be able to obtain financing for such acquisitions on favorable terms;
- acquired properties may fail to perform as expected;
- even if we enter into an acquisition agreement for a property, we may be unable to complete that acquisition after making a non-refundable deposit and incurring certain other acquisition-related costs;
- the actual costs of repositioning, redeveloping or maintaining acquired properties may be higher than our estimates;

- the acquired properties may be located in new markets where we may have limited knowledge and understanding of the local economy, an absence of business relationships in the area or unfamiliarity with local governmental and permitting procedures; and
- we may not be able to efficiently integrate acquired properties, particularly portfolios of properties, into our organization and manage new properties in a way that allows us to realize anticipated cost savings and synergies.

Acquired properties may subject us to known and unknown liabilities.

Properties that we acquire may be subject to known and unknown liabilities for which we would have no recourse, or only limited recourse, to the former owners of such properties or otherwise. As a result, if a liability were asserted against us based upon ownership of acquired property, we might be required to pay significant sums to settle it, which could adversely affect our financial results and cash flow. Unknown liabilities relating to acquired properties could include:

- liabilities for clean-up of pre-existing disclosed or undisclosed environmental contamination;
- claims by tenants, vendors, municipalities or other persons arising on account of actions or omissions of the former owners or occupants of the properties; and
- liabilities incurred in the ordinary course of business.

We may incur impairment charges.

We evaluate on a quarterly basis our real estate portfolios for indicators of impairment. Impairment charges reflect management's judgment of the probability and severity of the decline in the value of real estate assets and investments we own. These charges and provisions may be required in the future as a result of factors beyond our control, including, among other things, changes in our expected holding periods, changes in the economic environment and market conditions affecting the value of real property assets or natural or man-made disasters. If we are required to take impairment charges, our results of operations could be adversely impacted.

We have agreed not to sell certain of our properties and to maintain indebtedness subject to guarantees.

We acquired in the past and in the future may acquire properties or portfolios of properties through tax deferred contribution transactions in exchange for partnership interests in our Operating Partnership. This acquisition structure has the effect, among other factors, of reducing the amount of tax depreciation we can deduct over the tax life of the acquired properties, and typically requires that we agree to protect the contributors' ability to defer recognition of taxable gain through restrictions on our ability to dispose of the acquired properties and/or the allocation of partnership debt to the contributors to maintain their tax bases. We have agreed not to sell some of our properties for varying periods of time, in transactions that would trigger taxable income to the former owners, and we may enter into similar arrangements as a part of future property acquisitions. These agreements generally provide that we may dispose of the subject properties only in transactions that qualify as tax-free exchanges under Section 1031 of the Internal Revenue Code or in other tax deferred transactions. Such transactions can be difficult to complete and can result in the property acquired in exchange for the disposed of property inheriting the tax attributes (including tax protection covenants) of the sold property. Violation of such tax protection agreements may impose significant costs on us. As a result, we are restricted with respect to decisions related to financing, encumbering, expanding or selling these properties. These restrictions on dispositions could limit our ability to sell an asset or pay down partnership debt during a specified time, or on terms, that would be favorable absent such restrictions.

We have also entered into agreements that provide prior owners of properties with the right to guarantee specific amounts of indebtedness and, in the event that the specific indebtedness that they guarantee is repaid or reduced, we would be required to provide substitute indebtedness for them to guarantee. These agreements may hinder actions that we may otherwise desire to take to repay or refinance guaranteed indebtedness because we would be required to make payments to the beneficiaries of such agreements if we violate these agreements.

We may be unable to renew leases or re-lease space as leases expire; certain leases may expire early.

If tenants do not renew their leases upon expiration, we may be unable to re-lease the space. Even if the tenants do renew their leases or if we can re-lease the space, the terms of renewal or re-leasing (including the cost of required renovations) may be less favorable than the current lease terms. Certain leases grant the tenants an early termination right upon payment of a termination penalty or if we fail to comply with certain material lease terms. Our inability to renew or release spaces and the early termination of certain leases could adversely affect our ability to make distributions to shareholders. See Item 7., "Management's Discussion and Analysis of Financial Condition and Results of Operations - Factors that May Influence Future Results of Operations - Tenant Rollover Risk."

Competition could limit our ability to lease residential rental properties or increase or maintain rents.

Through our recent development of the FMC Tower and our real estate venture at 1919 Market Street, our contributions from residential real estate have increased. These properties, which include luxury apartments and corporate suites located in Philadelphia, Pennsylvania, compete with other housing alternatives to attract residents, including rental apartments, condominiums and other single-family homes available for rent as well as new and existing condominiums and single-family homes for sale. Our competitors may offer a more desirable location or have leasing terms more favorable than those we can provide. In addition, our ability to

compete and generate favorable returns depends upon, among other factors, trends of the national and local economies, the financial condition and liquidity of current and prospective renters, availability and cost of capital, taxes and governmental regulations. Given the significant competition in the Philadelphia residential real estate market, we expect our competitors to seek to capitalize on opportunities to purchase undervalued properties in this market and convert them to productive uses. As the supply of rental properties continues to increase, the competition for tenants may intensify, which could adversely affect our operating results and cash flows.

We face significant competition from other real estate developers.

We compete with real estate developers, operators and institutions for tenants and acquisition and development opportunities. Some of these competitors may have significantly greater financial resources than we have. Such competition may reduce the number of suitable investment opportunities available to us, may interfere with our ability to attract and retain tenants and may increase vacancies, which could result in increased supply and lower market rental rates, reducing our bargaining leverage and adversely affect our ability to improve our operating leverage. In addition, some of our competitors may be willing (e.g., because their properties may have vacancy rates higher than those for our properties) to make space available at lower rental rates or with higher tenant concession percentages than available space in our properties. We cannot assure you that this competition will not adversely affect our cash flow and our ability to make distributions to shareholders.

Property ownership through real estate joint ventures may limit our ability to act exclusively in our interest.

We develop, acquire, and contribute properties in real estate ventures with other persons or entities when we believe circumstances warrant the use of such structures. As of December 31, 2018, we held ownership interests in ten unconsolidated real estate ventures for an aggregate investment balance of \$169.1 million. We could become engaged in a dispute with one or more of our real estate venture partners that might affect our ability to operate a jointly-owned property. Moreover, our real estate venture partners may, at any time, have business, economic or other objectives that are inconsistent with our objectives, including objectives that relate to the appropriate timing and terms of any sale or refinancing of a property. In some instances, our real estate venture partners may have competing interests in our markets that could create conflicts of interest. If the objectives of our real estate venture partners or the lenders to our real estate ventures are inconsistent with our own objectives, we may not be able to act exclusively in our interests and the value of our investment in the real estate ventures may be affected.

Because real estate is illiquid, we may be unable to sell properties when in our best interest.

Real estate investments generally, and in particular large office and mixed use properties like those that we own, often cannot be sold quickly. The capitalization rates at which properties may be sold could be higher than historical rates, thereby reducing our potential proceeds from sale. Consequently, we may not be able to alter our portfolio promptly in response to changes in economic or other conditions. In addition, the Internal Revenue Code limits our ability, as a REIT, to sell properties that we have held for fewer than two years without potential adverse consequences to us. Furthermore, properties that we have developed and have owned for a significant period of time or that we acquired in exchange for partnership interests in the Operating Partnership often have a low tax basis. If we were to dispose of any of these properties in a taxable transaction, we may be required under provisions of the Internal Revenue Code applicable to REITs to distribute a significant amount of the taxable gain to our shareholders and this could, in turn, impact our cash flow. In some cases, tax protection agreements with third parties will prevent us from selling certain properties in a taxable transaction without incurring substantial costs. In addition, purchase options and rights of first refusal held by tenants or partners in real estate ventures may also limit our ability to sell certain properties. All of these factors reduce our ability to respond to changes in the performance of our investments and could adversely affect our cash flow and ability to make distributions to shareholders as well as the ability of someone to purchase us, even if a purchase were in our shareholders' best interests.

Mezzanine loan assets involve greater risks of loss than senior loans secured by income-producing properties.

We may from time to time originate mezzanine loans, which take the form of subordinated loans secured by second mortgages on the underlying property or loans secured by a pledge of the ownership interests of either the entity owning the property or a pledge of the ownership interests of the entity that owns the interest in the entity owning the property. Mezzanine loans may involve a higher degree of risk than a senior mortgage secured by real property, because the security for the loan may lose all or substantially all of its value as a result of foreclosure by the senior lender and because it is in second position and there may not be adequate equity in the property. In the event of a bankruptcy of the entity providing the pledge of its ownership interests as security, we may not have full recourse to the assets of such entity, or the assets of the entity may not be sufficient to satisfy our mezzanine loan. If a borrower defaults on our mezzanine loan or debt senior to our loan, or in the event of a borrower bankruptcy, our mezzanine loan will be satisfied only after the senior debt. As a result, we may not recover some of or all our investment. In addition, mezzanine loans may have higher loan-to-value ratios than conventional mortgage loans, resulting in less equity in the property and increasing the risk of loss of principal.

Some potential losses are not covered by insurance.

We currently carry property insurance against all-risks of physical loss or damage (unless otherwise excluded in the policy) including time element and commercial general liability coverage on all of our properties. There are, however, types of losses, such as lease and

other contract claims, biological, radiological and nuclear hazards and acts of war that generally are not insured. We cannot assure you that we will be able to renew insurance coverage in an adequate amount or at reasonable prices. In addition, insurance companies may no longer offer coverage against certain types of losses, such as losses due to earthquakes, terrorist acts and mold, flood, or, if offered, these types of insurance may be prohibitively expensive. Should an uninsured loss or a loss in excess of insured limits occur, we could lose all or a portion of the capital we have invested in a property, as well as the anticipated future revenue from the property. In such an event, we might nevertheless remain obligated for any mortgage debt or other financial obligations related to the property. We cannot assure you that material losses in excess of insurance proceeds will not occur in the future. If any of our properties were to experience a catastrophic loss, it could seriously disrupt our operations, delay revenue and result in large expenses to repair or rebuild the property. Such events could adversely affect our cash flow and ability to make distributions to shareholders. If one or more of our insurance providers were to fail to pay a claim as a result of insolvency, bankruptcy or otherwise, the nonpayment of such claims could have an adverse effect on our financial condition and results of operations. In addition, if one or more of our insurance providers were to become subject to insolvency, bankruptcy or other proceedings and our insurance policies with the provider were terminated or cancelled as a result of those proceedings, we cannot guarantee that we would be able to find alternative coverage in adequate amounts or at reasonable prices. In such case, we could experience a lapse in any or adequate insurance coverage with respect to one or more properties and be exposed to potential losses relating to any claims that may arise during such period of lapsed or inadequate coverage.

In addition to property and casualty insurance, we use a combination of insurance products, some of which include deductibles and self-insured retention amounts, to provide risk mitigation for the potential liabilities associated with various liabilities, including workers' compensation, general contractors, directors and officers and employee health-care benefits. Liabilities associated with the risks that are retained by us are estimated, in part, by considering historical claims experience and actuarial assumptions. While we carry general liability and umbrella policies to mitigate such losses on our general liability risks, our results could be materially impacted by claims and other expenses related to such insurance plans if future occurrences and claims differ from these assumptions and historical trends or if employee health-care claims which we self-insure up to a set limit per employee (and which are insured above such self-insured retention amount) exceed our expectations or historical trends.

Terrorist attacks and other acts of violence or war may adversely impact our performance and may affect the markets on which our securities are traded.

Terrorist attacks against our properties, or against the United States or our interests, may negatively impact our operations and the value of our securities. Attacks or armed conflicts could result in increased operating costs; for example, it might cost more in the future for building security, property and casualty insurance, and property maintenance. As a result of terrorist activities and other market conditions, the cost of insurance coverage for our properties could also increase. In addition, our insurance policies may not recover all of our property replacement costs and lost revenue resulting from an attack. We might not be able to pass through the increased costs associated with such increased security measures and insurance to our tenants, which could reduce our profitability and cash flow. Furthermore, any terrorist attacks or armed conflicts could result in increased volatility in or damage to the United States and worldwide financial markets and economy. Such adverse economic conditions could affect the ability of our tenants to pay rent and our cost of capital, which could have a negative impact on our results.

Our ability to make distributions is subject to various risks.

Historically, we have paid quarterly distributions to our shareholders. Our ability to make distributions in the future will depend upon:

- the operational and financial performance of our properties;
- capital expenditures with respect to existing, developed and newly acquired properties;
- general and administrative costs associated with our operation as a publicly-held REIT;
- the amount of, and the interest rates on, our debt;
- capital needs of our Real Estate Ventures; and
- the absence of significant expenditures relating to environmental and other regulatory matters.

Certain of these matters are beyond our control and any adverse changes could have a material adverse effect on our cash flow and our ability to make distributions to shareholders.

Changes in tax rates and regulatory requirements may adversely affect our cash flow and results of operations.

Because increases in income and service taxes are generally not passed through to tenants under leases, such increases may adversely affect our cash flow and ability to make expected distributions to shareholders. Our properties are also subject to various regulatory requirements, such as those relating to the environment, fire and safety. Our failure to comply with these requirements could result in the imposition of fines and damage awards and could result in a default under some of our tenant leases. Moreover, the costs to comply with any new or different regulations could adversely affect our cash flow and our ability to make distributions to shareholders. We cannot assure you that these requirements will not change or that newly imposed conditions will not require significant expenditures in order to be compliant.

Potential liability for environmental contamination could result in substantial costs.

Under various federal, state and local laws, ordinances and regulations, we may be liable for the costs to investigate and remove or remediate hazardous or toxic substances on or in our properties, often regardless of whether we know of or are responsible for the presence of these substances. These costs may be substantial. While we do maintain environmental insurance, we cannot be assured that our insurance coverage will be sufficient to protect us from all of the aforesaid remediation costs. Also, if hazardous or toxic substances are present on a property, or if we fail to adequately remediate such substances, our ability to sell or rent the property or to borrow using that property as collateral may be adversely affected.

Other laws and regulations govern indoor and outdoor air quality including those that can require the abatement or removal of asbestos-containing materials in the event of damage, demolition, renovation or remodeling and also govern emissions of and exposure to asbestos fibers in the air. The maintenance and removal of lead paint and certain electrical equipment containing polychlorinated biphenyls (PCBs) and underground storage tanks are also regulated by federal and state laws. We are also subject to risks associated with human exposure to chemical or biological contaminants such as molds, pollens, viruses and bacteria which, above certain levels, can be alleged to be connected to allergic or other health effects and symptoms in susceptible individuals. We could incur fines for environmental compliance and be held liable for the costs of remedial action with respect to the foregoing regulated substances or tanks or related claims arising out of environmental contamination or human exposure to contamination at or from our properties.

Additionally, we develop, manage, lease and/or operate various properties for third parties. Consequently, we may be considered to have been or to be an operator of these properties and, therefore, potentially liable for removal or remediation costs or other potential costs that could relate to hazardous or toxic substances.

We face possible risks associated with the physical effects of climate change.

The physical effects of climate change could have a material adverse effect on our properties, operations and business. For example, many of our properties are located along the East coast, particularly those in the central business districts of Philadelphia and Washington, DC. To the extent climate change causes variations in weather patterns, our markets could experience increases in storm intensity and rising sea-levels. Over time, these conditions could result in declining demand for office space in our buildings or our inability to operate the buildings at all. Climate change may also have indirect effects on our business by increasing the cost of (or making unavailable) property insurance on terms we find acceptable, increasing the cost of energy and increasing the cost of snow removal at our properties. While we maintain insurance coverage for flooding, we may not have adequate insurance to cover the associated costs of repair or reconstruction of sites for a major future event, lost revenue, including from new tenants that could have been added to our properties but for the event, or other costs to remediate the impact of a significant event. There can be no assurance that climate change will not have a material adverse effect on our properties, operations or business.

Data security breaches may cause damage to our business and reputation.

In the ordinary course of our business, we maintain sensitive data, including our proprietary business information and the information of our tenants and business partners, in our data centers and on our networks. The risk of a security breach or disruption, mainly through cyber-attack or cyber intrusion, including by computer hackers, foreign governments and cyber terrorists, has generally increased in number, intensity and sophistication. Notwithstanding the security measures undertaken, our information technology may be vulnerable to attacks or breaches resulting in proprietary information being publicly disclosed, lost or stolen. There can be no assurance that our security efforts and measures will be effective or that attempted security breaches or disruptions would not be successful or damaging. Protected information, networks, systems and facilities remain vulnerable because the techniques used in such attempted security breaches evolve and may not be recognized or detected until launched against a target. Accordingly, we may be unable to anticipate these techniques or to implement adequate security barriers or other preventative measures.

Data and security breaches could:

- disrupt the proper functioning of our networks and systems and therefore our operations and/or those of our client tenants;
- result in misstated financial reports, violations of loan covenants, missed reporting deadlines, and/or missed permitting deadlines;
- result in our inability to properly monitor our compliance with the rules and regulations regarding our qualification as a REIT;
- result in the unauthorized access to, and destruction, loss, theft, misappropriation, or release of proprietary, confidential, sensitive, or otherwise valuable information of ours or others, which others could use to compete against us or for disruptive, destructive, or otherwise harmful purposes and outcomes;
- result in our inability to maintain the building systems relied upon by our client tenants for the efficient use of their leased space;
- require significant management attention and resources to remedy any damages that result;
- subject us to claims and lawsuits for breach of contract, damages, credits, penalties, or termination of leases or other agreements; and/or

- damage our reputation among our client tenants and investors generally.

While we maintain insurance coverage that may, subject to policy terms and conditions including deductibles, cover specific aspects of cyber risks, such insurance coverage may be insufficient to cover all losses.

Third parties to whom we outsource certain of our functions are also subject to the risks outlined above. We review and assess the cybersecurity controls of our third party service providers and vendors, as appropriate, and make changes to our business processes to manage these risks. Data breaches and/or the insolvency of such third parties and vendors may result in us incurring costs and may have other negative consequences.

Our use of social media presents risks.

The use of social media could cause us to suffer brand damage or unintended information disclosure. Negative posts or communications about us on a social networking website could damage our reputation. Further, employees or others may disclose non-public information regarding us or our business or otherwise make negative comments regarding us on social networking or other websites, which could adversely affect our business and results of operations. As social media evolves we will be presented with new risks and challenges.

We may become subject to litigation, which could have a material and adverse effect on our results of operations, financial condition, cash flow and our ability to pay distributions to our shareholders.

In the future we may become subject to material litigation, including claims relating to our operations, offerings, and otherwise in the ordinary course of business. Some of these claims may result in significant defense costs and potentially significant judgments against us, some of which are not, or cannot be, insured against. We generally intend to defend ourselves vigorously; however, we cannot be certain of the ultimate outcomes of any claims that may arise in the future. Resolution of these types of matters against us may result in our having to pay significant fines, judgments, or settlements, which, if uninsured, or if the fines, judgments, and settlements exceed insured levels, could materially and adversely impact our financial condition, results of operations, cash flow and ability to pay distributions to our shareholders.

Americans with Disabilities Act compliance could be costly.

The Americans with Disabilities Act of 1990, or the ADA, requires that all public accommodations and commercial facilities, including office buildings, meet certain federal requirements related to access and use by disabled persons. Compliance with ADA requirements could involve the removal of structural barriers from certain disabled persons' entrances which could adversely affect our financial condition and results of operations. Other federal, state and local laws may require modifications to or restrict further renovations of our properties with respect to such accesses. Noncompliance by us with the ADA or similar or related laws or regulations could result in the imposition on us of governmental fines or in awards of damages against us in favor of private litigants. In addition, changes to existing requirements or enactments of new requirements could require significant expenditures. Such costs may adversely affect our cash flow and ability to make distributions to shareholders.

Failure to qualify as a REIT would subject us to U.S. federal income tax which would reduce the cash available for distribution to our shareholders.

We operate our business to qualify to be taxed as a REIT for federal income tax purposes. We have not requested and do not plan to request a ruling from the IRS that we qualify as a REIT, and the statements in this Report are not binding on the IRS or any court. As a REIT, we generally will not be subject to federal income tax on the income that we distribute currently to our shareholders. Many of the REIT requirements, however, are highly technical and complex. The determination that we are a REIT requires an analysis of various factual matters and circumstances that may not be entirely within our control. For example, to qualify as a REIT, at least 95% of our gross income must come from specific passive sources, such as rent, that are itemized in the REIT tax laws. In addition, to qualify as a REIT, we cannot own specified amounts of debt and equity securities of some issuers. We also are required to distribute to our shareholders with respect to each year at least 90% of our REIT taxable income (excluding net capital gains). The fact that we hold substantially all of our assets through the Operating Partnership and its subsidiaries and real estate ventures further complicates the application of the REIT requirements for us. Even a technical or inadvertent mistake could jeopardize our REIT status and, given the highly complex nature of the rules governing REITs and the ongoing importance of factual determinations, we cannot provide any assurance that we will continue to qualify as a REIT. Changes to rules governing corporate taxation, including REITs, were made by legislation commonly known as the Tax Cuts and Jobs Act (the "TCJA") and the Protecting Americans From Tax Hikes Act of 2015, signed into law on December 22, 2017 and December 18, 2015, respectively. Congress and the IRS might make further changes to the tax laws and regulations, and the courts might issue new rulings or interpretations of tax law, that make it more difficult, or impossible, for us to remain qualified as a REIT. If we fail to qualify as a REIT for federal income tax purposes and are able to avail ourselves of one or more of the statutory savings provisions in order to maintain our REIT status, we would nevertheless be required to pay penalty taxes of \$50,000 or more for each such failure.

If we fail to qualify as a REIT for federal income tax purposes, and are unable to avail ourselves of certain savings provisions set forth in the Internal Revenue Code, we would be subject to federal income tax at regular corporate rates on all of our income. As a taxable corporation, we would not be allowed to take a deduction for distributions to shareholders in computing our taxable income or pass through long term capital gains to individual shareholders at favorable rates. For tax years beginning before January 1, 2018, we also could be subject to the federal alternative minimum tax and possibly increased state and local taxes. We would not be able to elect to be taxed as a REIT for four years following the year we first failed to qualify unless the IRS were to grant us relief under certain statutory provisions. If we failed to qualify as a REIT, we would have to pay significant income taxes, which would reduce our net earnings available for investment or distribution to our shareholders. This likely would have a significant adverse effect on our earnings and likely would adversely affect the value of our securities. In addition, we would no longer be required to pay any distributions to shareholders.

Failure of the Operating Partnership (or a subsidiary partnership or real estate venture) to be treated as a partnership would have serious adverse consequences to our shareholders.

If the IRS were to successfully challenge the tax status of the Operating Partnership or any of its subsidiary partnerships or real estate ventures for federal income tax purposes, the Operating Partnership or the affected subsidiary partnership or real estate venture would be taxable as a corporation. In such event, we would cease to qualify as a REIT and the imposition of a corporate tax on the Operating Partnership, subsidiary partnership or real estate venture would reduce the amount of cash available for distribution from the Operating Partnership to us and ultimately to our shareholders.

To maintain our REIT status, we may be forced to borrow funds on a short term basis during unfavorable market conditions.

As a REIT, we are subject to certain distribution requirements, including the requirement to distribute 90% of our REIT taxable income. That may result in our having to make distributions at a disadvantageous time or to borrow funds at unfavorable rates. Compliance with this requirement may hinder our ability to operate solely on the basis of maximizing profits.

We will pay some taxes even if we qualify as a REIT, which will reduce the cash available for distribution to our shareholders.

Even if we qualify as a REIT for federal income tax purposes, we will be required to pay certain federal, state and local taxes on our income and property. For example, we will be subject to income tax to the extent we distribute less than 100% of our REIT taxable income, including capital gains. Additionally, we will be subject to a 4% nondeductible excise tax on the amount, if any, by which dividends 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. Moreover, if we have net income from “prohibited transactions,” that income will be subject to a 100% penalty tax. In general, prohibited transactions are sales or other dispositions of property held primarily for sale to customers in the ordinary course of business. The determination as to whether a particular sale or series of sales is/are a prohibited transaction depends on the facts and circumstances related to that sale. We cannot guarantee that sales of our properties would not be prohibited transactions unless we comply with certain statutory safe-harbor provisions.

In addition, any net taxable income earned directly by our taxable REIT subsidiaries, or through entities that are disregarded for federal income tax purposes as entities separate from our taxable REIT subsidiaries, will be subject to federal and possibly state corporate income tax. In this regard, several provisions of the laws applicable to REITs and their subsidiaries ensure that a taxable REIT subsidiary will be subject to an appropriate level of federal income taxation. For example, a taxable REIT subsidiary is limited in its ability to deduct certain interest payments made to an affiliated REIT. In addition, the REIT has to pay a 100% penalty tax on some payments that it receives or on some deductions taken by a taxable REIT subsidiary if the economic arrangements between the REIT, the REIT’s customers, and the taxable REIT subsidiary are not comparable to similar arrangements between unrelated parties. Finally, some state and local jurisdictions may tax some of our income even though as a REIT we are not subject to federal income tax on that income because not all states and localities follow the federal income tax treatment of REITs. To the extent that we and our affiliates are required to pay federal, state and local taxes, we will have less cash available for distributions to our shareholders.

We face possible federal, state and local tax audits.

Because we are organized and qualify as a REIT, we are generally not subject to federal income taxes, but are subject to certain state and local taxes. Certain entities through which we own real estate have undergone tax audits. There can be no assurance that future audits will not have a material adverse effect on our results of operations.

Legislation that modifies the rules applicable to partnership tax audits may affect us.

The Bipartisan Budget Act of 2015, effective for taxable years beginning after December 31, 2017, requires our operating partnership and any subsidiary partnership to pay the hypothetical increase in partner-level taxes (including interest and penalties) resulting from an adjustment of partnership tax items on audit or in other tax proceedings, unless the partnership elects an alternative method under which the taxes resulting from the adjustment (and interest and penalties) are assessed at the partner level. Many uncertainties remain as to the application of these rules, including the application of the alternative method to partners that are REITs, and the impact they

will have on us. However, it is possible, that partnerships in which we invest may be subject to U.S. federal income tax, interest and penalties in the event of a U.S. federal income tax audit as a result of these law changes.

Legislative or regulatory tax changes related to REIT's could materially and adversely affect our business.

At any time, the federal income tax laws or regulations governing REITs or the other administrative interpretations of those laws or regulations may be changed, possibly with retroactive effect. We cannot predict if or when any new federal income tax law, regulation or administrative interpretation, or any amendment to any existing federal income tax law, regulation or administrative interpretation, will be adopted, promulgated or become effective or whether any such law, regulation or interpretation may take effect retroactively. We and our shareholders could be adversely affected by any such change in, or any new, federal income tax law, regulation or administrative interpretation.

The Tax Cuts and Jobs Act of 2017 may adversely affect our business.

The TCJA significantly revised the U.S. corporate income tax by, among other things, lowering corporate income tax rates and implementing a partial limitation on the deduction for business interest expense. The enactment of the TCJA has not significantly impacted our current tax position and/or REIT status and we estimate, based on currently available information, that it will not result in a significant impact in the future. The impact of the TCJA may differ from our initial assessment, due to, among other things, changes in interpretations, assumptions made and guidance that may be issued and actions we may take as a result of the TCJA. Further, certain changes in law pursuant to the TCJA could reduce the relative competitive advantage of operating as a REIT as compared with operating as a C corporation, including by:

- reducing the rate of tax applicable to individuals and C corporations, which could reduce the relative attractiveness of the generally single level of taxation on REIT distributions;
- permitting immediate expensing of capital expenditures, which could likewise reduce the relative attractiveness of the REIT taxation regime; and
- limiting the deductibility of interest expense, which could increase the distribution requirement of REITs.

Most of the changes applicable to individuals are temporary and apply only to taxable years beginning after December 31, 2017 and before January 1, 2026. The TCJA makes numerous large and small changes to the tax rules that do not affect REITs directly but may affect our shareholders and may indirectly affect us.

Shareholders are urged to consult with their tax advisors with respect to the TCJA and any other regulatory or administrative developments and proposals and their potential effect on investment in our capital stock.

If a transaction intended to qualify as a Section 1031 Exchange is later determined to be taxable, or if we are unable to identify and complete the acquisition of suitable replacement property to effect a Section 1031 Exchange, we may face adverse consequences.

From time to time we seek to dispose of properties in transactions that are intended to qualify as tax-deferred “like kind exchanges” under Section 1031 of the Internal Revenue Code of 1986, as amended (a “Section 1031 Exchange”). It is possible that the qualification of a transaction as a Section 1031 Exchange could be successfully challenged and determined to be currently taxable. It is also possible that we are unable to identify and complete the acquisition of suitable replacement property to effect a Section 1031 Exchange. In any such case, our taxable income and earnings and profits would increase. This could increase the dividend income to our shareholders by reducing any return of capital they received. In some circumstances, we may be required to pay additional dividends or, in lieu of that, corporate income tax, possibly including interest and penalties. As a result, we may be required to borrow funds in order to pay additional dividends or taxes, and the payment of such taxes could cause us to have less cash available to distribute to our shareholders. In addition, if a Section 1031 Exchange were later to be determined to be taxable, we may be required to amend our tax returns for the applicable year in question, including any information reports we sent our shareholders. Moreover, it is possible that legislation could be enacted that could modify or repeal the laws with respect to Section 1031 Exchanges, which could make it more difficult or not possible for us to dispose of properties on a tax deferred basis.

Further, as a result of changes made by the TCJA, like-kind exchanges are only permitted with respect to real property. The changes generally apply to exchanges completed after December 31, 2017, unless the property was disposed of or received in the exchange on or before such date. If a material amount of personal property is associated with the real property that we have disposed of in a like-kind exchange, the like-kind exchange provisions will be less beneficial than under prior law.

Failure to obtain the tax benefits and remain compliant within Qualified Opportunity Zones and Keystone Opportunity Zones may have adverse consequences.

Certain of our Properties have the benefit of governmental tax incentives for development in areas and neighborhoods which have not historically seen robust commercial development. These incentives typically have specific sunset provisions and may be subject to

governmental discretion in the eligibility or award of the applicable incentives. We invest heavily in Qualified Opportunity Zones as part of the federal program and Keystone Opportunity Zones in Pennsylvania due to the related tax benefits. The expiration of these incentive programs or the inability of potential tenants or users to be eligible for or to obtain governmental approval of the incentives may have an adverse effect on the value of our Properties and on our cash flow and net income, and may result in impairment charges. In addition, the failure to remain compliant with such programs may result in significant tax burdens.

Competition for skilled personnel could increase labor costs.

We compete with various other companies in attracting and retaining qualified and skilled personnel. We depend on our ability to attract and retain skilled management personnel who are responsible for the day-to-day operations of our company. Competitive pressures may require that we enhance our pay and benefits package to compete effectively for such personnel. We may not be able to offset such added costs by increasing the rates we charge our tenants. If there is an increase in these costs or if we fail to attract and retain qualified and skilled personnel, our business and operating results could be harmed.

We are dependent upon our key personnel.

We are dependent upon our key personnel, particularly Gerard H. Sweeney - President and Chief Executive Officer, Thomas Wirth - Executive Vice President and Chief Financial Officer, Jeffrey DeVuono - Executive Vice President and Senior Managing Director, William Redd - Executive Vice President and Senior Managing Director and George Johnstone - Executive Vice President, Operations. Among the reasons that Messrs. Sweeney, Wirth, DuVuono, Redd and Johnstone are important to our success is that each has a favorable reputation, which attracts business and investment opportunities and assists us in negotiations with lenders, joint venture partners and other investors. If we lost their services, our relationships with lenders, potential tenants and industry personnel could be affected. We are dependent on our other executive officers for strategic business direction and real estate experience. Loss of their services could adversely affect our operations.

Certain limitations will exist with respect to a third party's ability to acquire us or effectuate a change in control.

Limitations imposed to protect our REIT status. In order to protect us against the loss of our REIT status, our Declaration of Trust limits any shareholder from owning more than 9.8% in value of our outstanding shares, although we have granted in the past, and may continue to grant in the future certain waivers of this limitation to certain shareholders under certain conditions. The ownership limit may have the effect of precluding acquisition of control of us. If anyone acquires shares in excess of the ownership limit, we may:

- consider the transfer to be null and void;
- not reflect the transaction on our books;
- institute legal action to stop the transaction;
- not pay dividends or other distributions with respect to those shares;
- not recognize any voting rights for those shares; and
- consider the shares held in trust for the benefit of a person to whom such shares may be transferred.

Limitation due to our ability to issue preferred shares. Our Declaration of Trust authorizes our Board of Trustees to cause us to issue preferred shares, without limitation as to amount and without shareholder consent. Our Board of Trustees is able to establish the preferences and rights of any preferred shares issued and these shares could have the effect of delaying or preventing someone from taking control of us, even if a change in control were in our shareholders' best interests.

Limitation imposed by the Maryland Business Combination Law. On May 23, 2018, our shareholders approved our election not to be governed by the Maryland Business Combination Act, or the MBC Act. Consistent with Maryland law, we will cease to be governed by the MBC Act, effective 18 months after the shareholder vote, or November 23, 2019. Until then, we remain subject to the MBC Act. The MBC Act, subject to limitations, prohibits certain business combinations between a Maryland real estate investment trust and an "interested stockholder" or an affiliate of any interested stockholder for five years following the most recent date on which the person or entity became an interested stockholder, and thereafter imposes two supermajority voting requirements and special appraisal rights for these combinations. The MBC Act defines an "interested stockholder" generally as any person who beneficially owns 10% or more of the voting power of the subject company's outstanding voting shares or is an affiliate or associate of the subject company and was the beneficial owner of 10% or more of the voting power of the subject company's outstanding shares at any time within the two-year period immediately prior to the date in question.

Maryland Control Share Acquisition Act. Maryland law provides that "control shares" of a REIT acquired in a "control share acquisition" shall have no voting rights except to the extent approved by a vote of two-thirds of the vote eligible to be cast on the matter under the Maryland Control Share Acquisition Act. Shares construed as "control shares" means that, if aggregated with all other shares previously acquired by the acquirer or in respect of which the acquirer is able to exercise or direct the exercise of voting power (except solely by virtue of a revocable proxy), would entitle the acquirer to exercise voting power in electing trustees within one of the following ranges of voting power: one-tenth or more but less than one-third, one-third or more but less than a majority or a majority or more of all voting power. Control shares do not include shares the acquiring person is then entitled to vote as a result of

having previously obtained shareholder approval. A “control share acquisition” means the acquisition of control shares, subject to certain exceptions. If voting rights or control shares acquired in a control share acquisition are not approved at a shareholder’s meeting, then subject to certain conditions and limitations the issuer may redeem any or all of the control shares for fair value. If voting rights of such control shares are approved at a shareholder’s meeting and the acquirer becomes entitled to vote a majority of the shares entitled to vote, all other shareholders may exercise appraisal rights. Any control shares acquired in a control share acquisition that are not exempt under our Bylaws are subject to the Maryland Control Share Acquisition Act. Our Bylaws contain a provision exempting from the control share acquisition statute any and all acquisitions by any person of our shares. We cannot assure you that this provision will not be repealed, amended or eliminated by us at any time in the future.

Advance Notice Provisions for Shareholder Nominations and Proposals. Our bylaws require advance notice for shareholders to nominate persons for election as trustees at, or to bring other business before, any meeting of our shareholders. This bylaw provision limits the ability of shareholders to make nominations of persons for election as trustees or to introduce other proposals unless we are notified in a timely manner prior to the meeting.

Many factors can have an adverse effect on the market value of our securities.

A number of factors might adversely affect the price of our securities, many of which are beyond our control. These factors include:

- increases in market interest rates, relative to the dividend yield on our securities. If market interest rates go up, prospective purchasers of our securities may require a higher yield. Higher market interest rates would not, however, result in more funds for us to distribute and, to the contrary, would likely increase our borrowing costs and potentially decrease funds available for distribution. Thus, higher market interest rates could cause the market price of our common shares to go down;
- anticipated benefit of an investment in our securities as compared to investment in securities of companies in other industries (including benefits associated with the tax treatment of dividends and distributions);
- perception by market professionals of REITs generally and REITs comparable to us in particular;
- level of institutional investor interest in our securities;
- relatively low trading volumes in securities of REITs;
- our results of operations and financial condition; and
- investor confidence in the stock market generally.

The market value of our common shares is based primarily upon the market’s perception of our growth potential and our current and potential future earnings and cash distributions. Consequently, our common shares may trade at prices that are higher or lower than our net asset value per common share. If our future earnings or cash distributions are less than expected, it is likely that the market price of our common shares will diminish.

Additional issuances of equity securities may be dilutive to shareholders.

The interests of our shareholders could be diluted if we issue additional equity securities to finance future developments or acquisitions or to repay indebtedness. Our Board of Trustees may authorize the issuance of additional equity securities without shareholder approval. In addition, we have in place a continuous offering program, which allows us to issue shares in at the market offerings. Our ability to execute our business strategy depends upon our access to an appropriate blend of debt financing, including unsecured lines of credit and other forms of secured and unsecured debt, and equity financing, including the issuance of common and preferred equity.

The issuance of preferred securities may adversely affect the rights of holders of our common shares.

Because our Board of Trustees has the power to establish the preferences and rights of each class or series of preferred shares, we may afford the holders in any series or class of preferred shares preferences, distributions, powers and rights, voting or otherwise, senior to the rights of holders of common shares. Our Board of Trustees also has the power to establish the preferences and rights of each class or series of units in the Operating Partnership, and may afford the holders in any series or class of preferred units preferences, distributions, powers and rights, voting or otherwise, senior to the rights of holders of common units.

If we fail to maintain an effective system of integrated internal control over financial reporting, we may not be able to accurately report our financial results.

An effective system of internal control over financial reporting is necessary for us to provide reliable financial reports, prevent fraud and operate successfully as a public company. As part of our ongoing monitoring of internal controls, we may discover material weaknesses or significant deficiencies in our internal controls that require remediation. If we discover such weaknesses, we will make efforts to improve our internal controls in a timely manner. Any system of internal controls, however well designed and operated, is based in part on certain assumptions and can only provide reasonable, not absolute, assurance that the objectives of the system are met. Any failure to maintain effective internal controls, or implement any necessary improvements in a timely manner, could have a materially adverse effect on our business and operating results, or cause us not to meet our reporting obligations, which could affect our ability to remain listed with the New York Stock Exchange. Ineffective internal controls could also cause investors to lose confidence in our reported financial information, which would likely have a negative effect on the trading price of our securities.

Changes in accounting pronouncements could adversely affect our operating results, in addition to the reported financial performance of our tenants.

Accounting policies and methods are fundamental to how we record and report our financial condition and results of operations. Uncertainties posed by various initiatives of accounting standard-setting by the Financial Accounting Standards Board and the Securities and Exchange Commission, which create and interpret applicable accounting standards for U.S. companies, may change the financial accounting and reporting standards or their interpretation and application of these standards that govern the preparation of our financial statements.

These changes could have a material effect on our reported financial condition and results of operations. In some cases, we could be required to apply a new or revised standard retroactively, resulting in potentially material restatements of prior period financial statements. Similarly, these changes could have a material impact on our tenants' reported financial condition or results of operations or could affect our tenants' preferences regarding leasing real estate.

Item 1B. Unresolved Staff Comments

None.

Item 2. Properties

Property Acquisitions

On December 19, 2018, we acquired an office property containing 120,559 rentable square feet located at 4516 Seton Center Parkway in Austin, Texas, known as Quarry Lake II, for a gross purchase price of \$39.5 million. We capitalized \$0.1 million of acquisition-related costs and funded the acquisition with a borrowing of \$39.0 million from our unsecured credit facility.

On December 11, 2018, we acquired from DRA, its 50% ownership interest in the DRA Austin Venture for an aggregate purchase price of \$535.1 million. The DRA Austin Venture owned twelve office properties containing an aggregate 1,570,123 square feet located in Austin, Texas. The aggregate purchase price includes the carrying amount of our investment in DRA Austin Venture of \$14.6 million. At settlement, we assumed \$115.5 million of mortgage debt and received a credit at settlement of \$130.7 million for a note receivable provided to the DRA Austin Venture on November 1, 2018. This note receivable was used to repay one of DRA Austin Venture's mortgage loans prior to the December 11, 2018 acquisition date. We also obtained working capital of \$24.9 million. Subsequent to receiving cash proceeds of \$28.3 million for our promoted interest in the DRA Austin Venture and recognizing a remeasurement gain of \$103.8 million, reflected in the caption "Net gain on real estate venture transactions" in our consolidated statements of operations, we funded the acquisition with an aggregate cash payment of \$117.3 million. Additionally, the assumed mortgage debt of \$115.5 million was repaid at settlement. Both cash payments were funded through borrowings under our unsecured credit facility. We recognized a \$28.3 million gain on our promoted interest in the DRA Austin Venture, reflected in the caption "Gain on promoted interest in unconsolidated real estate venture" in our consolidated statements of operations. The gain on promoted interest was based off of the returns earned over the duration of the DRA Austin Venture and the returns were determined based on operating results and real estate valuation of the venture.

We previously accounted for our 50% non-controlling interest in the DRA Austin Venture under the equity method of accounting. As a result of acquiring DRA's remaining 50% common interest in the DRA Austin Venture, we obtained control of DRA Austin Venture and our existing investment balance was remeasured based on the fair value of the underlying properties acquired and the existing distribution provisions under the relevant partnership agreement.

On June 29, 2018, we acquired, through a 99-year ground lease, the leasehold interest in a one-acre land parcel, located at 3025 JFK Boulevard, in Philadelphia, Pennsylvania. We prepaid \$15.0 million of ground lease rent and capitalized \$0.3 million of costs related to entering the lease. Additionally, the ground lease required us to pay \$5.6 million for a leasehold valuation credit, which can be applied to increase the density of the projects subject to the Schuylkill Yards Project master development agreement.

On March 22, 2018, we acquired, through a 99-year ground lease, the leasehold interest in a one-acre land parcel, located at 3001-3003 JFK Boulevard, in Philadelphia, Pennsylvania. We prepaid \$24.6 million of ground lease rent and capitalized \$0.3 million of costs related to entering the lease.

3025 JFK Boulevard and 3001-3003 JFK Boulevard are located within the Schuylkill Yards Project site and represent an additional development site in the University City sub-market of Philadelphia, Pennsylvania. See Item 1., "*Developments – Other Development Activities*" for additional information.

On January 5, 2018, we acquired, from our then partner in each of the Four Tower Bridge real estate venture and the Seven Tower Bridge real estate venture, the partner's 35% ownership interest in the Four Tower Bridge real estate venture in exchange for our 20% ownership interest in the Seven Tower Bridge real estate venture. As a result of this non-monetary exchange, we acquired 100% of the Four Tower Bridge real estate venture, which owns an office property containing 86,021 square feet, in Conshohocken, Pennsylvania, encumbered with \$9.7 million in debt. Our acquisition of the 35% ownership interest in Four Tower Bridge resulted in the consolidation of the property. As such, we capitalized \$0.1 million of acquisition related costs and allocated the acquisition value, consisting of the fair value of \$23.6 million and the acquisition related costs, to tangible and intangible assets.

Developments and Redevelopments

We placed into service the following redevelopment properties during the year ended December 31, 2018 (dollars in thousands):

Month Placed In Service	Activity Type	Property/Portfolio Name	Location	Number of Buildings	Square Footage/Units	Budgeted Costs	Costs Incurred (a)
Dec-18	Redevelopment	500 North Gulph Road	King Of Prussia, PA	1	101,000	\$ 29,700	\$ 27,100 (b)
Oct-18	Redevelopment	11501 Burnet Road - Building 6 (Broadmoor-Building 6)	Austin, TX	1	144,000	34,500	33,700 (c)
Total				2	245,000	\$ 64,200	\$ 60,800

- (a) Costs incurred were below budget primarily due to construction cost savings.
(b) Total project costs include \$4.5 million of existing property basis.
(c) Total project costs include \$18.5 million of existing property basis.

As of December 31, 2018, the following development and redevelopment projects remain under construction in progress and we were proceeding on the following activity (dollars in thousands):

Construction Commencement Date	Expected Completion	Activity Type	Property/Portfolio Name	Location	Number of Buildings	Square Footage/ Units	Estimated Costs	Amount Funded
Q4 2017	Q1 2019	Development	Four Points Building 3	Austin, TX	1	165,000	\$ 47,500 (a)	\$ 35,900
Q2 2019	Q2 2020	Redevelopment	The Bulletin Building	Philadelphia, PA	1	283,000	83,100 (b)	44,300
Q2 2018	Q1 2019	Redevelopment	426 W. Lancaster Avenue	Devon, PA	1	56,000	14,900 (c)	8,900
Total					3	504,000	\$ 145,500	\$ 89,100

- (a) The project is pre-leased to a single tenant. Total estimated costs include \$2.1 million of land basis existing at project inception.
(b) Total project costs include \$37.8 million of building basis, representing the acquisition cost. The amount funded, as of December 31, 2018, includes \$1.2 million related to an \$8.0 million funding commitment required through the ground lease. See Item 2., "Liquidity and Capital Resources – Contractual Obligations" for further information regarding this commitment.
(c) The property was vacated during the third quarter of 2017. The building is currently under renovation. Total project costs include \$4.9 million of existing property basis.

In addition to the projects above, as of December 31, 2018, we were proceeding through the development project at Schuylkill Yards in Philadelphia, Pennsylvania and at 4040 Wilson Venture, the unconsolidated real estate venture in which we own a 50% interest, constructing a mixed-use building in Arlington, Virginia. See Item 1., "Business – Developments," for further information.

Property Sales

We sold the following properties during the year ended December 31, 2018 (dollars in thousands):

Disposition Date	Property/Portfolio Name	Location	Type	Number of Properties	Rentable Square Feet	Sales Price	Net Proceeds on Sale	Gain/(Loss) on Sale (a)	Occupancy % at Date of Sale
December 21, 2018	Subaru National Training Center	Camden, NJ	Mixed-use	1	83,000	\$ 45,300	\$ 44,877	\$ 2,570	(b) 100.0%
December 20, 2018	Rockpoint Portfolio	Herndon, VA	Office	8	1,293,197	312,000	262,442	397	(c) 85.6%
June 21, 2018.....	20 East Clementon Road	Gibbsboro, NJ	Office	1	38,260	2,000	1,850	(35)	93.7%
Total Dispositions				<u>10</u>	<u>1,414,457</u>	<u>\$359,300</u>	<u>\$309,169</u>	<u>\$ 2,932</u>	

- (a) Gain/(Loss) on Sale is net of closing and other transaction related costs.
- (b) During the second quarter of 2018, Subaru exercised its purchase option under the lease agreement for the Subaru NSTC and the sale occurred during the fourth quarter of 2018. See Note 2, “*Summary of Significant Accounting Policies*,” to our Consolidated Financial Statements for further discussion of the lease agreement and related revenue recognition.
- (c) On December 20, 2018, we contributed a portfolio of eight properties containing an aggregate of 1,293,197 square feet, located in our Metropolitan Washington, D.C. segment, known as the Rockpoint Portfolio, to the Herndon Innovation Center Metro Portfolio Venture, LLC for a gross sales price of \$312.0 million. We and our partner own 15% and 85% interests in the Herndon Innovation Center Metro Portfolio Venture, LLC, respectively. The Herndon Innovation Center Metro Portfolio Venture, LLC funded the acquisition with \$265.2 million of cash, which was distributed to us at closing. After funding our share of closing costs and working capital contributions of \$2.2 million and \$0.6 million, respectively, we received \$262.4 million of cash proceeds at settlement. We recorded an impairment charge of \$56.9 million for the Rockpoint Portfolio during the third quarter of 2018. We recorded a \$0.4 million gain on sale, which represents an adjustment to estimated closing costs used to determine the impairment charge in the third quarter of 2018. For further information related to this transaction, see the “*Herndon Innovation Center Metro Portfolio Venture, LLC*” section in Note 4, “*Investment in Unconsolidated Real Estate Ventures*,” to our Consolidated Financial Statements.

We sold the following land parcels during the year ended December 31, 2018 (dollars in thousands):

Disposition Date	Property/Portfolio Name	Location	Number of Parcels	Acres	Sales Price	Net Proceeds on Sale	Gain on Sale
March 16, 2018.....	Garza Ranch - Office	Austin, TX	1	6.6	\$ 14,571	\$ 14,509	\$ 1,515 (a)
January 10, 2018.....	Westpark Land	Durham, NC	1	13.1	485	412	22
Total Dispositions			<u>2</u>	<u>19.7</u>	<u>\$ 15,056</u>	<u>\$ 14,921</u>	<u>\$ 1,537</u>

- (a) As of March 31, 2018, we had not transferred control to the buyer of this land parcel, or two other parcels at this site which were sold during 2017, because of a completion guarantee which required us, as developer, to complete certain infrastructure improvements on behalf of the buyers of the land parcels. The cash received at settlement was recorded as “Deferred income, gains and rent” on our consolidated balance sheets. During the three months ended June 30, 2018, the infrastructure improvements were substantially completed, at which time we transferred control of the land parcels. As a result, we then recognized the sales of the three land parcels during 2018 and recorded an aggregate \$2.8 million gain. During the quarter ended December 31, 2018, we recorded an additional \$0.2 million gain. See Note 2, “*Summary of Significant Accounting Policies*,” to our Consolidated Financial Statements for further discussion of the infrastructure improvements and related revenue recognition.

The sales of properties referenced above do not represent a strategic shift that has a major effect on our operations and financial results. As a result, the operating results of these properties remain classified within continuing operations for all periods presented.

Held for Sale

	Held for Sale Properties		
	December 31, 2018		
	Pennsylvania Suburbs - Land (a)	Other - Land (a)	Total
ASSETS HELD FOR SALE			
Real estate investments:			
Land inventory.....	\$ 4,254	\$ 7,345	\$ 11,599
Total real estate investments	4,254	7,345	11,599
Total assets held for sale, net.....	<u>\$ 4,254</u>	<u>\$ 7,345</u>	<u>\$ 11,599</u>

- (a) As of December 31, 2018, we determined that the sale of one land parcel in our Pennsylvania Suburbs segment and two land parcels in our Other segment was probable and classified these properties as held for sale in accordance with applicable

accounting standards for long-lived assets. At such date, the fair value less the anticipated costs of sale of the properties exceeded the carrying values. As a result, there is no impairment. The fair value measurement will be based on the pricing in the purchase and sale agreements.

The disposals of the properties referenced above do not represent a strategic shift that has a major effect on our operations and financial results. As a result, the operating results of the properties remain classified within continuing operations for all periods presented.

Properties

As of December 31, 2018, we owned 97 properties that contain an aggregate of approximately 16.8 million net rentable square feet and consist of 88 office properties, four mixed-use properties, one retail property (93 Core Properties), one development property and three redevelopment properties (collectively, the Properties). The properties are located in or near Philadelphia, Pennsylvania; Austin, Texas; Metropolitan Washington, D.C.; Southern New Jersey; and Wilmington, Delaware. As of December 31, 2018, the properties, excluding properties under development and redevelopment, were approximately 93.3% occupied by 796 tenants and had an average age of approximately 22.8 years. The office properties are a combination of urban and transit-oriented suburban office buildings containing an average of approximately 177,377 net rentable square feet. The mixed-use properties accommodate a variety of tenant uses, including retail and residential apartment units and a hotel. We carry comprehensive liability, fire, extended coverage and rental loss insurance covering all of the properties, with policy specifications and insured limits that we believe are adequate.

The following table sets forth information with respect to our Core Properties, including properties classified as held for sale, if applicable, at December 31, 2018:

	Location	State	Year Built/ Renovated	Net Rentable Square Feet	Percentage Leased as of December 31, 2018 (a)	Total Base Rent for the Twelve Months Ended December 31, 2018 (b) (000's)	Average Annualized Rental Rate as of December 31, 2018 (c)
PENNSYLVANIA SUBURBS SEGMENT							
"SAME STORE PROPERTY PORTFOLIO"							
150 Radnor Chester Road.....	Radnor	PA	1983	340,380	79.6%	\$ 10,923	\$ 37.62
201 King of Prussia Road.....	Radnor	PA	2001	251,434	90.7%	6,802	35.01
555 Lancaster Avenue.....	Radnor	PA	1973/2006	241,687	98.3%	6,584	30.32
401 Plymouth Road.....	Plymouth Meeting	PA	2001	204,186	93.6%	6,006	34.62
One Radnor Corporate Center.....	Radnor	PA	1998	201,874	88.4%	4,777	31.89
101 West Elm Street.....	W. Conshohocken	PA	1999	173,827	100.0%	4,792	27.36
Five Radnor Corporate Center.....	Radnor	PA	1998	164,505	73.5%	3,132	36.37
Four Radnor Corporate Center.....	Radnor	PA	1995	164,464	100.0%	4,579	32.94
660 West Germantown Pike.....	Plymouth Meeting	PA	1987/2014	161,521	100.0%	4,936	33.32
640 Freedom Business Center..... (d)	King Of Prussia	PA	1991	132,000	100.0%	2,654	25.49
52 Swedesford Square.....	East Whiteland Twp.	PA	1988	131,077	100.0%	3,164	29.61
400 Berwyn Park.....	Berwyn	PA	1999	124,182	98.0%	3,088	30.21
Metroplex (4000 Chemical Road).....	Plymouth Meeting	PA	2007	120,877	85.7%	3,107	33.56
Three Radnor Corporate Center.....	Radnor	PA	1998	119,087	85.4%	3,248	35.74
Six Tower Bridge (181 Washington Street).....	Conshohocken	PA	1999	116,174	96.5%	3,249	28.08
300 Berwyn Park.....	Berwyn	PA	1989	107,702	83.7%	1,796	25.42
1 West Elm Street.....	Conshohocken	PA	1999	97,737	100.0%	2,707	29.29
Two Radnor Corporate Center.....	Radnor	PA	1998	97,576	100.0%	3,021	35.72
620 West Germantown Pike.....	Plymouth Meeting	PA	1990	90,183	90.9%	1,870	29.31
610 West Germantown Pike.....	Plymouth Meeting	PA	1987	90,088	84.0%	1,846	27.23
630 West Germantown Pike.....	Plymouth Meeting	PA	1988	89,870	98.2%	2,079	24.98
600 West Germantown Pike.....	Plymouth Meeting	PA	1986	89,626	85.4%	2,029	27.73
630 Freedom Business Center..... (d)	King Of Prussia	PA	1989	86,683	98.0%	1,548	23.02
1200 Swedesford Road.....	Berwyn	PA	1994	86,622	69.7%	1,658	28.88
620 Freedom Business Center..... (d)	King Of Prussia	PA	1986	86,570	97.1%	1,805	16.09
1050 Westlakes Drive.....	Berwyn	PA	1984	80,000	100.0%	2,184	27.38
1060 First Avenue..... (d)	King Of Prussia	PA	1987	77,718	100.0%	1,755	25.60
1040 First Avenue..... (d)	King Of Prussia	PA	1985	75,488	100.0%	1,872	25.63
200 Berwyn Park.....	Berwyn	PA	1987	75,025	100.0%	1,801	25.01
1020 First Avenue..... (d)	King Of Prussia	PA	1984	74,556	100.0%	1,824	24.85
1000 First Avenue..... (d)	King Of Prussia	PA	1980	74,139	100.0%	1,720	27.49
130 Radnor Chester Road.....	Radnor	PA	1983	71,349	100.0%	2,278	37.70
170 Radnor Chester Road.....	Radnor	PA	1983	68,143	100.0%	2,519	40.19
610 Freedom Business Center..... (d)	King Of Prussia	PA	1985	62,991	100.0%	1,307	25.34
1180 Swedesford Road.....	Berwyn	PA	1987	60,371	78.7%	1,063	26.88
1160 Swedesford Road.....	Berwyn	PA	1986	60,099	100.0%	1,495	27.86
100 Berwyn Park.....	Berwyn	PA	1986	57,730	100.0%	1,203	24.69
650 Park Avenue.....	King Of Prussia	PA	1968/1999	54,338	52.4%	469	19.02
1100 Cassett Road.....	Berwyn	PA	1997	43,480	100.0%	1,212	31.18
600 Park Avenue.....	King Of Prussia	PA	1964/2007	39,000	100.0%	234	6.06
200 Radnor Chester Road..... (e)	Radnor	PA	2014	17,884	100.0%	799	62.22
SUBTOTAL - "SAME STORE PROPERTY PORTFOLIO"				4,562,243	92.5%	\$ 115,135	\$ 30.26
"RECENTLY COMPLETED/ACQUIRED PROPERTIES"							
933 First Avenue.....	King of Prussia	PA	2017	111,053	100.0%	\$ 3,652	\$ 32.32
500 North Gulph Road.....	King of Prussia	PA	1979/2018	100,820	100.0%	175	34.16
200 Barr Harbor Drive.....	W. Conshohocken	PA	1998	86,021	97.6%	2,595	34.18
SUBTOTAL - "RECENTLY COMPLETED/ACQUIRED PROPERTIES"				297,894	99.3%	\$ 6,422	\$ 33.45
SUBTOTAL - PENNSYLVANIA SUBURBS SEGMENT				4,860,137	92.9%	\$ 121,557	\$ 30.46
PHILADELPHIA CENTRAL BUSINESS DISTRICT SEGMENT							
"SAME STORE PROPERTY PORTFOLIO"							
Three Logan Square (1717 Arch Street).....	Philadelphia	PA	1990	1,029,413	98.2%	\$ 26,874	\$ 36.34

	Location	State	Year Built/ Renovated	Net Rentable Square Feet	Percentage Leased as of December 31, 2018 (a)	Total Base Rent for the Twelve Months Ended December 31, 2018 (b) (000's)	Average Annualized Rental Rate as of December 31, 2018 (c)
Two Commerce Square (2001 Market Street).....	Philadelphia	PA	1992	953,276	95.5%	18,702	30.46
One Commerce Square (2005 Market Street).....	Philadelphia	PA	1987	942,866	99.8%	17,629	32.85
Cira Centre (2929 Arch Street)....	Philadelphia	PA	2005	730,187	96.6%	25,466	38.39
Two Logan Square (100 North 18th Street)..... (f)	Philadelphia	PA	1988	708,844	98.8%	17,991	35.00
One Logan Square (130 North 18th Street).....	Philadelphia	PA	1989	595,041	99.6%	14,201	35.46
3020 Market Street (d)	Philadelphia	PA	2008	190,925	100.0%	4,694	27.65
618-634 Market Street (g), (h)	Philadelphia	PA	1966	15,878	76.1%	253	27.07
Cira Centre South Garage (2930 Chestnut Street) (g), (i)	Philadelphia	PA	2010	-	0.0%	-	-
SUBTOTAL - "SAME STORE PROPERTY PORTFOLIO"				5,166,430	98.0%	\$ 125,810	\$ 34.27
"RECENTLY COMPLETED/ACQUIRED PROPERTIES"							
2929 Walnut Street (FMC Tower at Cira Centre South) (d), (g), (j)	Philadelphia	PA	2016	625,863	100.0%	\$ 24,497	\$ 47.11
1900 Market Street	Philadelphia	PA	2015	456,922	95.1%	13,545	35.18
3000 Market Street	Philadelphia	PA	1988	58,587	80.8%	1205	36.46
SUBTOTAL - "RECENTLY COMPLETED/ACQUIRED PROPERTIES"				1,141,372	97.1%	\$ 39,247	\$ 42.38
SUBTOTAL - PHILADELPHIA CENTRAL BUSINESS DISTRICT				6,307,802	97.8%	\$ 165,057	\$ 35.68
METROPOLITAN WASHINGTON D.C. SEGMENT "SAME STORE PROPERTY PORTFOLIO"							
1676 International Drive.....	McLean	VA	1999	299,387	96.1%	\$ 9,987	\$ 40.71
2340 Dulles Corner Boulevard	Herndon	VA	1987	264,405	100.0%	8,441	32.07
1900 Gallows Road.....	Vienna	VA	1989	210,632	96.5%	5,872	31.57
6600 Rockledge Drive (d)	Bethesda	MD	1981	160,173	100.0%	4,597	30.42
8260 Greensboro Drive.....	McLean	VA	1980	158,961	94.2%	3,895	28.72
8521 Leesburg Pike	Vienna	VA	1984	150,897	78.5%	3,453	30.27
2273 Research Boulevard.....	Rockville	MD	1999	147,689	78.1%	3,085	29.04
2275 Research Boulevard.....	Rockville	MD	1990	147,650	86.7%	3,637	28.81
2277 Research Boulevard.....	Rockville	MD	1986	138,095	93.2%	3487	27.86
SUBTOTAL - "SAME STORE PROPERTY PORTFOLIO"				1,677,889	92.7%	\$ 46,454	\$ 32.14
SUBTOTAL - METROPOLITAN WASHINGTON D.C. SEGMENT				1,677,889	92.7%	\$ 46,454	\$ 32.14
AUSTIN, TX SEGMENT "SAME STORE PROPERTY PORTFOLIO"							
11501 Burnet Road - Building 1..	Austin	TX	1991	202,850	100.0%	\$ 3,404	\$ 26.73
11501 Burnet Road - Building 5..	Austin	TX	1991	199,108	100.0%	3,212	24.69
11501 Burnet Road - Building 3..	Austin	TX	1991	198,306	100.0%	3,276	26.04
11501 Burnet Road - Building 2..	Austin	TX	1991	143,896	100.0%	3,891	28.15
11501 Burnet Road - Building 4..	Austin	TX	1991	142,386	100.0%	2,387	26.31
11501 Burnet Road - Building 8..	Austin	TX	1991	81,115	100.0%	744	17.18
SUBTOTAL - "SAME STORE PROPERTY PORTFOLIO"				967,661	100.0%	\$ 16,914	\$ 25.52
"RECENTLY COMPLETED/ACQUIRED PROPERTIES"							
1301 South MoPac Expressway ..	Austin	TX	2001	222,580	100.0%	\$ 280	\$ 36.86
1601 South MoPac Expressway ..	Austin	TX	2000	195,639	81.0%	219	37.74

	Location	State	Year Built/ Renovated	Net Rentable Square Feet	Percentage Leased as of December 31, 2018 (a)	Total Base Rent for the Twelve Months Ended December 31, 2018 (b) (000's)	Average Annualized Rental Rate as of December 31, 2018 (c)
1501 South MoPac Expressway ..	Austin	TX	1999	195,324	100.0%	266	39.51
11305 Four Points Drive.....	Austin	TX	2008	192,396	94.0%	218	35.10
1221 South MoPac Expressway ..	Austin	TX	2001	173,302	100.0%	224	38.44
11501 Burnet Road - Building 6..	Austin	TX	2018	144,249	98.2%	2,673	28.94
4516 Seton Center Parkway.....	Austin	TX	1998	120,559	100.0%	87	33.70
6500 River Place Boulevard - Building 2	Austin	TX	2000	114,491	97.5%	115	34.69
6500 River Place Boulevard - Building 3	Austin	TX	2000	113,465	100.0%	119	32.86
6500 River Place Boulevard - Building 4	Austin	TX	2000	87,639	100.0%	90	31.89
6500 River Place Boulevard - Building 1	Austin	TX	2000	76,529	100.0%	86	34.42
6500 River Place Boulevard - Building 7	Austin	TX	2002	69,119	100.0%	81	34.28
6500 River Place Boulevard - Building 5	Austin	TX	2001	67,601	100.0%	86	37.94
6500 River Place Boulevard - Building 6	Austin	TX	2001	62,038	100.0%	65	34.07
SUBTOTAL - "RECENTLY COMPLETED/ACQUIRED PROPERTIES"				1,834,931	97.0%	\$ 4,609	\$ 35.52
SUBTOTAL - AUSTIN, TX SEGMENT				2,802,592	98.1%	\$ 21,523	\$ 31.93
OTHER SEGMENT							
"SAME STORE PROPERTY PORTFOLIO"							
300 Delaware Avenue.....	Wilmington	DE	1989	298,071	70.6%	\$ 2,539	\$ 15.86
920 North King Street.....	Wilmington	DE	1989	203,328	99.8%	3,814	28.16
Main Street - Piazza.....	Voorhees	NJ	1990	44,708	100.0%	718	22.06
Main Street - Promenade	Voorhees	NJ	1988	31,445	67.7%	223	16.30
7 Foster Avenue.....	Gibbsboro	NJ	1983	22,158	66.8%	166	17.25
10 Foster Avenue.....	Gibbsboro	NJ	1983	18,651	95.7%	230	13.04
5 U.S. Avenue..... (g)	Gibbsboro	NJ	1987	5,000	100.0%	32	6.37
5 Foster Avenue.....	Gibbsboro	NJ	1968	2,000	100.0%	-	-
SUBTOTAL - "SAME STORE PROPERTY PORTFOLIO"				625,361	83.0%	\$ 7,722	\$ 20.93
SUBTOTAL - OTHER SEGMENT				625,361	83.0%	\$ 7,722	\$ 20.93
TOTAL CORE PORTFOLIO.....				16,273,781	95.3%	\$ 362,313	\$ 32.63

- (a) Calculated by dividing net rentable square feet included in leases signed on or before December 31, 2018 at the property by the aggregate net rentable square feet of the property.
- (b) "Total Base Rent" for the twelve months ended December 31, 2018 represents base rents earned during such period, including tenant reimbursements, and excluding parking income, tenant inducements and deferred market rent adjustments.
- (c) "Average Annualized Rental Rate" is calculated by taking the sum of the annualized current base rent as of December 31, 2018 plus the annualized current billable operating expense reimbursements excluding tenant electricity divided by the total square feet occupied as of December 31, 2018.
- (d) These properties are subject to a ground lease with a third party.
- (e) This property is retail.
- (f) We hold our interest in Two Logan Square (100 North 18th Street - Philadelphia, Pennsylvania) through our ownership of second and third mortgages that are secured by this property and that are junior to a first mortgage held by a third party lender. Our ownership of these two mortgages currently provides us with all of the cash flows from Two Logan Square after the payment of operating expenses and debt service on the first mortgage.
- (g) These properties are mixed-use.
- (h) This is a 330-space parking garage facility that also contains retail space.
- (i) This is a 1,662-space parking garage facility.
- (j) Percentage leased and total base rent represents office component only.

The following table shows information regarding rental rates and lease expirations for the Properties, excluding development and redevelopment properties, at December 31, 2018 and assumes that none of the tenants exercise renewal options or termination rights, if any, at or prior to scheduled expirations:

Year of Lease Expiration December 31,	Number of Leases Expiring Within the Year	Rentable Square Footage Subject to Expiring Leases	Final Annualized Base Rent Under Expiring Leases (a)	Final Annualized Base Rent Per Square Foot Expiring Leases	Percentage of Total Final Annualized Base Rent Under Expiring Leases	Cumulative Total
2018 (b)	16	30,981	\$ 940,766	\$ 16.14	0.0%	0.0%
2019	132	935,338	30,564,504	32.68	5.5%	5.5%
2020	146	1,555,990	51,204,068	32.91	9.3%	14.8%
2021	137	1,453,473	47,601,464	32.75	8.6%	23.4%
2022	124	2,194,635	74,176,425	33.80	13.4%	36.8%
2023	97	1,145,793	40,476,491	35.33	7.3%	44.1%
2024	79	1,728,889	62,364,630	36.07	11.3%	55.4%
2025	45	785,384	30,270,785	38.54	5.5%	60.9%
2026	51	1,072,792	38,134,399	35.55	6.9%	67.8%
2027	34	777,899	31,173,618	40.07	5.6%	73.4%
2028	19	720,792	24,945,356	34.61	4.5%	77.9%
2029 and thereafter	50	2,777,897	120,991,428	43.56	22.1%	100.0%
	<u>930</u>	<u>15,179,863</u>	<u>\$ 552,843,933</u>	<u>\$ 36.39</u>	<u>100.0%</u>	

- (a) "Final Annualized Base Rent" for each lease scheduled to expire represents the cash rental rate of base rents, including tenant reimbursements, in the final month prior to expiration multiplied by 12. Tenant reimbursements generally include payment of a portion of real estate taxes, operating expenses and common area maintenance and utility charges.
- (b) Relates to existing month-to-month tenancy leases and to expired leases, which converted to month-to-month tenancies until a written notice to vacate is provided by us or until a new lease agreement is agreed upon with the tenant. Final Annualized Base Rent Under Expiring Leases includes \$0.4 million for which there is no square footage. Leases for which there is no square footage are excluded from the calculation of Final Annualized Base Rent Per Square Foot Expiring Leases.

The following table sets forth information regarding leases at the Properties, excluding development and redevelopment properties, with the largest 20 tenants based upon Annualized Base Rent as of December 31, 2018:

Tenant Name (a)	Number of Leases	Weighted Average Remaining Lease Term Months	Aggregate Leased Square Feet	Percentage of Aggregate Leased Square Feet	Annualized Base Rent (in 000) (b)	Percentage of Aggregate Annualized Base Rent
IBM, Inc.....	1	41	839,652	5.5%	\$ 22,346	4.5%
Comcast Corporation.....	7	41	487,951	3.2%	17,385	3.5%
FMC Corporation	1	162	228,025	1.5%	10,258	2.1%
CSL Behring LLC	6	116	373,263	2.5%	10,239	2.1%
Pepper Hamilton LLP.....	2	109	285,906	1.9%	9,998	2.0%
Lincoln National Management Co.	1	63	228,447	1.5%	8,484	1.7%
Northrup Grumman Corporation.....	1	57	254,197	1.7%	8,201	1.7%
KPMG LLP.....	2	12	189,282	1.2%	8,145	1.6%
Macquarie US.....	1	19	223,355	1.5%	7,582	1.5%
Dechert LLP.....	1	25	191,208	1.3%	7,386	1.5%
Independence Blue Cross, LLC.....	1	184	227,974	1.5%	6,813	1.4%
The Trustees of the University of Pennsylvania.....	2	167	153,937	1.0%	6,195	1.3%
General Services Administration — U.S. Govt. (c).....	6	64	30,092	0.2%	5,739	1.2%
Blank Rome LLP.....	1	37	196,689	1.3%	5,619	1.1%
Drinker Biddle & Reath LLP.....	1	130	147,298	1.0%	5,329	1.1%
PricewaterhouseCoopers LLP.....	1	136	161,450	1.1%	5,224	1.1%
Reliance Standard Life Insurance Company	2	36	147,202	1.0%	4,679	0.9%
VWR Management Services LLC.....	1	72	149,858	1.0%	4,661	0.9%
Reed Smith LLP.....	1	135	129,996	0.9%	4,625	0.9%
SHI International Corporation.....	1	15	110,399	0.7%	4,510	0.9%
Consolidated Total/Weighted Average	<u>40</u>	<u>75</u>	<u>4,756,181</u>	<u>31.5%</u>	<u>\$ 163,418</u>	<u>33.0%</u>

- (a) The identified tenant includes affiliates of the tenant in certain circumstances.
- (b) Annualized Base Rent represents the monthly base rent, including tenant reimbursements, for each lease in effect at December 31, 2018 multiplied by 12. Tenant reimbursements generally include payment of a portion of real estate taxes, operating expenses and common area maintenance and utility charges.
- (c) Annualized rent includes \$4.7 million related to parking for which there is no square footage included in Aggregate Leased Square Feet.

Real Estate Ventures

As of December 31, 2018, we owned economic interests in ten unconsolidated Real Estate Ventures for an aggregate investment balance of \$169.1 million. We formed or acquired interests in these Real Estate Ventures with unaffiliated third parties to develop or manage office, residential, and/or mixed-use properties or to acquire land in anticipation of the possible development of office, residential, and/or mixed-use properties. As of December 31, 2018, six of the real estate ventures owned properties that contain an aggregate of approximately 5.8 million net rentable square feet of office space; two real estate ventures owned 1.4 acres of land held for development; one real estate venture owned 1.3 acres of land in active development; and one real estate venture owned a residential tower that contains 321 apartment units.

We account for our investments in these Real Estate Ventures using the equity method. For further information regarding Real Estate Ventures, see Note 4, “*Investment in Unconsolidated Real Estate Ventures*,” to our Consolidated Financial Statements.

Item 3. Legal Proceedings

We are involved from time to time in legal proceedings, including tenant disputes, disputes with vendors, employee disputes and disputes arising out of agreements to purchase or sell properties or joint ventures and disputes relating to state and local taxes. We generally consider these disputes to be routine to the conduct of our business and management believes that the final outcome of such proceedings will not have a material adverse effect on our financial position, results of operations or liquidity.

Item 4. Mine Safety Disclosures

Not applicable.

PART II

Item 5. Market for Registrant's Common Equity, Related Shareholder Matters and Issuer Purchases of Equity Securities

The common shares of Brandywine Realty Trust are traded on the New York Stock Exchange ("NYSE") under the symbol "BDN." There is no established trading market for units of partnership interests in the Operating Partnership. On February 15, 2019, there were 589 holders of record of our common shares and 23 holders of record (in addition to Brandywine Realty Trust) of Class A units of limited partnership interest in the Operating Partnership. On February 15, 2019, the last reported sales price of the common shares on the NYSE was \$15.97. The following table sets forth the quarterly high and low sales price per common share reported on the NYSE for the indicated periods and the distributions paid by us with respect to each such period.

For each quarter in 2018 and 2017, the Operating Partnership paid a cash distribution per Class A unit in an amount equal to the dividend paid on a common share for each such quarter.

In order to maintain the status of Brandywine Realty Trust as a REIT, we must make annual distributions to shareholders of at least 90% of our taxable income (not including net capital gains). Future distributions will be declared at the discretion of our Board of Trustees and will depend on our actual cash flow, financial condition and capital requirements, the annual distribution requirements under the REIT provisions of the Internal Revenue Code and such other factors as our Board of Trustees deem relevant. Our credit facilities contain certain restrictions on the payment of dividends. Those restrictions permit us to pay dividends to the greater of (i) an aggregate amount required by us to retain our qualification as a REIT for Federal income tax purposes and (ii) 95% of our funds from operations, (FFO). See Item 7., "*Selected Financial Data – Liquidity*," and Note 7, "*Debt Obligations*," to our Consolidated Financial Statements for further details.

Our Board of Trustees has adopted a dividend policy designed such that our quarterly distributions are consistent with our normalized annualized taxable income. On December 6, 2018, our Board declared a quarterly dividend distribution of \$0.19 per common share that was paid on January 22, 2019. Dividends declared for each of the first three quarters of 2018 were in the amount of \$0.18 per common share. We expect to make future quarterly distributions to shareholders; however, the timing and amount of future distributions will be at the discretion of our Board and will depend on our actual funds from operations, financial condition and capital requirements and the annual distribution requirements under the REIT provisions of the Code.

The following table provides information as of December 31, 2018, with respect to compensation plans (including individual compensation arrangements) under which our common shares are authorized for issuance:

Plan category	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
Equity compensation plans approved by security holders (1) ..	964,359	\$ 9.13	6,500,000
Equity compensation plans not approved by security holders	—	—	866,306
Total	<u>964,359</u>	<u>\$ 9.13</u>	<u>7,366,306</u>

(1) Relates to our Amended and Restated 1997 Long-Term Incentive Plan (the "1997 Plan") and 46,667 options awarded prior to the adoption of the 1997 Plan. Under the 1997 Plan, as amended, the number of common shares remaining available for awards under the 1997 Plan was 7,366,306 as of December 31, 2018.

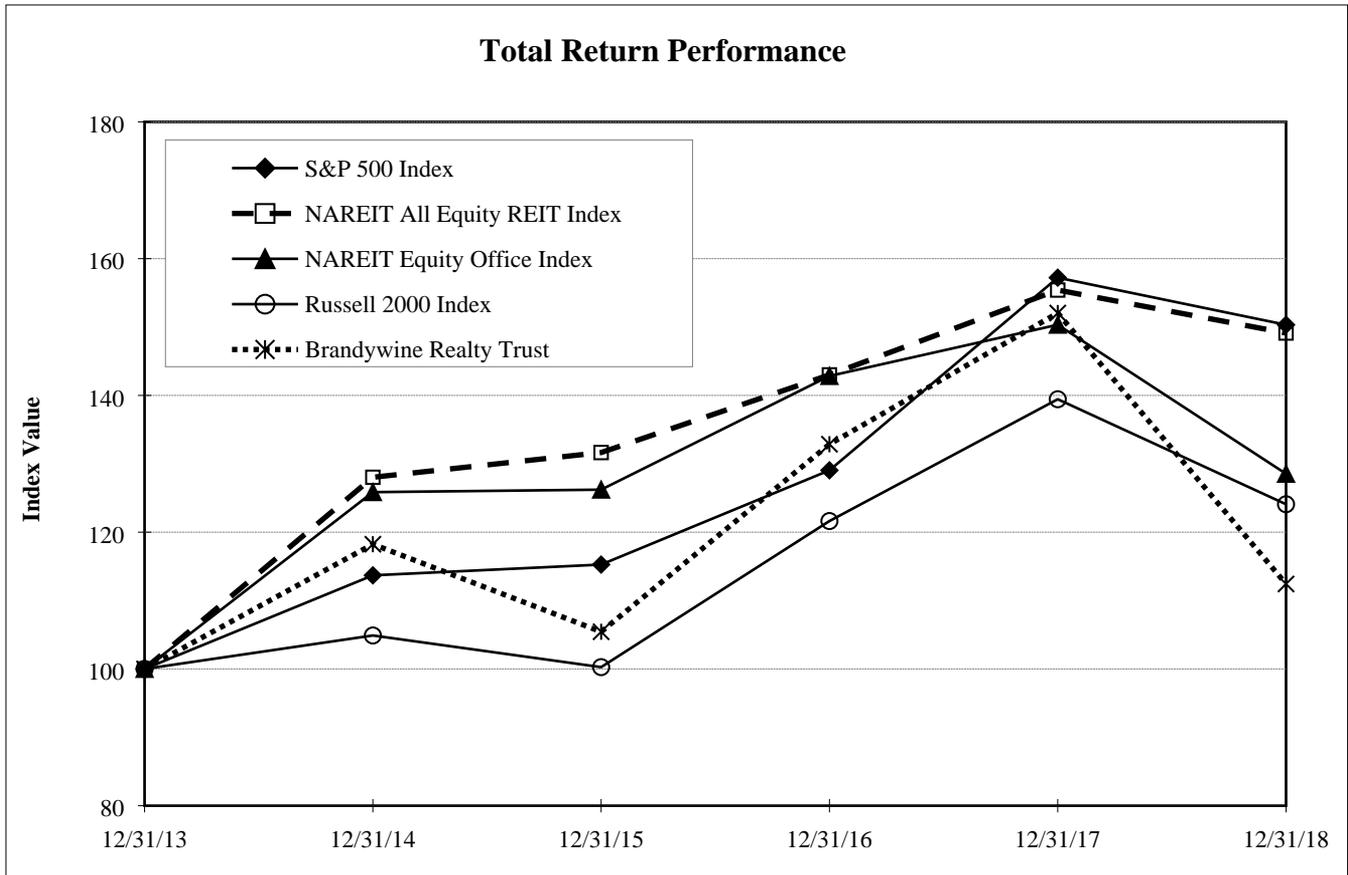
The Parent Company maintains a common share repurchase program under which the Board of Trustees has authorized the Parent Company to repurchase common shares. On January 3, 2019, the Board of Trustees replenished this program by authorizing the Parent Company to repurchase up to \$150 million common shares under the program from and after January 3, 2019. During the year ended 2018, we repurchased and retired 1,729,278 common shares at an average price of \$12.64 per share, totaling \$21.9 million. During the years ended December 31, 2017 and 2016, there were no share repurchases under the program. Repurchases under the program may

be made from time to time in our discretion on the open market or through privately negotiated transactions. The repurchase program has no time limit and may be suspended or discontinued at any time without notice.

In 2018, we redeemed 496,928 Class A units of limited partnership interest held by unaffiliated third parties for total cash payments of \$7.0 million.

SHARE PERFORMANCE GRAPH

The SEC requires us to present a chart comparing the cumulative total shareholder return on the common shares with the cumulative total shareholder return of (i) a broad equity index and (ii) a published industry or peer group index. The following chart compares the cumulative total shareholder return for the common shares with the cumulative shareholder return of companies on (i) the S&P 500, (ii) the Russell 2000, (iii) the NAREIT All Equity REIT Index and (iv) the NAREIT Equity Office Index for the period beginning December 31, 2013 and ending December 31, 2018 and assumes an investment of \$100, with reinvestment of all dividends, has been made in the common shares and in each index on December 31, 2013.



<i>Index</i>	<i>Period Ending</i>					
	12/31/13	12/31/14	12/31/15	12/31/16	12/31/17	12/31/18
S&P 500 Index.....	100.00	113.69	115.26	129.05	157.22	150.33
NAREIT All Equity REIT Index.....	100.00	128.03	131.64	143.00	155.41	149.12
NAREIT Equity Office Index.....	100.00	125.86	126.22	142.84	150.33	128.54
Russell 2000 Index	100.00	104.89	100.26	121.63	139.44	124.09
Brandywine Realty Trust.....	100.00	118.24	105.44	132.86	152.05	112.42

Item 6. Selected Financial Data

The following table sets forth selected financial and operating data and should be read in conjunction with the financial statements and related notes and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” included in this report.

Brandywine Realty Trust

(in thousands, except per common share data and number of properties)

Years Ended December 31,	2018	2017	2016	2015	2014
Operating Results					
Total revenue.....	\$ 544,345	\$ 520,493	\$ 525,463	\$ 602,631	\$ 596,982
Income (loss) from continuing operations ..	137,289	121,859	40,501	(30,740)	6,024
Net income (loss)	137,289	121,859	40,501	(30,740)	6,942
Income (loss) allocated to Common Shares	135,955	115,310	32,950	(37,630)	(274)
Income (loss) from continuing operations per Common Share					
Basic	\$ 0.76	\$ 0.66	\$ 0.19	\$ (0.21)	\$ (0.01)
Diluted.....	\$ 0.76	\$ 0.65	\$ 0.19	\$ (0.21)	\$ (0.01)
Earnings (loss) per Common Share					
Basic	\$ 0.76	\$ 0.66	\$ 0.19	\$ (0.21)	\$ -
Diluted	\$ 0.76	\$ 0.65	\$ 0.19	\$ (0.21)	\$ -
Cash distributions declared per Common Share.....	\$ 0.73	\$ 0.66	\$ 0.63	\$ 0.60	\$ 0.60
Balance Sheet Data					
Real estate investments, net of accumulated depreciation.....	\$ 3,364,520	\$ 3,156,687	\$ 3,182,251	\$ 3,225,427	\$ 3,827,826
Total assets	4,098,521	3,995,448	4,099,213	4,554,511	4,835,210
Total indebtedness.....	2,028,046	1,930,828	2,013,112	2,384,717	2,427,345
Total liabilities	2,265,948	2,148,848	2,215,776	2,602,420	2,675,884
Noncontrolling interest	12,320	17,420	17,093	18,166	18,499
Brandywine Realty Trust’s equity	1,820,253	1,829,180	1,866,344	1,933,925	2,140,827
Other Data					
Cash flows from (a):					
Operating activities.....	\$ 227,349	\$ 182,581	\$ 173,800	\$ 197,154	\$ 188,999
Investing activities.....	(214,506)	79,801	500,910	(166,452)	(270,785)
Financing activities.....	(193,074)	(253,558)	(536,786)	(231,510)	76,081
Funds from operations (FFO) (b).....	247,693	229,219	166,979	261,793	227,662
Property Data					
Number of properties owned at year end	97	93	113	179	200
Net rentable square feet owned at year end	16,777	16,412	17,618	23,015	25,083

Brandywine Operating Partnership, L.P.

(in thousands, except per common partnership unit data and number of properties)

Years Ended December 31,	2018	2017	2016	2015	2014
Operating Results					
Total revenue.....	\$ 544,345	\$ 520,493	\$ 525,463	\$ 602,631	\$ 596,982
Income (loss) from continuing operations ..	137,289	121,859	40,501	(30,740)	6,024
Net income (loss)	137,289	121,859	40,501	(30,740)	6,942
Income (loss) from continuing operations per Common Partnership Unit					
Basic	\$ 0.76	\$ 0.66	\$ 0.19	\$ (0.21)	\$ (0.01)
Diluted	\$ 0.76	\$ 0.65	\$ 0.19	\$ (0.21)	\$ (0.01)
Income (loss) per Common Partnership Unit					
Basic	\$ 0.76	\$ 0.66	\$ 0.19	\$ (0.21)	\$ -
Diluted	\$ 0.76	\$ 0.65	\$ 0.19	\$ (0.21)	\$ -
Cash distributions declared per Common Partnership Unit	\$ 0.73	\$ 0.66	\$ 0.63	\$ 0.60	\$ 0.60
Balance Sheet Data					
Real estate investments, net of accumulated depreciation.....	\$ 3,364,520	\$ 3,156,687	\$ 3,182,251	\$ 3,225,427	\$ 3,827,826
Total assets	4,098,521	3,995,448	4,099,213	4,554,511	4,835,210
Total indebtedness.....	2,028,046	1,930,828	2,013,112	2,384,717	2,427,345
Total liabilities	2,265,948	2,148,848	2,215,776	2,602,420	2,675,884
Redeemable limited partnership units	12,520	26,918	23,795	22,114	24,571
Brandywine Operating Partnership's equity	1,817,861	1,817,467	1,857,492	1,927,945	2,133,745
Noncontrolling interest	2,192	2,215	2,150	2,032	1,010
Other Data					
Cash flows from (a):					
Operating activities.....	\$ 227,349	\$ 182,581	\$ 173,800	\$ 197,154	\$ 188,999
Investing activities.....	(214,506)	79,801	500,910	(166,452)	(270,785)
Financing activities.....	(193,074)	(253,558)	(536,786)	(231,510)	76,081
Funds from operations (FFO) (b).....	247,693	229,219	166,979	261,793	227,662
Property Data					
Number of properties owned at year end	97	93	113	179	200
Net rentable square feet owned at year end	16,777	16,412	17,618	23,015	25,083

- (a) During the first quarter of 2018, we adopted Financial Accounting Standards Board (the "FASB") ASU No. 2016-18, *Restricted Cash a consensus of the FASB Emerging Issues Task Force* ("ASU 2016-18"), which required us to reclassify restricted cash balances to be included with cash and cash equivalents balances as of the beginning and end of each period presented in the consolidated statements of cash flows. There was no other impact from the adoption of this guidance.
- (b) See Item 7., "Management's Discussion and Analysis of Financial Condition and Results of Operations - Liquidity and Capital Resources - Funds From Operations (FFO)," for a discussion and definition of FFO and a reconciliation of net income (loss) attributable to common share and unit holders to FFO.

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following discussion should be read in conjunction with the Consolidated Financial Statements appearing elsewhere herein and is based primarily on our Consolidated Financial Statements for the years ended December 31, 2018, 2017 and 2016. This report including the following discussion, contains forward-looking statements, which we intend to be covered by the safe-harbor provisions of Section 27A of the Securities Act of 1933, as amended and Section 21E of the Securities Exchange Act of 1934, as amended. The words "anticipate," "believe," "estimate," "expect," "intend," "will," "should" and similar expressions, as they relate to us, are intended to identify forward-looking statements. Although we believe that the expectations reflected in such forward-looking statements are based on reasonable assumptions, we can give no assurance that our expectations will be achieved. These forward-looking statements are inherently uncertain, and actual results may differ from expectations. "See "Forward-Looking Statements" immediately before Part I of this report.

OVERVIEW

We are a self-administered and self-managed REIT that provides leasing, property management, development, redevelopment, acquisition and other tenant-related services for a portfolio of office, residential, retail and mixed-use properties. As of December 31, 2018, we owned 97 properties that contained an aggregate of approximately 16.8 million net rentable square feet (collectively, the Properties). Our core portfolio of operating properties, as of December 31, 2018, excludes one development property and three redevelopment properties under construction or committed for construction (collectively, the Core Properties). The Properties were comprised of the following as of December 31, 2018:

	<u>Number of Properties</u>	<u>Rentable Square Feet</u>	<u>Percentage Occupied</u>	<u>Percentage Leased</u>
Office properties.....	88	15,609,156		
Mixed-use properties.....	4	646,741		
Retail property.....	1	17,884		
Core Properties.....	93	16,273,781	93.3%	95.3%
Development property.....	1	164,818		
Redevelopment properties.....	3	338,650		
The Properties.....	<u>97</u>	<u>16,777,249</u>		

In addition, as of December 31, 2018, we owned economic interests in ten unconsolidated real estate ventures (collectively, the “Real Estate Ventures”), six of which own properties that contain an aggregate of approximately 5.8 million net rentable square feet of office space; two of which own, in aggregate, 1.4 acres of land held for development; one that owns 1.3 acres in active development; and one that owns a residential tower that contains 321 apartment units.

In addition to our Properties, as of December 31, 2018, we owned land held for development, comprised of 237.4 acres of undeveloped land, of which 37.9 acres were held for sale, 1.8 acres related to leasehold interests in two land parcels each acquired through prepaid 99-year ground leases, and held options to purchase approximately 55.5 additional acres of undeveloped land. As of December 31, 2018, the total potential development that these land parcels could support under current zoning and entitlements, including the parcels under option, amounted to an estimated 14.3 million square feet, of which 0.4 million square feet relates to 37.9 acres held for sale. The Properties and the properties owned by the Real Estate Ventures are located in or near Philadelphia, Pennsylvania; Austin, Texas; Metropolitan Washington, D.C.; Southern New Jersey; and Wilmington, Delaware.

We conduct our third-party real estate management services business primarily through wholly-owned management company subsidiaries. As of December 31, 2018, the management company subsidiaries were managing properties containing an aggregate of approximately 24.8 million net rentable square feet, of which approximately 16.8 million net rentable square feet related to Properties that we own and consolidate and approximately 8.0 million net rentable square feet related to properties owned by third parties and the Real Estate Ventures. Unless otherwise indicated, all references in this Form 10-K to “square feet” represent the rentable area. We do not have any foreign operations and our business is not seasonal. Our operations are not dependent on a single tenant or a few tenants and no single tenant accounted for more than 10% of our total 2018 revenue.

During the twelve months ended December 31, 2018, we owned and managed properties within five markets: (1) Philadelphia Central Business District (“Philadelphia CBD”), (2) Pennsylvania Suburbs, (3) Austin, Texas, (4) Metropolitan Washington, D.C., and (5) Other. The Philadelphia CBD segment includes properties located in the City of Philadelphia in Pennsylvania. The Pennsylvania Suburbs segment includes properties in Chester, Delaware and Montgomery counties in the Philadelphia suburbs. The Austin, Texas segment includes properties in the City of Austin, Texas. The Metropolitan Washington, D.C. segment includes properties in Northern Virginia, Washington, D.C. and southern Maryland. The Other segment includes properties in Camden County in New Jersey and properties in New Castle County in Delaware. In addition to the five markets, our corporate group is responsible for cash and investment management, development of certain real estate properties during the construction period, and certain other general support functions.

We generate cash and revenue from leases of space at our properties and, to a lesser extent, from the management of properties owned by third parties and from investments in the Real Estate Ventures. Factors that we evaluate when leasing space include rental rates, costs of tenant improvements, tenant creditworthiness, current and expected operating costs, the length of the lease term, vacancy levels and demand for office and industrial space. We also generate cash through sales of assets, including assets that we do not view as part of our Core Properties, either because of location or expected growth potential, and assets that are commanding premium prices from third party investors.

The following highlights our financial results for the year ended December 31, 2018:

- Net income available to common shareholders increased by \$20.7 million to \$136.0 million for the year ended December 31, 2018, as compared to the corresponding period in 2017.
- Funds from operations available to common share and unit holders (“FFO”), a non-GAAP financial measure, increased to \$247.7 million or \$1.37 per diluted share for the year ended December 31, 2018, from \$229.2 million or \$1.29 per diluted share for the year ended December 31, 2017 (see additional disclosure in the “*Funds From Operations (FFO)*” section below).

- Same Store net operating income, a non-GAAP financial measure, decreased 2.2% for the year ended December 31, 2018, as compared to the corresponding period in 2017 (see additional disclosure on Same Store net operating income in “Results of Operations” section below).
- Core Occupancy increased from 92.9% at December 31, 2017, to 93.3% at December 31, 2018.
- We increased our quarterly dividend from \$0.18 to \$0.19 per share for a 5.6% annualized increase.
- We used liquidity generated from additional net sales activity to opportunistically repurchase over 1.7 million common shares at a weighted-average price of \$12.64 per share which is well below our current net asset value.

Factors that May Influence Future Results of Operations

Global Market and Economic Conditions

In the U.S., market and economic conditions have been improving, characterized by more availability to credit, increasing interest rates and modest growth. While recent economic data reflects modest growth, the cost and availability of credit may be adversely affected by illiquid credit markets and wider credit spreads. Volatility in the U.S. and international markets and economies may adversely affect our liquidity and financial condition, and the liquidity and financial condition of our tenants. Any adverse market conditions may limit our ability, as well as the ability of our tenants, to timely refinance maturing liabilities and access capital markets to meet liquidity needs.

Real Estate Asset Valuation

General economic conditions and the resulting impact on market conditions or a downturn in tenants’ businesses may adversely affect the value of our assets. Challenging economic conditions in the U.S., declining demand for leased office, retail, or mixed-use properties and/or a decrease in market rental rates and/or market values of real estate assets in our submarkets could have a negative impact on the value of our Properties. If we were required under GAAP to write down the carrying value of any of our Properties due to impairment, or if as a result of an early lease termination we were required to remove or dispose of material amounts of tenant improvements that are not reusable to another tenant, our financial condition and results of operations could be negatively affected.

Leasing Activity and Rental Rates

The amount of net rental income generated by our Properties depends principally on our ability to maintain the occupancy rates of currently leased space and to lease currently available space, newly developed or redeveloped properties and space available from unscheduled lease terminations. The amount of rental income we generate also depends on our ability to maintain or increase rental rates in our submarkets. Negative trends in one or more of these factors could adversely affect our rental income in future periods.

Equity Method Investment Valuation

Our equity method investments, consisting of our investments in unconsolidated Real Estate Ventures, may be adversely affected by changes in the real estate markets in which they operate. Under the equity method, investments in unconsolidated Real Estate Ventures are recorded initially at cost and subsequently adjusted for equity in earnings, cash contributions, less distributions and impairments. As required under accounting rules, we periodically evaluate and assess our equity method investments for other than temporary impairment. In valuing our equity method investments, fair value is determined through various valuation techniques, including but not limited to, discounted cash flow models, quoted market values and third party appraisals. However, such quoted data and other market information can vary, even for the same properties. To the extent that the real estate markets deteriorate or we are unable to lease our development projects, it could result in declines in the fair value of our equity method investments that are other than temporary and, we may realize losses that never materialize or we may fail to recognize losses in the appropriate period. Rapidly changing conditions in the real estate markets in which we operate increase the complexity of valuing our equity method investments. Our judgments and methodologies materially impact the valuation of the investments as reported in our financial statements.

Development and Redevelopment Programs

Historically, a significant portion of our growth has come from our development and redevelopment efforts. We have a proactive planning process by which we continually evaluate the size, timing, costs and scope of our development and redevelopment programs and, as necessary, scale activity to reflect the economic conditions and the real estate fundamentals that exist in our strategic submarkets. We are currently proceeding with certain development and redevelopment projects, and we take a cautious and selective approach when determining if a certain development or redevelopment project will benefit our portfolio.

In addition, we may be unable to lease committed development or redevelopment properties at underwritten rental rates or within projected timeframes or complete development or redevelopment properties on schedule or within budgeted amounts, which could adversely affect our financial condition, results of operations and cash flow.

Financial and Operating Performance

Our financial and operating performance is dependent upon the demand for office, residential and retail space in our markets, our leasing results, our acquisition, disposition and development activity, our financing activity, our cash requirements and economic and market conditions, including prevailing interest rates.

Adverse changes in economic conditions could result in a reduction of the availability of financing and potentially in higher borrowing costs. Vacancy rates may increase, and rental rates may decline, during 2019 and possibly beyond as the current economic climate may negatively impact tenants.

Overall economic conditions, including but not limited to higher unemployment and deteriorating financial and credit markets, could have a dampening effect on the fundamentals of our business, including increases in past due accounts, tenant defaults, lower occupancy and reduced effective rents. These adverse conditions would negatively affect our future net income and cash flows and could have a material adverse effect on our financial condition. We believe that the quality of our assets and our strong balance sheet will enable us to raise debt capital, if necessary, in various forms and from different sources, including a traditional term or secured loans from banks, pension funds and life insurance companies. However, there can be no assurance that we will be able to borrow funds on terms that are economically attractive or at all.

The table below summarizes selected operating and leasing statistics of our wholly owned operating properties for the year ended December 31, 2018:

	Year Ended December 31,	
	2018	2017
Leasing Activity		
Core Properties (1):		
Total net rentable square feet owned	16,273,781	15,583,466
Occupancy percentage (end of period)	93.3%	92.9%
Average occupancy percentage.....	92.9%	91.9%
Total Portfolio, less properties in development (2):		
Retention rate	72.6%	74.9%
New leases and expansions commenced (square feet).....	708,218	876,729
Leases renewed (square feet)	846,313	1,248,080
Net absorption (square feet).....	(2,863)	43,669
Percentage change in rental rates per square feet (3):		
New and expansion rental rates	24.3%	15.4%
Renewal rental rates	7.5%	4.5%
Combined rental rates	12.9%	6.7%
Capital Costs Committed (4):		
Leasing commissions (per square foot)	4.93	\$ 4.14
Tenant Improvements (per square foot)	15.76	\$ 11.04
Weighted average lease term (years)	6.5	7.3
Total capital per square foot per lease year.....	2.68	\$ 1.89

(1) Includes all Core Properties and does not include properties under development, redevelopment or held for sale or sold.

(2) Includes leasing related to completed developments and redevelopments, as well as sold properties.

(3) Rental rates include base rent plus reimbursement for operating expenses and real estate taxes.

(4) Calculated on a weighted average basis.

In seeking to increase revenue through our operating, financing and investment activities, we also seek to minimize operating risks, including (i) tenant rollover risk, (ii) tenant credit risk and (iii) development risk.

Tenant Rollover Risk:

We are subject to the risk that tenant leases, upon expiration, will not be renewed, that space may not be relet, or that the terms of renewal or reletting (including the cost of renovations) may be less favorable to us than the current lease terms. Leases that accounted for approximately 7.1% of our aggregate final annualized base rents as of December 31, 2018 (representing approximately 7.4% of the net rentable square feet of the properties) are scheduled to expire without penalty in 2019. We maintain an active dialogue with our tenants in an effort to maximize lease renewals. If we are unable to renew leases or relet space under expiring leases, at anticipated rental rates, or if tenants terminate their leases early, our cash flow would be adversely impacted.

Tenant Credit Risk:

In the event of a tenant default, we may experience delays in enforcing our rights as a landlord and may incur substantial costs in protecting our investment. Our management regularly evaluates our accounts receivable reserve policy in light of our tenant base and general and local economic conditions. Our accounts receivable allowance was \$12.9 million or 6.6% of total receivables (including accrued rent receivable) as of December 31, 2018 compared to \$17.1 million or 8.4% of total receivables (including accrued rent receivable) as of December 31, 2017.

If economic conditions deteriorate, we may experience increases in past due accounts, defaults, lower occupancy and reduced effective rents. This condition would negatively affect our future net income and cash flows and could have a material adverse effect on our financial condition.

Development Risk:

Development projects are subject to a variety of risks, including construction delays, construction cost overruns, inability to obtain financing on favorable terms, inability to lease space at projected rates, inability to enter into construction, development and other agreements on favorable terms, and unexpected environmental and other hazards.

As of December 31, 2018, the following development and redevelopment projects remain under construction in progress and we were proceeding on the following activity (dollars, in thousands):

Construction Commencement Date	Expected Completion	Activity Type	Property/Portfolio Name	Location	Number of Buildings	Square Footage/ Units	Estimated Costs	Amount Funded
Q4 2017	Q1 2019	Development	Four Points Building 3	Austin, TX	1	165,000	\$ 47,500	(a) \$ 35,900
Q2 2019	Q2 2020	Redevelopment	The Bulletin Building	Philadelphia, PA	1	283,000	83,100	(b) 44,300
Q2 2018	Q1 2019	Redevelopment	426 W. Lancaster Avenue	Devon, PA	1	56,000	14,900	(c) 8,900
Total					3	504,000	\$ 145,500	\$ 89,100

- (a) The project is pre-leased to a single tenant. Total estimated costs include \$2.1 million of land basis existing at project inception.
- (b) Total project costs include \$37.8 million of building basis, representing the acquisition cost. The amount funded, as of December 31, 2018, includes \$1.2 million related to an \$8.0 million funding commitment required through the ground lease. See below in Item 7., "Liquidity and Capital Resources – Contractual Obligations" for further information regarding this commitment.
- (c) The property was vacated during the third quarter of 2017. Current plans are to renovate this building. Total project costs include \$4.9 million of existing property basis.

Other Development Services

In addition to the projects above, as of December 31, 2018, we were engaged in the development of the projects at Schuylkill Yards in Philadelphia, Pennsylvania and at 4040 Wilson Venture, the unconsolidated real estate venture in which we own a 50% interest, constructing a mixed-use building in Arlington, Virginia. See Item 1., "Business – Developments," for further information.

Land Holdings

As of December 31, 2018, we owned approximately 237.4 acres of undeveloped land, of which 37.9 acres were held for sale, 1.8 acres related to leasehold interests in two land parcels, each acquired through prepaid 99-year ground leases, and held options to purchase approximately 55.5 additional acres of undeveloped land. As market conditions warrant, we will seek to opportunistically dispose of those parcels that we do not anticipate developing. For parcels of land that we ultimately develop, we will be subject to risks and costs associated with land development, including building moratoriums and the inability to obtain necessary zoning, land-use, building, occupancy and other required governmental approvals, construction cost increases or overruns and construction delays, and insufficient occupancy and rental rates. As of December 31, 2018, the total potential development that these land parcels could support, under current zoning and entitlements, including the parcels under option, amounted to an estimated 14.3 million square feet, of which 0.4 million square feet relates to 37.9 acres held for sale.

Development projects are subject to a variety of risks, including construction delays, construction cost overruns, inability to obtain financing on favorable terms, inability to lease space at projected rates, inability to enter into construction, development and other agreements on favorable terms, and unexpected environmental and other hazards. See Item 1A., "Risk Factors."

Although we continue to evaluate opportunities to acquire assets, the abundance of capital and demand for assets has resulted in increasing prices. As a result, in the current environment, we are able to develop properties at a cost per square foot that is generally

less than the cost at which we can acquire existing properties, thereby generating relatively better returns with lower annual maintenance expenses and capital costs. Accordingly, we believe that successful lease-up and completion of our development pipeline will enhance our long-term return on equity and earnings growth as these developments are placed in-service.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

Management's Discussion and Analysis of Financial Condition and Results of Operations discusses our Consolidated Financial Statements, which have been prepared in accordance with accounting principles generally accepted in the United States of America (GAAP). The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, and the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses for the reporting periods. Certain accounting policies are considered to be critical accounting policies, as they require management to make assumptions about matters that are highly uncertain at the time the estimate is made and changes in the accounting estimate are reasonably likely to occur from period to period. Management believes the accounting policies included in Note 2, "*Summary of Significant Accounting Policies*," to our Consolidated Financial Statements reflect our more significant judgments and estimates used in the preparation of our consolidated financial statements.

RESULTS OF OPERATIONS

The following discussion is based on our Consolidated Financial Statements for the years ended December 31, 2018, 2017 and 2016. We believe that presentation of our consolidated financial information, without a breakdown by segment, will effectively present important information useful to our investors.

Net operating income ("NOI") as presented in the comparative analysis below is defined as total revenue less property operating expenses, real estate taxes and third party management expenses. Property operating expenses that are included in determining NOI consist of costs that are necessary and allocable to our operating properties such as utilities, property-level salaries, repairs and maintenance, property insurance, management fees and bad debt expense. General and administrative expenses that are not reflected in NOI primarily consist of corporate-level salaries, amortization of share awards and professional fees that are incurred as part of corporate office management. NOI is a non-GAAP financial measure that we use internally to evaluate the operating performance of our real estate assets by segment, as presented in Note 17, "*Segment Information*," to our Consolidated Financial Statements, and of our business as a whole. We believe NOI provides useful information to investors regarding our financial condition and results of operations because it reflects only those income and expense items that are incurred at the property level. While NOI is a relevant and widely used measure of operating performance of real estate investment trusts, it does not represent cash flow from operations or net income as defined by GAAP and should not be considered as an alternative to those measures in evaluating our liquidity or operating performance. NOI does not reflect interest expenses, real estate impairment losses, depreciation and amortization costs, capital expenditures and leasing costs. We believe that net income, as defined by GAAP, is the most appropriate earnings measure. See Note 17, "*Segment Information*," to our Consolidated Financial Statements for a reconciliation of NOI to our consolidated net income (loss) as defined by GAAP.

Comparison of the Year Ended December 31, 2018 to the Year Ended December 31, 2017

The table below shows selected operating information for the "Same Store Property Portfolio" and the "Total Portfolio." The Same Store Property Portfolio consists of 73 properties containing an aggregate of approximately 13.0 million net rentable square feet, and represents properties that we owned for the twelve-month periods ended December 31, 2018 and 2017. The Same Store Property Portfolio includes properties acquired or placed in service on or prior to January 1, 2017 and owned through December 31, 2018. The Total Portfolio includes the effects of other properties that were either placed into service, acquired or redeveloped after January 1, 2017 or disposed prior to December 31, 2018. A property is excluded from our Same Store Property Portfolio and moved into Development/Redevelopment in the period that we determine to proceed with development/redevelopment for a future development strategy. This table also includes a reconciliation from the Same Store Property Portfolio to the Total Portfolio net income (i.e., all properties owned by us during the twelve-month periods ended December 31, 2018 and 2017) by providing information for the properties which were acquired, placed into service, under development or redevelopment and administrative/elimination information for the twelve-month periods ended December 31, 2018 and 2017.

During the year ended December 31, 2018, the Same Store Property Portfolio was reduced by the disposition on June 21, 2018 of 20 East Clementon Road, an office property in Gibbsboro, New Jersey, containing 38,260 rentable square feet. Additionally, The Lift at Juniper Street, a parking garage containing no rentable square feet, was removed from the Same Store Property Portfolio and placed into redevelopment and eight properties containing 1,293,197 rentable square feet, located in Herndon, Virginia were sold. For detail of the properties comprising the Same Store Property Portfolio, as of December 31, 2017, see Item 2. "*Properties*" section of our Annual Report on Form 10-K for the year ended December 31, 2017. The Total Portfolio net income (loss) presented in the table is equal to the net income (loss) of the Parent Company and the Operating Partnership.

Total Revenue

Cash rents from the Total Portfolio increased by \$33.5 million from 2017 to 2018, primarily attributable to:

- \$35.8 million increase from Recently Completed/Acquired Properties primarily related to the expiration of free rent periods for tenants within the FMC Tower, as well as cash rent received from the DRA Austin Venture properties that we acquired during the fourth quarter of 2018;
- \$5.3 million increase in the Same Store Property Portfolio due to positive cash rent growth and free rent converting to cash rent, primarily in the Philadelphia CBD segment; and
- \$0.7 million increase from Development/Redevelopment Properties, primarily attributable to The Bulletin Building, an office property acquired during the fourth quarter of 2017

The increase of \$41.8 million in total revenue was offset by an \$8.3 million decrease due to the disposition of 30 properties during 2017 and 2018 (the “2017 and 2018 Dispositions”).

Straight-line rents decreased by \$15.4 million from free rent converting to cash rent from 2017 to 2018, of which \$11.3 million related to Recently Completed/Acquired Properties, primarily the FMC Tower, which is located in the Philadelphia CBD segment and \$5.9 million in the Same Store Property Portfolio, primarily the Philadelphia CBD segment. These decreases were offset by a \$1.8 million increase from Development/Redevelopment Properties, primarily related to The Bulletin Building, which was acquired during the fourth quarter of 2017.

Tenant reimbursements from the Total Portfolio increased \$10.0 million from 2017 to 2018, due to an increase of \$6.7 million from Recently Completed/Acquired Properties due to the expiration of free rent periods for tenants within the FMC Tower and the acquisition of the DRA Austin venture properties, an increase of \$3.7 million in the Same Store Property Portfolio, primarily due to increased operating costs at our Philadelphia CBD segment and Austin, Texas segment, and a \$1.8 million increase from Development/Redevelopment Properties, relating to The Bulletin Building, which was acquired during the fourth quarter of 2017. These increases were partially offset by a decrease of \$2.2 million from the 2017 and 2018 Dispositions.

Termination fees decreased \$0.6 million from 2017 to 2018, due to the timing and volume of early tenant move-outs during 2018 when compared to 2017.

Third party management fees, labor reimbursement and leasing income decreased \$5.8 million from 2017 to 2018, due primarily to decreases in third party management and development fees. The decreases include \$5.2 million of construction management fees related to the Subaru Headquarters development, which was substantially complete as of December 31, 2017, \$2.9 million of third party management fees relates to the sale of the properties within the Austin Venture and \$0.5 million related to the fourth quarter of 2018 sale of three office properties and the third quarter of 2017 sale of one office property held by our BDN – AI Venture. These decreases were offset by a \$2.8 million increase in construction management fees, primarily relating to the MAP Venture.

Other income at our Total Portfolio increased by \$1.9 million from 2017 to 2018, which was primarily related to restaurant income from Walnut Street Café at the FMC Tower, which was placed into service at the end of the second quarter of 2017.

Property Operating Expenses

Property operating expenses across our Total Portfolio increased \$3.9 million from 2017 to 2018, of which \$7.2 million relates to Recently Completed/Acquired Properties, primarily from the FMC Tower, which was fully placed into service during the second quarter of 2017, as well as the twelve properties acquired from the DRA Austin venture during the fourth quarter of 2018. An additional increase of \$0.6 million is due to marketing costs relating to business development efforts and costs associated with parking operations, both within our Philadelphia CBD segment. Development/Redevelopment Properties increased \$2.1 million, primarily because of The Bulletin Building, which was acquired during the fourth quarter of 2017 and immediately placed into redevelopment. The Same Store Portfolio increased \$2.1 million, primarily related to our Philadelphia CBD segment. These increases were partially offset by a \$4.9 million decrease related to the 2017 and 2018 Dispositions, a \$1.9 million decrease due to the write-off of a prior period straight line rent receivable related to an early termination, \$0.7 million in salary expense reductions relating from the sale of properties from unconsolidated real estate ventures that we manage and a \$0.5 million reduction in development salary due to increased capitalization at our development/redevelopment projects.

Real Estate Taxes

Real estate taxes across our Total Portfolio increased by \$6.1 million from 2017 to 2018, of which \$5.1 million relates to increased real estate tax assessments at the Same Store Property Portfolio, primarily in the Philadelphia CBD segment, \$2.1 million related to Recently Completed/Acquired Properties and \$0.5 million related to Development/Redevelopment Properties. These increases were partially offset by decreases of \$1.6 million from the 2017 and 2018 Dispositions.

Depreciation and Amortization

Depreciation and amortization expense decreased by \$5.1 million from 2017 to 2018, of which \$8.8 million relates to an increase in depreciation expense from Recently Completed/Acquired Properties, primarily due to the acquisition of our partner's 50% ownership interest in the twelve remaining properties within our DRA Austin venture during the fourth quarter of 2018, the office component of FMC Tower being fully placed into service during the second quarter of 2017 as well as Four Tower Bridge, which was acquired in January 2018. This increase was offset by a \$6.3 million decrease relating to the 2017 and 2018 Dispositions, a \$5.9 million decrease to fully amortized intangible assets at the Same Store Property Portfolio, which is directly attributable to a reduction in intangible asset amortization related to the Broadmoor portfolio, located in our Austin, Texas segment which was acquired during the second quarter of 2015, a \$0.9 decrease from Development/Redevelopment Properties and a \$0.8 million decrease related to assets in our Other segment that were fully depreciated during the third quarter of 2017.

General and Administrative Expenses

General and administrative expenses across our Total Portfolio decreased by \$0.7 million from 2017 to 2018, due to a \$1.6 million decrease in professional fees, offset by a \$0.9 million increase in payroll related costs in 2018.

Provision for Impairment

During 2018, we recognized a provision for impairment of \$71.7 million which consists of the following:

- \$56.9 million impairment charge related to the disposition of eight office properties in our Metropolitan Washington, D.C. segment; and
- \$14.8 million held for use impairment charge on an office property in our Metropolitan Washington, D.C. segment.

During 2017, we recognized a provision for impairment of \$3.1 million consisting of the following:

- \$0.3 million impairment charge recorded related to one land parcel consisting of 50 acres in our Other Segment;
- \$1.7 million of additional impairment charges recorded related to three office properties located in our Metropolitan Washington D.C. Segment. This impairment charge was a result of a purchase price adjustment that occurred subsequent to recording a \$3.0 million impairment charge related to these three properties during the year ended December 31, 2016; and
- \$1.0 million held for use impairment charge recorded related to four properties in our Other Segment during the quarter ended March 31, 2017.

See Note 3, "*Real Estate Investments*," to our Consolidated Financial Statements for further information related to these impairments.

Net Gain on Disposition of Real Estate

The \$3.0 million gain on disposition of real estate for 2018 resulted from the following sales transactions:

- \$2.6 million on the sale of the Subaru NTSC, located in Camden, New Jersey; and
- \$0.4 million on the sale of eight properties in our Metropolitan Washington, D.C. segment

These gains were partially offset by an immaterial loss from the disposition of the office property at 20 East Clementon Road, in Gibbsboro, New Jersey.

The gain on disposition of real estate of \$31.7 million recognized during 2017 resulted from the following sales transactions:

- \$0.6 million on the sale of two office properties located in Concord, California;
- \$6.5 million from the sale of the Marine Piers located in Philadelphia, Pennsylvania;
- \$0.5 million of additional gain recognized on Cira Square, which was disposed of in the first quarter of 2016;
- \$1.4 million on the sale of the retail property at 7000 Midlantic in Mount Laurel, New Jersey;
- \$3.6 million for the sale of an office property in King of Prussia, Pennsylvania; and
- \$19.6 million from the sale of five office properties in Newtown Square, Pennsylvania.

These gains were partially offset by a loss of \$0.2 million, representing closing costs, on the sale of three office properties located in Cherry Hill, New Jersey and a loss of \$0.3 million, representing closing costs, on the sale of four office properties located in Marlton, New Jersey known as the Evesham Corporate Center. See Item 2., "*Properties - Property Sales*," for further information.

Net Gain on Sale of Undepreciated Real Estate

The gain of \$3.0 million recognized during 2018 primarily resulted from the recognition of a deferred gain from the sale of land parcels located at Garza Ranch in Austin, Texas.

The gain of \$1.0 million recognized during 2017 resulted from the dispositions of Bishop's Gate land and 50 E. Swedesford Square, which generated gains of \$0.1 million and \$0.9 million, respectively.

Interest Expense

The \$3.7 million decrease in interest expense from 2017 to 2018 was primarily due to the following;

- \$15.6 million decrease related to the early retirement of the 2018 Unsecured Notes during the fourth quarter of 2017;
- \$5.7 million decrease related to the repayment of the 2017 Unsecured Notes on May 1, 2017; and
- \$1.6 million decrease related to interest expense incurred related to the Credit Facility, due to decreased borrowings during the year ended December 31, 2018 compared the year ended December 31, 2017.

The \$22.9 million of decreases in interest expense described above were offset by the following;

- \$15.9 million increase related to the issuance of the 2027 Unsecured Notes on November 17, 2017;
- \$3.0 million increase related to the issuance of an additional \$100.0 million of 2023 Unsecured Notes on November 17, 2017; and
- \$0.3 million increase in variable interest expense related to our Trust Indenture IA compared to the year ended December 31, 2017.

Equity in Loss of Real Estate Ventures

The increase in equity in loss of Real Estate Ventures of \$6.9 million from 2017 to 2018 is primarily due to the following:

- \$2.6 million increase in equity in income incurred at the DRA Austin venture, primarily driven by reductions in interest expense and depreciation related to the sale of properties within the venture during the third quarter of 2017;
- \$1.2 million decrease in equity in losses incurred at the MAP Venture, primarily driven by a decrease in interest expense due to the refinancing of its third party debt, on August 1, 2018, which resulted in a 380 basis point decrease in the borrowing spread over LIBOR;
- \$4.1 million other than temporary impairment charge at the BDN – AI Venture during the fourth quarter of 2018 compared to a \$4.8 million due to an other than temporary impairment charge at the BDN – AI Venture during the third quarter of 2017; and
- \$0.4 million increase in equity in income at 1919 Market Street Venture due to savings on interest expense related to the repayment of \$88.6 million in principal on its construction loan with a mortgage loan provided by the venture's partners which bears interest at a lower rate, during the second quarter of 2018.

These decreases were offset by \$10.4 million related to our share of an impairment charge taken on two properties at the BDN – AI Venture during the fourth quarter of 2018, \$0.8 million decrease from the sale of the evo at Cira Venture during the first quarter of 2018, a \$0.5 million decrease from the Four and Seven Tower Bridge transaction, which resulted in the acquisition of the office property held by the Four Tower Bridge Venture, during the first quarter of 2018, and a decrease of \$0.1 million resulting from the sale of the Parc at Plymouth Venture in 2017.

Net Gain from Real Estate Venture Transactions

The \$142.2 million net gain from Real Estate Venture transactions during 2018 relates to the following:

- \$103.8 million gain from the acquisition of the remaining properties with the DRA Austin venture;
- \$25.7 million gain from the sale of the evo at Cira Centre South Venture;
- \$11.6 million gain recognized on the exchange of our 20% interest in the Seven Tower Bridge Venture for the remaining 35% interest in the Four Tower Bridge Venture; and
- \$1.1 million gain from the sale of BDN – AI Venture's Station Square properties.

Gain on promoted interest in unconsolidated real estate venture

During 2018 there was a gain on promoted interest in an unconsolidated real estate venture of \$28.3 resulting from the acquisition of the remaining DRA Austin venture properties. See Item 2., “*Properties - Property Acquisitions*,” for further information.

There was no comparable activity during 2017.

Loss on Early Extinguishment of Debt

During 2018, we repaid mortgage debt on properties included in the DRA Austin acquisition, which resulted in a net loss on early extinguishment of debt of \$0.1 million.

During 2017, we repurchased \$325.0 million of our 4.95% Guaranteed Notes due 2018, which resulted in a net loss on early extinguishment of debt of \$3.9 million.

Net Income

Net income increased by \$15.4 million from 2017 to 2018 as a result of the factors described above.

Net Income per Common Share – fully diluted

Net income per share was \$0.76 during 2018 as compared to net income per share of \$0.65 during 2017 as a result of the factors described above.

RESULTS OF OPERATIONS

Comparison of the Year Ended December 31, 2017 to the Year Ended December 31, 2016

The table below shows selected operating information for the “Same Store Property Portfolio” and the “Total Portfolio.” The Same Store Property Portfolio consists of 83 properties containing an aggregate of approximately 14.3 million net rentable square feet, and represents properties that we owned for the twelve-month periods ended December 31, 2017 and 2016. The Same Store Property Portfolio includes properties acquired or placed in service on or prior to January 1, 2016 and owned through December 31, 2017. The Total Portfolio includes the effects of other properties that were either placed into service, acquired or redeveloped after January 1, 2016 or disposed prior to December 31, 2017. A property is excluded from our Same Store Property Portfolio and moved into Development/Redevelopment in the period that we determine to proceed with development/redevelopment for a future development strategy. This table also includes a reconciliation from the Same Store Property Portfolio to the Total Portfolio net income (i.e., all properties owned by us during the twelve-month periods ended December 31, 2017 and 2016) by providing information for the properties which were acquired, placed into service, under development or redevelopment and administrative/elimination information for the twelve-month periods ended December 31, 2017 and 2016.

During the year ended December 31, 2017, the Same Store Property Portfolio was reduced by 14 properties, containing 934,961 rentable square feet, due to sales. The office property, containing 62,991 rentable square feet, at 426 West Lancaster Avenue in Devon, Pennsylvania was removed from the Same Store Property Portfolio and placed into redevelopment. Three properties, containing 98,388 rentable square feet, located in Gibbsboro, New Jersey were removed from the Same Store Property Portfolio because they were taken out of service with no plan to relet. Six office properties, containing 967,661 rentable square feet, located in Austin, Texas were moved into the Same Store Property Portfolio, as they were purchased June 22, 2015. In addition, the property at 618 Market Street, a mixed-use parking garage containing 15,878 rentable square feet, in Philadelphia, Pennsylvania was moved into the Same Store Property Portfolio, as it was acquired April 2, 2015.

The Total Portfolio net income (loss) presented in the table is equal to the net income (loss) of the Parent Company and the Operating Partnership.

Total Revenue

Cash rents from the Total Portfolio decreased by \$5.1 million from 2016 to 2017, primarily attributable to:

- \$31.5 million decrease from the disposition of 88 properties disposed of between January 1, 2016 and December 31, 2017 (the “2016 and 2017 Dispositions”);
- \$0.6 million decrease from properties taken out of service; and
- \$0.2 million decrease from the parking operations at 2100 Market Street in Philadelphia, Pennsylvania; offset by,
- \$17.8 million increase in the Same Store Property Portfolio due to the positive cash rent growth coupled with free rent converting to cash rent primarily in the Philadelphia CBD segment in 2017 compared to 2016;
- \$4.1 million increase from Recently Completed/Acquired Properties resulting from free rent converting to cash rent from the office component at the FMC Tower in Philadelphia, Pennsylvania; and
- \$5.3 million increase from Development/Redevelopment Properties, primarily related to the residential component of the FMC Tower in Philadelphia, which was placed into service during the first quarter of 2017.

Straight-line rents decreased by \$0.6 million from 2016 to 2017, due to a \$13.5 million decrease in the Same Store Property Portfolio, primarily attributed to the Philadelphia CBD and Austin, Texas segments, offset by \$12.8 million in increases for Recently Completed/Acquired Properties, primarily due to free rent from the office component of the FMC Tower in Philadelphia, Pennsylvania and 1900 Market Street in Philadelphia, Pennsylvania.

Above/below market rent amortization decreased by \$3.5 million from 2016 to 2017, primarily attributable to a decrease in the Same Store Property Portfolio from the Austin, Texas segment.

Tenant reimbursements from the Total Portfolio increased \$2.0 million from 2016 to 2017, primarily attributable to an increase of \$4.4 million in the Same Store Property Portfolio, which trended along with the increase in operating expenses over the same period, a \$3.1 million increase from Recently Completed/Acquired Properties and \$0.2 million from Development/Redevelopment Properties. These increases were partially offset by a decrease of \$5.7 million from the 2016 and 2017 Dispositions. Expense recoveries increased to 39.7% during 2017 compared to 37.8% in 2016 at the Same Store Property Portfolio.

Third party management fees, labor reimbursement and leasing income increased \$1.7 million from 2016 to 2017, primarily due to an increase of lease commission income earned from the DRA Austin Venture and construction management fees earned from the Subaru Headquarters Development in Camden, New Jersey. As of December 31, 2017, the Subaru Headquarters Development was substantially complete.

Other income at our Total Portfolio increased by \$0.5 million from 2016 to 2017, due to \$1.3 million from Development/Redevelopment Properties, which primarily relates to restaurant income generated by Walnut Street Café at the FMC Tower, which was placed into service at the end of the second quarter of 2017, and amenity income from the residential component of the FMC Tower. These increases were partially offset by \$0.6 million of recognized real estate tax assessment adjustments received in 2016 that did not occur in 2017 and a decrease of \$0.2 million from the 2016 and 2017 Dispositions.

Property Operating Expenses

Property operating expenses across our Total Portfolio decreased \$2.1 million from 2016 to 2017, reflecting decreases of \$15.3 million primarily relating to the 2016 and 2017 Dispositions and \$0.7 million primarily relating to deconsolidation of 3141 Fairview Park Drive to the BDN – AI Venture during 2016. These decreases were partially offset by increases of \$7.1 million from Development/Redevelopment Properties, primarily relating to the residential component of the FMC Tower being placed into service during the first quarter of 2017, \$4.5 million from Recently Completed/Acquired Properties and \$2.3 million from Same Store Properties, primarily relating to repairs and maintenance in the Austin, Texas Segment.

Real Estate Taxes

Real estate taxes across our Total Portfolio decreased by \$1.0 million from 2016 to 2017, reflecting decreases of \$3.3 million from the 2016 and 2017 Dispositions. This decrease was offset by increases of \$0.9 million from the Same Store Property Portfolio, due to increased tax assessments of \$0.6 million from Development/Redevelopment Properties and \$0.3 million in Recently Completed/Acquired Properties.

Depreciation and Amortization

Depreciation and amortization expense decreased by \$10.3 million from 2016 to 2017, of which \$14.5 million relates the Same Store Property Portfolio from the timing of intangible asset amortization, primarily in our Austin, Texas segment and an additional \$9.4 million decrease results from the 2016 and 2017 Dispositions. These decreases were partially offset by an increase of \$7.6 million in

Recently Completed/Acquired Properties, an increase of \$4.5 million in the Development/Redevelopment Portfolio from the residential component of the FMC Tower being placed into service during the first quarter of 2017, an increase of \$1.2 million from accelerating depreciation for assets taken out of service and an increase of \$0.2 million from the operations at 2100 Market Street in Philadelphia, Pennsylvania.

General and Administrative Expenses

General and administrative expenses across our Total Portfolio increased by \$1.9 million from 2016 to 2017, due to a \$2.4 million increase in professional fees and a \$0.4 million increase in marketing costs. These increases were offset by a \$0.9 million decrease in payroll and related benefits due to a lower employee headcount.

Provision for Impairment

During 2017, we recognized a provision for impairment of \$3.1 million which primarily consists of the following:

- \$0.3 million impairment charge recorded related to one land parcel consisting of 50 acres in the Other Segment;
- \$1.7 million of additional impairment charges recorded related to three office properties located in the Metropolitan Washington D.C. Segment. This impairment charge was a result of a purchase price adjustment that occurred subsequent to recording a \$3.0 million impairment charge related to these three properties during the year ended December 31, 2016; and
- \$1.0 million held for use impairment charge recorded related to four properties in our Other Segment during the quarter ended March 31, 2017.

During 2016, we recognized a provision for impairment of \$40.5 million consisting of the following:

- \$11.5 million related to two office properties located in the Other segment that were classified as held for sale as of December 31, 2016;
- \$3.0 million related to three properties located in the Metropolitan D.C. segment that were classified as held for sale as of December 31, 2016;
- \$7.3 million related to three properties located in the Other segment in which it was determined that the carrying value would not be recovered through our held for use impairment analysis;
- \$5.6 million related to vacant parcels of land in our Other segment that were being marketed for sale as of December 31, 2016;
- \$7.4 million recorded during the quarter ended March 31, 2016, related to two properties in our Metropolitan D.C. segment in which it was determined that the carrying value would not be recovered through our held for use impairment analysis;
- \$3.9 million recorded during the quarter ended June 30, 2016, related to two properties in our Metropolitan D.C. segment in which it was determined that the carrying value would not be recovered through our held for use impairment analysis; and
- \$1.8 million recorded during the quarter ended June 30, 2016, related to an office property located in Mount Laurel, New Jersey in which it was determined that the carrying value would not be recovered through our held for use impairment analysis.

See Note 3, "*Real Estate Investments*," to our Consolidated Financial Statements for further information related to these impairments.

Interest Expense

The \$2.8 million decrease in interest expense from 2016 to 2017 primarily due to the following:

- \$11.4 million related to the repayment of the 2017 Notes on May 1, 2017;
- \$2.0 million related to lower swap interest primarily due to lower interest rates along with a swap that expired on September 30, 2017 that was not renewed;
- \$1.0 million related to the repayment of the 2018 Notes during the fourth quarter of 2017;
- \$1.0 million decrease related to the refinance of Two Logan Square mortgage debt in 2016;
- \$0.6 million decrease in interest expense incurred for 3141 Fairview Park Drive, as we deconsolidated this property on August 31, 2016; and
- \$0.5 million decrease related to the repayment of the IRS Philadelphia Campus and Cira South Garage mortgage debt during 2016.

The \$16.5 million of decreases in interest expense described above were offset by the following:

- \$9.3 million decrease in capitalized interest primarily due to placing a portion of the FMC Tower into service during the second quarter of 2016;
- \$2.2 million increase is related to interest on our Credit Facility (as defined below) as the average outstanding balance was higher in 2017 as compared to 2016; and
- \$2.2 million increase is related to the issuance of the 2027 Unsecured Notes on November 17, 2017.

Interest Expense – Financing Obligation

The decrease in interest expense – financing obligation of \$0.7 million is due to the deconsolidation of 3141 Fairview Park Drive to the BDN – AI Venture. See Note 4, “*Investment in Unconsolidated Real Estate Ventures*” to our Consolidated Financial Statements for further information.

Equity in Loss of Real Estate Ventures

The decrease in equity in loss of Real Estate Ventures of \$3.2 million from 2016 to 2017 is primarily due to the following:

- \$1.4 million decrease at BDN – AI Venture due to a reduction of \$0.4 million of impairment charges, of which \$4.8 million relates to the other-than-temporary impairment charge to our investment recorded in 2017 compared to a \$5.2 million impairment charge on the Station Square portfolio, representing our share of the venture-level impairment, in 2016, and \$1.0 million increase from operations, primarily related to an increase in occupancy at 7101 Wisconsin Avenue;
- \$1.3 million decrease in losses from the 1919 Market Street Venture related to the stabilization of the property during 2017; and
- \$0.9 million decrease in losses from the DRA Austin Venture due to \$1.5 million in termination fee income recognized during 2017, with no comparable termination fees during 2016, offset by \$0.6 million in net decreases primarily attributable to the sale of eight office properties by the DRA Austin Venture on October 18, 2017.

The decreases of \$3.6 million described above were offset by a \$0.4 million decrease in equity in income from the evo at Cira Centre South Venture primarily due to increased interest expense related to its secured loan.

Net Gain on Disposition of Real Estate

The gain on disposition of real estate of \$31.7 million recognized during 2017 resulted from the following sales transactions:

- \$0.6 million on the sale of two office properties located in Concord, California;
- \$6.5 million from the sale of the Marine Piers located in Philadelphia, Pennsylvania;
- \$0.5 million of additional gain recognized on Cira Square, which was disposed of in the first quarter of 2016;
- \$1.4 million on the sale of the retail property at 7000 Midlantic in Mount Laurel, New Jersey;
- \$3.6 million for the sale of an office property in King of Prussia, Pennsylvania; and
- \$19.6 million from the sale of five office properties in Newtown Square, Pennsylvania.

These gains were partially offset by a loss of \$0.2 million, representing closing costs, on the sale of three office properties located in Cherry Hill, New Jersey and a loss of \$0.3 million, representing closing costs, on the sale of four office properties located in Marlton, New Jersey known as the Evesham Corporate Center. See Item 2., “*Properties - Property Sales,*” for further information.

The \$117.0 million net gain on disposition of real estate recognized during 2016 is primarily attributable to the \$115.8 million gain on the sale of an office property known as Cira Square, located in Philadelphia, Pennsylvania and a \$2.4 million gain on the sale of three properties in King of Prussia, Pennsylvania. In addition, we recorded \$0.4 million of closing costs related to the sale of 58 properties to the MAP Venture and a loss on disposition of \$0.8 million on the properties known as Metro Plaza I & II located in Herndon, Virginia. See Item 2., “*Properties - Property Sales,*” for further information.

Net Gain on Sale of Undepreciated Real Estate

The gain of \$1.0 million recognized during 2017 resulted from the dispositions of Bishop’s Gate land and 50 E. Swedesford Square, which generated gains of \$0.1 million and \$0.9 million, respectively.

During 2016, the \$9.2 million net gain on the sale of undepreciated real estate resulted from the \$9.0 million net gain on the sale of a 0.9 acre land parcel located in Oakland, California and a \$0.2 million net gain on the sale of a 2.0 acre parcel located in Mount Laurel, New Jersey.

Net Gain from Real Estate Venture Transactions

The \$80.5 million gain recognized during 2017 resulted from a \$52.2 million gain on the sale of eight office properties within the DRA Austin real estate venture, a \$13.8 million gain on the disposition of an office property at 7101 Wisconsin Avenue, located in Bethesda, Maryland, held by the BDN – AI Venture and a \$14.6 million gain on the sale of our entire 50% interest in TB-BDN Plymouth Apartments, L.P.

For 2016, the \$20.0 million gain on real estate venture transactions is primarily due to the following:

- \$5.7 million from the sale of our entire 50% interest in the Coppell Associates real estate venture during the first quarter of 2016;

- \$3.2 million from the disposition of the office property held by the 1000 Chesterbrook real estate venture;
- \$7.0 million from the sale of our residual profits interest in the Invesco Venture;
- \$3.2 million from the sale of our 25% interest in PJP V real estate venture;
- \$0.5 million in additional proceeds received during 2016 from the 2015 sale of the Residence Inn real estate venture; and
- \$0.4 million of additional cash received subsequent to settlement related to the aforementioned transactions, which were recorded as gains.

Loss on Early Extinguishment of Debt

During 2017, we repurchased \$325.0 million of our 4.95% Guaranteed Notes due 2018, which resulted in a net loss on early extinguishment of debt of \$3.9 million.

During 2016, in advance of our sale of Cira Square, we used borrowings from our \$600.0 million unsecured revolving credit facility to fund the repayment of our \$176.9 million and our \$35.5 million mortgages that encumbered Cira Square and Cira South Garage, respectively. Each mortgage was repaid ahead of its scheduled maturity date of September 10, 2030, which resulted in prepayment penalties and non-cash charges for the write-off of deferred financing costs totaling \$66.6 million.

Net Income

Net income increased by \$81.4 million from 2016 to 2017 as a result of the factors described above.

Net Income per Common Share – fully diluted

Net income per share was \$0.65 during 2017 as compared to net income per share of \$0.19 during 2016 as a result of the factors described above.

LIQUIDITY AND CAPITAL RESOURCES

General

Our principal liquidity needs for the next twelve months are as follows:

- fund normal recurring expenses,
- fund capital expenditures, including capital and tenant improvements and leasing costs,
- fund repayment of certain debt instruments when they mature,
- fund current development and redevelopment costs,
- fund commitments to unconsolidated joint ventures,
- fund distributions to shareholders to maintain REIT status, and
- fund common share repurchases.

As of December 31, 2018, the Parent Company owned a 99.4% interest in the Operating Partnership. The remaining interest of approximately 0.6% pertains to common limited partnership interests owned by non-affiliated investors who contributed property to the Operating Partnership in exchange for their interests. As the sole general partner of the Operating Partnership, the Parent Company has full and complete responsibility for the Operating Partnership's day-to-day operations and management. The Parent Company's source of funding for its dividend payments and other obligations is the distributions it receives from the Operating Partnership.

We believe that our liquidity needs will be satisfied through available cash balances and cash flows generated by operations, financing activities and selective property sales. Rental revenue, expense recoveries from tenants, and other income from operations are our principal sources of cash to pay operating expenses, debt service, recurring capital expenditures and the minimum distributions required to maintain our REIT qualification. We seek to increase cash flows from our properties by maintaining quality standards for our properties that promote high occupancy rates and permit increases in rental rates while reducing tenant turnover and controlling operating expenses. Our revenue also includes third-party fees generated by our property management, leasing, development and construction businesses. We believe that our revenue, together with proceeds from property sales and debt financings, will continue to provide funds for our short-term liquidity needs. However, material changes in our operating or financing activities may adversely affect our net cash flows. With uncertain economic conditions, vacancy rates may increase, effective rental rates on new and renewed leases may decrease and tenant installation costs, including concessions, may increase in most or all of our markets throughout 2019 and possibly beyond. As a result, our revenues and cash flows could be insufficient to cover operating expenses, including increased tenant installation costs, pay debt service or make distributions to shareholders over the short-term. If this situation were to occur, we expect that we would finance cash deficits through borrowings under our unsecured revolving credit facility and other sources of debt and equity financings. In addition, a material adverse change in cash provided by operations could adversely affect our compliance with financial performance covenants under our unsecured revolving credit facility, including unsecured term loans and unsecured notes. As of December 31, 2018, we were in compliance with all of our debt covenants and requirement obligations.

We use multiple financing sources to fund our long-term capital needs. When needed, we use borrowings under our unsecured revolving credit facility for general business purposes, including to meet debt maturities and to fund distributions to shareholders as well as development and acquisition costs and other expenses. In light of the volatility in financial markets and economic uncertainties, it is possible, that one or more lenders under our unsecured revolving credit facility could fail to fund a borrowing request. Such an event could adversely affect our ability to access funds from our unsecured revolving credit facility when needed to fund distributions or pay expenses.

Our ability to incur additional debt is dependent upon a number of factors, including our credit ratings, the value of our unencumbered assets, our degree of leverage and borrowing restrictions imposed by our lenders. If one or more rating agencies were to downgrade our unsecured credit rating, our access to the unsecured debt market would be more limited and the interest rate under our unsecured revolving credit facility and unsecured term loans would increase.

The Parent Company unconditionally guarantees the Operating Partnership's secured and unsecured obligations, which, as of December 31, 2018, amounted to \$323.0 million and \$1,721.1 million, respectively.

Capital Market/Debt Transactions

The Parent Company also issues equity from time to time, the proceeds of which it contributes to the Operating Partnership in exchange for additional interests in the Operating Partnership, and guarantees debt obligations of the Operating Partnership. The Parent Company's ability to sell common shares and preferred shares is dependent on, among other things, general market conditions for REITs, market perceptions about the Company as a whole and the current trading price of the Parent Company's shares. The Parent Company maintains a shelf registration statement that has registered the offering and sale of common shares, preferred shares, depositary shares, warrants and unsecured debt securities. Subject to our ongoing compliance with securities laws, and if warranted by market conditions, we may offer and sell equity and debt securities from time to time under the shelf registration statement. On January 10, 2017, we entered into a continuous offering program (the "Offering Program"), under which we may sell up to an aggregate of 16,000,000 common shares until January 10, 2020 in at-the-market offerings. During 2018 and 2017, we issued 23,311 and 2,858,991 common shares under the Offering Program at weighted average prices per share of \$18.04 and \$18.19, receiving net cash proceeds of \$0.4 million and \$51.2 million, respectively. As of December 31, 2018, 13,117,698 common shares remained available for issuance under the Offering Program.

The Parent Company maintains a common share repurchase program under which the Board of Trustees has authorized the Parent Company to repurchase common shares. On January 3, 2019, the Board of Trustees replenished this program by authorizing the Parent Company to repurchase up to \$150 million common shares under the program from and after January 3, 2019. During the year ended 2018, we repurchased and retired 1,729,278 common shares at an average price of \$12.64 per share, totaling \$21.9 million. During the years ended December 31, 2017 and 2016, there were no share repurchases under the program. We expect to fund any additional share repurchases with a combination of available cash balances and availability under our unsecured revolving credit facility. The timing and amounts of any repurchases will depend on a variety of factors, including market conditions, regulatory requirements, share prices, capital availability and other factors as determined by our management team. The repurchase program does not require the purchase of any minimum number of shares and may be suspended or discontinued at any time without notice.

Capital Recycling

The Operating Partnership also considers net sales of selected properties and recapitalization of unconsolidated real estate ventures as additional sources of managing its liquidity. During 2018, we sold 19.7 acres of land as well as nine office properties and one mixed use property for aggregate net cash proceeds of \$14.9 million and \$309.2 million, respectively. Also during 2018, we sold our entire 50% partnership interest in an unconsolidated real estate venture for net cash proceeds of \$43.0 million, and an unconsolidated real estate venture in which we hold a 50% interest completed the sale of three office properties for a gross sales price of \$107.0 million, resulting in a distribution of \$17.4 million net cash proceeds to us.

Our primary uses of capital will be to fund the completion of our current development and redevelopment projects. With approximately \$22.8 million of cash and cash equivalents and \$505.6 million of available borrowings under our Credit Facility, net of \$1.9 million in letters of credit outstanding as well as cash flows from operations net of dividend requirements, we believe we have sufficient capital to complete these projects. We believe that our strong liquidity, including our availability under our Credit Facility, and proceeds from debt financings and asset sales provide sufficient liquidity to fund our remaining capital requirements on existing development and redevelopment projects and pursue additional attractive investment opportunities.

Cash Flows

The following discussion of our cash flows is based on the consolidated statements of cash flows and is not meant to be a comprehensive discussion of the changes in our cash flows for the years presented.

As of December 31, 2018 and 2017, we maintained cash and cash equivalents and restricted cash of \$23.2 million and \$203.4 million, respectively. The following are the changes in cash flow from our activities for the years ended December 31, 2018, 2017 and 2016 (in thousands):

Activity	Twelve Months Ended December 31,		
	2018	2017	2016
Operating.....	\$ 227,349	\$ 182,581	\$ 173,800
Investing.....	(214,506)	79,801	500,910
Financing.....	(193,074)	(253,558)	(536,786)
Net cash flows.....	<u>\$ (180,231)</u>	<u>\$ 8,824</u>	<u>\$ 137,924</u>

Our principal source of cash flows is from the operation of our Properties. Our Properties provide a relatively consistent stream of cash flows that provide us with the resources to fund operating expenses, debt service and quarterly dividends.

The net increase of \$44.8 million in cash from operating activities during 2018 compared to 2017 is primarily due to free rent periods ending in our Philadelphia CBD segment.

The net decrease of \$294.3 million in cash from investing activities during 2018 compared to 2017 primarily relates to property portfolio repositioning efforts, which occurred during the fourth quarter of 2018. Quantitatively, the decrease resulted from the following:

- \$175.1 million decrease from the 2018 issuances of a \$130.7 million note to the DRA Austin Venture used to repay mortgage debt, at closing, related to the properties we acquired from the DRA Austin Venture and a \$44.4 million mortgage loan to 1919 Ventures;
- \$124.1 million increase in acquisitions from the 2018 purchases of Quarry Lake II in Austin, Texas, the remaining twelve properties with the DRA Austin Venture, and 3001-3003 JFK Boulevard and 3025 JFK Boulevard in Philadelphia, Pennsylvania compared to the purchase of The Bulletin Building and 3000 Market Street, both in Philadelphia, Pennsylvania, and a deferred payment on the acquisition of 2100 Market Street in Philadelphia, Pennsylvania during 2017;
- \$85.1 million decrease in proceeds from real estate venture sales as a result of the proceeds of \$43.0 million from the sale of the evo at Cira Centre South Venture and \$17.3 million related to the sale of Station Square from the BDN – AI Venture during 2018 compared to \$86.4 million in net proceeds from the sale of five portfolios from the DRA Austin Venture, \$27.2 million in proceeds from the sale of our interest in the Parc at Plymouth Meeting from TB-BDN Plymouth Apartments, L.P. and \$31.8 million from the sale of 7101 Wisconsin Avenue from the BDN – AI Venture;
- \$50.4 million decrease in cash from increased capital expenditures for tenant improvements, developments/redevelopments and leasing commissions, which primarily relates to ongoing development and redevelopment projects;
- \$14.3 million decrease in cash distributed from unconsolidated Real Estate Ventures in excess of cumulative equity in income;
- \$8.8 million decrease primarily from deposits for real estate relating to our ability to increase project density at certain of the development sites within Schuylkill Yards (See Note 3, “*Real Estate Investments*” to our Consolidated Financial Statements for further details); and
- \$0.8 million increase in leasing costs due to the timing of leasing activity.

The decrease in cash provided by investing activities was primarily offset by the following:

- \$152.2 million increase in net proceeds from the disposition of ten properties and two land parcels during compared to the sale of 20 properties and five land parcels during 2017;
- \$5.7 million decrease in investment in unconsolidated Real Estate Ventures;
- \$5.7 million increase in escrowed cash due to timing of payments;

- \$0.4 million increase in receipts related to advances made for the purchase of tenant assets, net of repayments; and
- \$0.3 million increase from the repayment of a capital lease, related to the disposition of the Subaru NSTC.

The net decrease of \$60.5 million in cash used in financing activities during 2018 compared to 2017 is attributed to the following:

- \$628.6 million decrease resulting from the repayments of the unsecured notes, as we repaid \$328.6 million for the principal balance and prepayment penalties on the 4.95% Guaranteed Notes due 2018 and \$300.0 million for the entire principal balance of the unsecured 5.70% Guaranteed Notes upon maturity on May 1, 2017, with no comparable repayments during 2018;
- \$100.0 million from the redemption of our outstanding 6.900% Series E Preferred Shares at par during 2017;
- \$92.5 million increase in net repayments under the unsecured revolving credit facility during 2018 compared to 2017; and
- \$1.3 million decrease in deferred finance costs paid in 2018 compared to 2017.

The decreases of \$822.4 million in cash used in financing activities was offset by \$762.0 million related to the following:

- \$550.1 million decrease resulting from the issuance of the \$450.0 million 3.95% Guaranteed Notes due 2027 and an additional \$100.0 million issued under the 3.95% Guaranteed Notes Due 2023, both on November 17, 2017, with no comparable issuance in 2018;
- \$117.2 million of cash used to repay mortgage notes primarily attributable to repaying \$115.5 million of mortgage notes assumed with the acquisition of the Austin properties at settlement of the transaction during 2018, with no comparable repayments in 2017;
- \$51.2 million in proceeds from at-the-market issuances of common shares under the Offering Program during 2017, with no significant issuance in 2018;
- \$21.8 million increase in cash used to repurchase 1.7 million common shares at a weighted average price of \$12.62 per share during 2018, with no comparable repurchases in 2017;
- \$12.7 million increase in cash used due to the increase of dividends paid from \$0.16 per share during 2017 to \$0.18 per share during 2018;
- \$7.0 million increase in cash used to redeem limited partnership units during 2018 with no redemptions in 2017;
- \$1.2 million in proceeds from the exercise of stock options during the 2017, with no such activity during 2018; and
- \$0.8 million increase in shares used for employee taxes upon vesting of share awards.

Capitalization

Indebtedness

The table below summarizes indebtedness under our mortgage notes payable and our unsecured debt at December 31, 2018 and December 31, 2017:

	December 31, 2018	December 31, 2017
	(dollars in thousands)	
Balance: (a)		
Fixed rate	\$ 1,924,580	\$ 1,921,655
Variable rate - unhedged.....	119,562	27,062
Total	<u>\$ 2,044,142</u>	<u>\$ 1,948,717</u>
Percent of Total Debt:		
Fixed rate	94.2%	98.6%
Variable rate - unhedged.....	5.8%	1.4%
Total	<u>100.0%</u>	<u>100.0%</u>
Weighted-average interest rate at period end:		
Fixed rate	3.9%	4.1%
Variable rate - unhedged.....	3.6%	2.7%
Total	3.9%	4.0%
Weighted-average maturity in years:		
Fixed rate	6.6	7.6
Variable rate - unhedged.....	4.0	17.5
Total	6.4	7.7

(a) Consists of unpaid principal and does not include premium/discount or deferred financing costs.

Scheduled principal payments and related weighted average annual effective interest rates for our debt as of December 31, 2018 were as follows (in thousands):

Period	Scheduled amortization	Principal maturities	Total	Weighted Average Interest Rate of Maturing Debt
2019	\$ 7,595	\$ -	\$ 7,595	3.978%
2020	6,705	80,521	87,226	3.980%
2021	6,142	9,001	15,143	4.279%
2022	6,332	342,500	348,832	3.084%
2023	1,620	555,116	556,736	3.941%
2024	-	250,000	250,000	4.328%
2025	-	-	-	0.000%
2026	-	-	-	0.000%
2027	-	450,000	450,000	4.025%
2028	-	-	-	0.000%
Thereafter	-	328,610	328,610	4.300%
Totals	<u>\$ 28,394</u>	<u>\$ 2,015,748</u>	<u>\$ 2,044,142</u>	<u>3.923%</u>

Unsecured Revolving Credit Facility and Unsecured Term Loan

On December 13, 2018, we amended and restated our \$250.0 million seven-year term loan maturing October 8, 2022. In connection with the terms of the amendment, the credit spread on the term loan decreased from LIBOR plus 1.80% to LIBOR plus 1.25%, reducing our effective rate 0.55%. Through a series of interest rate swaps, the \$250.0 million outstanding balance of the term loan has a fixed interest rate of 2.87%.

On July 17, 2018, we amended and restated our revolving credit agreement (as amended and restated, the "2018 Credit Facility"). The amendment and restatement, among other things: (i) maintained the total commitment of the revolving line of credit of \$600.0 million; (ii) extended the maturity date from May 15, 2019 to July 15, 2022, with two six-month extensions at our election subject to specified conditions and subject to payment of an extension fee; (iii) reduced the interest rate margins applicable to Eurodollar loans; (iv) provided for an additional interest rate option based on a floating LIBOR rate; and (v) removed the covenant requiring us to maintain a

minimum net worth. In connection with the amendments, we capitalized \$2.7 million in financing costs, which will be amortized through the July 15, 2022 maturity date.

At our option, loans outstanding under the 2018 Credit Facility will bear interest at a rate per annum equal to (1) LIBOR plus between 0.775% and 1.45%, based on the our credit rating, or (2) a base rate equal to the greatest of (a) the Administrative Agent's prime rate, (b) the Federal Funds rate plus 0.5% or (c) LIBOR for a one month period plus 1.00%, in each case, plus a margin ranging from 0.0% to 0.45% based on the our credit rating. The 2018 Credit Facility also contains a competitive bid option that allows banks that are part of the lender consortium to bid to make loan advances to us at a reduced interest rate. In addition, we are also obligated to pay (1) in quarterly installments a facility fee on the total commitment at a rate per annum ranging from 0.125% to 0.30% based on our credit rating and (2) an annual fee on the undrawn amount of each letter or credit equal to the LIBOR Margin. Based on our current credit rating, the LIBOR margin is 1.10% and the facility fee is 0.25%.

The terms of the 2018 Credit Facility require that the we maintain customary financial and other covenants, including: (i) a fixed charge coverage ratio greater than or equal to 1.5 to 1.00; (ii) a leverage ratio less than or equal to 0.60 to 1.00, subject to specified exceptions; (iii) a ratio of unsecured indebtedness to unencumbered asset value less than or equal to 0.60 to 1.00, subject to specified exceptions; (iv) a ratio of secured indebtedness to total asset value less than or equal to 0.40 to 1.00; and (v) a ratio of unencumbered cash flow to interest expense on unsecured debt greater than 1.75 to 1.00. In addition, the 2018 Credit Facility restricts payments of dividends and distributions on shares in excess of 95% of our funds from operations (FFO) except to the extent necessary to enable us to continue to qualify as a REIT for Federal income tax purposes. We had \$92.5 million of borrowings under the 2018 Credit Facility as of December 31, 2018. During the twelve months ended December 31, 2018, the weighted-average interest rate on 2018 Credit Facility borrowings was 3.24% resulting in \$1.0 million of interest expense. As of December 31, 2018, the effective interest rate on 2018 Credit Facility borrowings was 3.61%. As of December 31, 2017, we had no borrowings under the Credit Facility. During the twelve months ended December 31, 2017, the weighted average interest rate on Credit Facility borrowings was 2.28% resulting in \$2.6 million of interest expense.

The Parent Company unconditionally guarantees the unsecured debt obligations of the Operating Partnership (or is a co-borrower with the Operating Partnership) but does not by itself incur unsecured indebtedness. The Parent Company has no material assets other than its investment in the Operating Partnership.

We were in compliance with all financial and non-financial covenants under the 2018 Credit Facility, Term Loan and our credit agreements as of December 31, 2018. We continuously monitor our compliance with all covenants. Certain covenants restrict our ability to obtain alternative sources of capital. While we believe that we will remain in compliance with our covenants, a slow-down in the economy and a decrease in availability of debt financing could result in non-compliance with covenants.

Unsecured Notes and Mortgage Notes

The Operating Partnership is the issuer of our unsecured notes which are fully and unconditionally guaranteed by the Parent Company. The indenture under which the Operating Partnership issued its unsecured notes contains financial covenants, including (i) a leverage ratio not to exceed 60%, (ii) a secured debt leverage ratio not to exceed 40%, (iii) a debt service coverage ratio of greater than 1.5 to 1.0 and (iv) an unencumbered asset value of not less than 150% of unsecured debt. The Operating Partnership was in compliance with all covenants as of December 31, 2018.

The Operating Partnership has mortgage loans that are collateralized by certain of its Properties. Payments on mortgage loans are generally due in monthly installments of principal and interest, or interest only. The Operating Partnership intends to refinance or repay its mortgage loans as they mature through the use of proceeds from selective property sales and secured or unsecured borrowings. However, in the current and expected future economic environment, one or more of these sources may not be available on attractive terms or at all.

The charter documents of the Parent Company and Operating Partnership do not limit the amount or form of indebtedness that the Operating Partnership may incur, and its policies on debt incurrence are solely within the discretion of the Parent Company's Board of Trustees, subject to the financial covenants in the Credit Facility, indenture and other credit agreements.

Equity

On December 6, 2018, the Parent Company declared a distribution of \$0.19 per common share, totaling \$33.6 million, which it paid on January 22, 2019 to its shareholders of record as of January 8, 2019. In order to maintain its qualification as a REIT, the Parent Company is required to, among other things, pay dividends to its shareholders of at least 90% of its REIT taxable income. During the year ended December 31, 2018, the Parent Company paid dividends in excess of the 90% criterion.

The Parent Company maintains a common share repurchase program under which the Board of Trustees has authorized the Parent Company to repurchase common shares. On January 3, 2019, the Board of Trustees replenished this program by authorizing the Parent Company to repurchase up to \$150 million common shares under the program from and after January 3, 2019. During the year ended

2018, we repurchased and retired 1,729,278 common shares at an average price of \$12.64 per share, totaling \$21.9 million. During the years ended December 31, 2017 and 2016, there were no share repurchases under the program. We expect to fund any additional share repurchases with a combination of available cash balances and availability under our unsecured revolving credit facility. The timing and amounts of any repurchases will depend on a variety of factors, including market conditions, regulatory requirements, share prices, capital availability and other factors as determined by our management team. The repurchase program does not require the purchase of any minimum number of shares and may be suspended or discontinued at any time without notice.

The Parent Company also maintains a continuous offering program (the "Offering Program") that permits it to sell 16,000,000 common shares until January 10, 2020 in at-the-market offerings. During 2018 and 2017, we issued 23,311 and 2,858,991 common shares under the Offering Program at weighted average prices per share of \$18.04 and \$18.19, receiving net cash proceeds of \$0.4 million and \$51.2 million, respectively. No shares were issued during 2016 under the Offering Program. As of December 31, 2018, 13,117,698 common shares remained available for issuance under the Offering Program.

Inflation

A majority of our leases provide for tenant reimbursement of real estate taxes and operating expenses either on a triple net basis or over a base amount. In addition, many of our office leases provide for fixed base rent increases. We believe that inflationary increases in expenses will be partially offset by expense reimbursement and contractual rent increases.

Commitments and Contingencies

The following table outlines the timing of payment requirements related to our contractual commitments as of December 31, 2018:

	Payments by Period (in thousands)				
	Total	Less than 1 Year	1-3 Years	3-5 Years	More than 5 Years
Mortgage notes payable (a)	\$ 323,032	\$ 7,595	\$ 102,367	\$ 213,070	\$ -
Unsecured credit facility.....	92,500	-	92,500	-	-
Unsecured term loan (a)	250,000	-	-	250,000	-
Unsecured debt (a).....	1,378,610	-	-	350,000	1,028,610
Ground leases (b).....	61,799	1,222	2,445	2,445	55,687
Development contracts (c).....	103,348	96,995	5,733	620	-
Tenant improvements (d)	62,184	53,794	8,390	-	-
Interest expense (e).....	494,937	77,137	138,191	109,516	170,093
Other liabilities (f)	30,325	3,243	12,237	4,911	9,934
	<u>\$ 2,796,735</u>	<u>\$ 239,986</u>	<u>\$ 361,863</u>	<u>\$ 930,562</u>	<u>\$ 1,264,324</u>

- (a) Amounts are gross of deferred financing costs and do not include unamortized discounts and/or premiums.
- (b) Future minimum rental payments under the terms of all non-cancelable ground leases under which we are the lessee are expensed on a straight-line basis regardless of when payments are due.
- (c) Represents contractual obligations for wholly owned development projects and does not contemplate all costs expected to be incurred for such developments. This table does not include contractual obligations for our real estate venture developments, which are described below. For information regarding our developments, see Item 1. "Business - Developments."
- (d) Represents cash commitments under signed leases and excludes tenant-funded improvements. The timing of these expenditures may fluctuate.
- (e) Variable rate debt future interest expense commitments are calculated using December 31, 2018 interest rates.
- (f) Other liabilities consist of (i) our deferred compensation liability, (ii) the interest accretion on the anticipated transfer tax liability on Two Logan Square in Philadelphia, Pennsylvania; (iii) the contingent consideration associated with the purchase of 618 Market Street in Philadelphia, Pennsylvania; and (iv) a payment to a tenant under a profit sharing arrangement.

The above table does not include amounts related to the development at 4040 Wilson, an unconsolidated real estate venture in which we hold a 50% ownership interest, in Arlington, Virginia. For further discussion of this development, see Item 1., "Business - Developments."

We provide customary guarantees for certain development projects of our unconsolidated real estate ventures. See Note 4, "Investment in Unconsolidated Real Estate Ventures," and Note 19, "Commitments and Contingencies," to our consolidated financial statements for further details on payment guarantees provided on the behalf of real estate ventures.

As of December 31, 2018, we expect to incur \$2.0 million for capital improvements to operating properties, which are not included in the above table. We expect that most of these improvements will be paid by December 31, 2020.

On October 13, 2017, we acquired a leasehold interest in the office building known as The Bulletin Building, in Philadelphia, Pennsylvania. In connection with the acquisition, we are required to spend no less than \$8.0 million in capital improvements to the property. As of December 31, 2018, \$1.2 million of the funding related to this requirement had been met. See Note 19, “*Commitments and Contingencies*,” to the consolidated financial statements for further information.

Also on October 13, 2017, we acquired a leasehold interest in the land parcel at 3001 Market Street in Philadelphia, Pennsylvania (“Drexel Square”). During the fourth quarter of 2017, we broke ground on the construction of a public park on the site, marking the commencement of construction of our Schuylkill Yards Project with Drexel. Under the terms of the Development Agreement with Drexel, we have until July 2019 to complete development of Drexel Square. If we are unable to complete such development within this timeframe, we may be subject to damages under the Development Agreement. As of December 31, 2018, the project was substantially complete.

During the fourth quarter of 2017, in connection with the Schuylkill Yards Project, we entered into a neighborhood engagement program and, as of December 31, 2018, had \$2.7 million of future contractual obligations, which are included in the table above within the “Development contracts” caption. In addition, we estimate \$0.6 million of potential additional contributions for which we are not currently contractually obligated. As such, these costs are not included in the above table. See Note 19, “*Commitments and Contingencies*,” to our consolidated financial statements for further information.

Certain of the ground leases, entered into in Philadelphia, Pennsylvania, provide for contingent rent participation by the lessor in certain capital transactions and net operating cash flows of the properties after certain returns are achieved by us. Such amounts, if any, will be reflected as contingent rent when incurred. The leases also provide for payment by us of certain operating costs relating to the land, primarily real estate taxes. The above schedule of future minimum rental payments for ground leases does not include any contingent rent amounts or any reimbursed expenses.

As part of the Operating Partnership’s September 2004 acquisition of a portfolio of properties from the Rubenstein Company (which we refer to as the “TRC acquisition”), the Operating Partnership acquired its interest in Two Logan Square, a 708,844 square foot office building in Philadelphia, primarily through its ownership of a second and third mortgage secured by this property. This property is consolidated as the borrower is a variable interest entity and the Operating Partnership, through its ownership of the second and third mortgages, is the primary beneficiary. The Operating Partnership currently does not expect to take title to Two Logan Square until, at the earliest, on or about August 2020. If the Operating Partnership takes fee title to Two Logan Square upon foreclosure of its mortgage, the Operating Partnership has agreed to pay an unaffiliated third party that holds a residual interest in the fee owner of this property an amount equal to \$2.9 million. On the TRC acquisition date, the Operating Partnership recorded a liability of \$0.7 million and this amount will accrete up to \$2.9 million through January 2020. As of December 31, 2018, the Operating Partnership has a balance of \$2.7 million for this liability on its consolidated balance sheet.

As part our 2006 merger with Prentiss Properties Trust, our 2004 TRC acquisition and several of our other transactions, we agreed not to sell certain of the properties we acquired in transactions that would trigger taxable income to the former owners. In the case of the TRC acquisition, we agreed not to sell for a period of up to 15 years from the date of the TRC acquisition the acquired properties at One Logan Square, Two Logan Square and Radnor Corporate Center (January 2020). We subsequently agreed to extend the no-sale period applicable to Two Logan Square to on or about August 2020. In the Prentiss acquisition, we assumed the obligation of Prentiss not to sell Concord Airport Plaza before March 2018. During 2017, we completed the sale of Concord Airport Plaza in a qualifying 1031 exchange for 3000 Market Street in Philadelphia, PA. We have an obligation not to sell 3000 Market Street before March 2018. Our agreements generally provide that we may dispose of the subject properties only in transactions that qualify as tax-free exchanges under Section 1031 of the Internal Revenue Code or in other tax deferred transactions. If we were to sell a restricted property before the expiration of the restricted period in a non-exempt transaction, we would be required to make significant payments to the parties who sold the applicable property to us for tax liabilities attributed to them. Similarly, as part of our 2013 acquisition of substantially all of the equity interests in the partnerships that own One and Two Commerce Square, we agreed, for the benefit of affiliates of the holder of the 1% residual ownership interest in these properties, to not sell these two properties in certain taxable transactions prior to October 20, 2021 without the holder’s consent.

We invest in properties and regularly incur capital expenditures in the ordinary course of business to maintain the properties. We believe that such expenditures enhance our competitiveness. We also enter into construction, utility and service contracts in the ordinary course of its business which may extend beyond one year. These contracts typically provide for cancellation with insignificant or no cancellation penalties.

Guarantees

As of December 31, 2018, our unconsolidated real estate ventures had aggregate indebtedness of \$370.3 million. These loans are generally mortgage or construction loans, most of which are non-recourse to us, except for customary carve-outs. As of December 31, 2018, the loans for which there is recourse to us consist of the following: (i) a \$0.3 million payment guarantee on a loan with a \$3.8 million outstanding principal balance, provided to PJP VII and (ii) up to a \$41.3 million payment guarantee on a \$150.0 million construction loan provided to 4040 Wilson. In addition, during construction undertaken by real estate ventures, including 4040 Wilson, we have provided and expect to continue to provide cost overrun and completion guarantees, with rights of contribution among partners or members in the real estate ventures, as well as customary environmental indemnities and guarantees of customary exceptions to nonrecourse provisions in loan agreements.

In addition, during construction undertaken by real estate ventures we have provided, and expect to continue to provide, cost overrun and completion guarantees, with rights of contribution among partners in ventures, as well as customary environmental indemnities and guarantees of customary exceptions to nonrecourse provisions in loan agreements.

As part of our acquisition of properties from time to time in tax-deferred transactions, we have agreed to provide certain of the prior owners of the acquired properties with the right to guarantee our indebtedness. If we were to seek to repay the indebtedness guaranteed by the prior owner before the expiration of the applicable agreement, we would be required to provide the prior owner an opportunity to guarantee qualifying replacement debt. These debt maintenance agreements may limit our ability to refinance indebtedness on terms that will be favorable to us. As part of our 2013 acquisition of substantially all of the equity interests in the partnerships that own One and Two Commerce Square, we agreed, for the benefit of affiliates of the holder of the 1% residual ownership interest in these properties, to maintain qualifying mortgage debt through October 20, 2021. As of December 31, 2018, the \$120.2 million principal balance on the mortgage debt at One Commerce Square and the \$110.5 million principal balance on the mortgage debt at Two Commerce Square were sufficient under each of the debt maintenance agreements. Similarly, we have agreements in place with other contributors of assets to us that obligate us to maintain debt available for them to guaranty.

Interest Rate Risk and Sensitivity Analysis

The analysis below presents the sensitivity of the market value of the Operating Partnership's financial instruments to selected changes in market rates. The range of changes chosen reflects its view of changes which are reasonably possible over a one-year period. Market values are the present value of projected future cash flows based on the market rates chosen.

Our financial instruments consist of both fixed and variable rate debt. As of December 31, 2018, our consolidated debt consisted of mortgage loans with an outstanding principal balance of \$323.0 million and unsecured notes with an outstanding principal balance of \$1,300.0 million, all of which are fixed rate borrowings. We also have variable rate debt consisting of trust preferred securities with an outstanding principal balance of \$78.6 million, a \$600.0 million Credit Facility with an outstanding balance of \$92.5 million and an unsecured term loan with an outstanding principal balance of \$250.0 million, all of which have been swapped to fixed rates, except for one trust preferred security with an outstanding principal balance of \$27.1 million and the Credit Facility. All financial instruments were entered into for other than trading purposes and the net market value of these financial instruments is referred to as the net financial position. Changes in interest rates have different impacts on the fixed and variable rate portions of our debt portfolio. A change in interest rates on the fixed portion of the debt portfolio impacts the net financial instrument position, but has no impact on interest incurred or cash flows. A change in interest rates on the variable portion of the debt portfolio impacts the interest incurred and cash flows, but does not impact the net financial instrument position.

If market rates of interest increase by 100 basis points, the fair value of our outstanding fixed-rate mortgage debt would decrease by approximately \$9.6 million. If market rates of interest decrease by 100 basis points, the fair value of our outstanding fixed-rate mortgage debt would increase by approximately \$10.0 million.

As of December 31, 2018, based on prevailing interest rates and credit spreads, the fair value of our unsecured notes was \$1,262.6 million. For sensitivity purposes, a 100 basis point change in the discount rate equates to a change in the total fair value of our debt of approximately \$12.5 million at December 31, 2018.

From time to time or as the need arises, we use derivative instruments to manage interest rate risk exposures and not for speculative purposes. The total outstanding principal balance of our variable rate debt was approximately \$421.1 million at December 31, 2018 and December 31, 2017, respectively. The total fair value of our debt was approximately \$402.9 million and \$308.9 million at December 31, 2018 and December 31, 2017, respectively. For sensitivity purposes, if market rates of interest increase by 100 basis points the fair value of our variable rate debt would decrease by approximately \$18.2 million on December 31, 2018. If market rates of interest decrease by 100 basis points, the fair value of our outstanding variable rate debt would increase by approximately \$19.6 million.

These amounts were determined solely by considering the impact of hypothetical interest rates on our financial instruments. Due to the uncertainty of specific actions it may undertake to minimize possible effects of market interest rate increases, this analysis assumes no changes in our financial structure.

Funds from Operations (FFO)

Pursuant to the revised definition of FFO adopted by the Board of Governors of the National Association of Real Estate Investment Trusts (“NAREIT”), we calculate FFO by adjusting net income/(loss) attributable to common unit holders (computed in accordance with GAAP) for gains (or losses) from sales of properties, impairment losses on depreciable consolidated real estate, impairment losses on investments in unconsolidated joint ventures driven by a measurable decrease in the fair value of depreciable real estate held by the unconsolidated Real Estate Ventures, real estate related depreciation and amortization, and after similar adjustments for unconsolidated Real Estate Ventures. FFO is a non-GAAP financial measure. We believe that the use of FFO combined with the required GAAP presentations has been beneficial in improving the understanding of operating results of REITs among the investing public and making comparisons of REITs’ operating results more meaningful. We consider FFO to be a useful measure for reviewing comparative operating and financial performance because, by excluding property impairments, gains or losses related to sales of previously depreciated operating real estate assets and real estate depreciation and amortization, FFO can help the investing public compare the operating performance of a company’s real estate between periods or as compared to other companies. Our computation of FFO may not be comparable to FFO reported by other REITs or real estate companies that do not define the term in accordance with the current NAREIT definition or that interpret the current NAREIT definition differently.

We consider net income, as defined by U.S. GAAP, to be the most comparable earnings measure to FFO. While FFO and FFO per unit are relevant and widely used measures of operating performance of REITs, FFO does not represent cash flow from operations or net income as defined by U.S. GAAP and should not be considered as alternatives to those measures in evaluating our liquidity or operating performance. We believe that to further understand our performance, FFO should be compared with our reported net income/ (loss) attributable to common unit holders and considered in addition to cash flows in accordance with GAAP, as presented in our Consolidated Financial Statements.

The following table presents a reconciliation of net income attributable to common unitholders to FFO for the years ended December 31, 2018 and 2017:

	Years Ended	
	December 31, 2018	December 31, 2017
	(amounts in thousands, except share information)	
Net income attributable to common unitholders\$	136,865	\$ 116,290
Add (deduct):		
Amount allocated to unvested restricted unitholders	369	327
Net gain on real estate venture transactions	(142,233)	(80,526)
Net gain on disposition of real estate	(2,932)	(31,657)
Gain on promoted interest in unconsolidated real estate venture.....	(28,283)	-
Provision for impairment (a)	71,707	2,730
Other than temporary impairment of equity method investment	4,076	4,844
Company's share of impairment of an unconsolidated real estate venture	10,416	-
Depreciation and amortization:		
Real property	137,461	142,548
Leasing costs including acquired intangibles.....	35,215	35,920
Company's share of unconsolidated real estate ventures.....	25,947	39,622
Partners' share of consolidated real estate ventures.....	(218)	(231)
Funds from operations\$	248,390	\$ 229,867
Funds from operations allocable to unvested restricted shareholders.....	(697)	(648)
Funds from operations available to common share and unit holders (FFO) \$	247,693	\$ 229,219
Weighted-average shares/units outstanding — basic (b)	179,959,370	176,964,149
Weighted-average shares/units outstanding — fully diluted (b)	181,081,114	178,287,965

(a) In accordance with the NAREIT definition of FFO, impairments on land held for development have been excluded.

(b) Includes common shares and partnership units outstanding through the year ended December 31, 2018 and December 31, 2017, respectively.

Item 7A. Quantitative and Qualitative Disclosures About Market Risk

See discussion in “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*,” included in Item 7 herein.

Item 8. Financial Statements and Supplementary Data

The financial statements and supplementary financial data of the Parent Company and the Operating Partnership and the reports thereon of PricewaterhouseCoopers LLP, an independent registered public accounting firm, with respect thereto, are listed under Items 15(a) and 15(b) and filed as part of this report. See Item 15., “*Exhibits and Financial Statement Schedules.*”

Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

None.

Item 9A. Controls and Procedures

Controls and Procedures (Parent Company)

Conclusion Regarding the Effectiveness of Disclosure Controls and Procedures

Under the supervision and with the participation of the Parent Company’s management, including its principal executive officer and principal financial officer, the Parent Company’s management conducted an evaluation of its disclosure controls and procedures, as such term is defined under Rule 13a-15(e) promulgated under the Securities Exchange Act of 1934, as amended (the “Exchange Act”). Based on this evaluation, the principal executive officer and the principal financial officer of the Parent Company concluded that the Parent Company’s disclosure controls and procedures were effective as of the end of the period covered by this annual report.

Management’s Report on Internal Control Over Financial Reporting

The management of the Parent Company is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Exchange Act Rule 13a-15(f).

Under the supervision and with the participation of the Parent Company’s management, including its principal executive officer and principal financial officer, the Parent Company’s management conducted an evaluation of the effectiveness of the Parent Company’s internal control over financial reporting based on the framework in *Internal Control — Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission in 2013. Based on this evaluation under the framework in *Internal Control — Integrated Framework*, the Parent Company’s management concluded that the Parent Company’s internal control over financial reporting was effective as of December 31, 2018.

The effectiveness of the Parent Company’s internal control over financial reporting as of December 31, 2018 has been audited by PricewaterhouseCoopers LLP, an independent registered public accounting firm, as stated in its report that is included herein.

Changes in Internal Control over Financial Reporting

There have not been any changes in the Parent Company’s internal control over financial reporting (as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) during the fourth fiscal quarter to which this report relates that have materially affected, or are reasonably likely to materially affect, the Parent Company’s internal control over financial reporting.

Controls and Procedures (Operating Partnership)

Conclusion Regarding the Effectiveness of Disclosure Controls and Procedures

Under the supervision and with the participation of the Operating Partnership’s management, including its principal executive officer and principal financial officer, the Operating Partnership’s management conducted an evaluation of its disclosure controls and procedures, as such term is defined under Rule 13a-15(e) promulgated under the Exchange Act. Based on this evaluation, the principal executive officer and the principal financial officer of Operating Partnership concluded that the Operating Partnership’s disclosure controls and procedures were effective as of the end of the period covered by this annual report.

Management’s Report on Internal Control Over Financial Reporting

The management of the Operating Partnership is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Exchange Act Rule 13a-15(f).

Under the supervision and with the participation of the Operating Partnership’s management, including its principal executive officer and principal financial officer, the Operating Partnership’s management conducted an evaluation of the effectiveness of the Operating Partnership’s internal control over financial reporting based on the framework in *Internal Control — Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission in 2013. Based on this evaluation under the framework in

Internal Control — Integrated Framework, the Operating Partnership's management concluded that the Operating Partnership's internal control over financial reporting was effective as of December 31, 2018.

The effectiveness of the Operating Partnership's internal control over financial reporting as of December 31, 2018 has been audited by PricewaterhouseCoopers LLP, an independent registered public accounting firm, as stated in its report that is included herein.

Changes in Internal Control over Financial Reporting.

There have not been any changes in the Operating Partnership's internal control over financial reporting (as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) during the fourth fiscal quarter to which this report relates that have materially affected, or are reasonably likely to materially affect, the Operating Partnership's internal control over financial reporting.

Item 9B. Other Information

None.

PART III

Item 10. Directors, Executive Officers and Corporate Governance

Incorporated herein by reference to the Company's definitive proxy statement to be filed with respect to its 2019 Annual Meeting of Shareholders.

Item 11. Executive Compensation

Incorporated herein by reference to the Company's definitive proxy statement to be filed with respect to its 2019 Annual Meeting of Shareholders.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Shareholder Matters

Incorporated herein by reference to the Company's definitive proxy statement to be filed with respect to its 2019 Annual Meeting of Shareholders.

Item 13. Certain Relationships and Related Transactions, and Director Independence

Incorporated herein by reference to the Company's definitive proxy statement to be filed with respect to its 2019 Annual Meeting of Shareholders.

Item 14. Principal Accountant Fees and Services

Incorporated herein by reference to the Company's definitive proxy statement to be filed with respect to its 2019 Annual Meeting of Shareholders.

PART IV

Item 15. Exhibits and Financial Statement Schedules.

- (a) Financial Statements and Schedules of Brandywine Realty Trust
- (b) Financial Statements and Schedules of Brandywine Operating Partnership

The financial statements and schedules of the Parent Company and the Operating Partnership listed below are filed as part of this report on the pages indicated.

Index to Financial Statements and Schedules

	<u>Page</u>
Report of Independent Registered Public Accounting Firm (Brandywine Realty Trust)	F- 1
Report of Independent Registered Public Accounting Firm (Brandywine Operating Partnership, L.P.)	F- 2
Financial Statements of Brandywine Realty Trust	
Consolidated Balance Sheets as of December 31, 2018 and 2017.....	F- 3
Consolidated Statements of Operations for the Years Ended December 31, 2018, 2017 and 2016	F- 4
Consolidated Statements of Comprehensive Income for the Years Ended December 31, 2018, 2017 and 2016.....	F- 5
Consolidated Statements of Beneficiaries' Equity for the Years Ended December 31, 2018, 2017 and 2016.....	F- 6
Consolidated Statements of Cash Flows for the Years Ended December 31, 2018, 2017 and 2016.....	F- 7
Financial Statements of Brandywine Operating Partnership, L.P.	
Consolidated Balance Sheets as of December 31, 2018 and 2017.....	F- 9
Consolidated Statements of Operations for the Years Ended December 31, 2018, 2017 and 2016	F- 10
Consolidated Statements of Comprehensive Income for the Years Ended December 31, 2018, 2017 and 2016.....	F- 11
Consolidated Statements of Partners' Equity for the Years Ended December 31, 2018, 2017 and 2016	F- 12
Consolidated Statements of Cash Flows for the Years Ended December 31, 2018, 2017 and 2016.....	F- 13
Notes to Consolidated Financial Statements (Brandywine Realty Trust and Brandywine Operating Partnership, L.P.).....	F- 15
Schedule II — Valuation and Qualifying Accounts (Brandywine Realty Trust and Brandywine Operating Partnership, L.P.) for the years ended December 31, 2018, 2017 and 2016	F- 71
Schedule III — Real Estate and Accumulated Depreciation (Brandywine Realty Trust and Brandywine Operating Partnership, L.P.) at December 31, 2018 with reconciliations for the years ended December 31, 2018, 2017 and 2016.....	F- 72

(c) Exhibits

<u>Exhibits Nos.</u>	<u>Description</u>
3.1.1	Articles of Amendment and Restatement of Declaration of Trust of Brandywine Realty Trust (previously filed as an exhibit to Brandywine Realty Trust's Form 8-K filed on May 29, 2018 and incorporated herein by reference)
3.1.2	Articles Supplementary relating to opt-out of Maryland Unsolicited Takeover Act, filed with the State Department of Assessments and Taxation of Maryland on March 2, 2018 (previously filed as an Exhibit to Brandywine Realty Trust's Form 8-K filed on March 6, 2018 and incorporated herein by reference)
3.1.3	Preferred Share Reclassification Articles Supplementary filed with the State Department of Assessments and Taxation of Maryland on March 2, 2018 (previously filed as an Exhibit to Brandywine Realty Trust's Form 8-K filed on March 6, 2018 and incorporated herein by reference)
3.2.1	Amended and Restated Agreement of Limited Partnership of Brandywine Operating Partnership, L.P. (the "Operating Partnership") (previously filed as an exhibit to Brandywine Realty Trust's Form 8-K dated December 17, 1997 and incorporated herein by reference)
3.2.2	First Amendment to Amended and Restated Agreement of Limited Partnership of Brandywine Operating Partnership, L.P. (previously filed as an exhibit to Brandywine Realty Trust's Form 8-K dated December 17, 1997 and incorporated herein by reference)
3.2.3	Second Amendment to the Amended and Restated Agreement of Limited Partnership Agreement of Brandywine Operating Partnership, L.P. (previously filed as an exhibit to Brandywine Realty Trust's Form 8-K dated April 13, 1998 and incorporated herein by reference)
3.2.4	Third Amendment to the Amended and Restated Agreement of Limited Partnership of Brandywine Operating Partnership, L.P. (previously filed as an exhibit to Brandywine Realty Trust's Form 8-K dated May 14, 1998 and incorporated herein by reference)
3.2.5	Fourth Amendment to the Amended and Restated Agreement of Limited Partnership of Brandywine Operating Partnership, L.P. (previously filed as an exhibit to Brandywine Realty Trust's Form 8-K dated October 13, 1998 and incorporated herein by reference)
3.2.6	Fifth Amendment to the Amended and Restated Agreement of Limited Partnership of Brandywine Operating Partnership, L.P. (previously filed as an exhibit to Brandywine Realty Trust's Form 8-K dated October 13, 1998 and incorporated herein by reference)

Exhibits Nos.	Description
3.2.7	Sixth Amendment to the Amended and Restated Agreement of Limited Partnership of Brandywine Operating Partnership, L.P. (previously filed as an exhibit to Brandywine Realty Trust's Form 8-K dated October 13, 1998 and incorporated herein by reference)
3.2.8	Seventh Amendment to the Amended and Restated Agreement of Limited Partnership of Brandywine Operating Partnership, L.P. (previously filed as an exhibit to Brandywine Realty Trust's Form 10-K for the fiscal year ended December 31, 2003 and incorporated herein by reference)
3.2.9	Eighth Amendment to the Amended and Restated Agreement of Limited Partnership of Brandywine Operating Partnership, L.P. (previously filed as an exhibit to Brandywine Realty Trust's Form 10-K for the fiscal year ended December 31, 2003 and incorporated herein by reference)
3.2.10	Ninth Amendment to the Amended and Restated Agreement of Limited Partnership of Brandywine Operating Partnership, L.P. (previously filed as an exhibit to Brandywine Realty Trust's Form 10-K for the fiscal year ended December 31, 2003 and incorporated herein by reference)
3.2.11	Tenth Amendment to the Amended and Restated Agreement of Limited Partnership of Brandywine Operating Partnership, L.P. (previously filed as an exhibit to Brandywine Realty Trust's Form 10-K for the fiscal year ended December 31, 2003 and incorporated herein by reference)
3.2.12	Eleventh Amendment to the Amended and Restated Agreement of Limited Partnership of Brandywine Operating Partnership, L.P. (previously filed as an exhibit to Brandywine Realty Trust's Form 10-K for the fiscal year ended December 31, 2003 and incorporated herein by reference)
3.2.13	Twelfth Amendment to the Amended and Restated Agreement of Limited Partnership of Brandywine Operating Partnership, L.P. (previously filed as an exhibit to Brandywine Realty Trust's Form 10-K for the fiscal year ended December 31, 2003 and incorporated herein by reference)
3.2.14	Thirteenth Amendment to the Amended and Restated Agreement of Limited Partnership of Brandywine Operating Partnership, L.P. (previously filed as an exhibit to Brandywine Realty Trust's Form 8-K dated September 21, 2004 and incorporated herein by reference)
3.2.15	Fourteenth Amendment to the Amended and Restated Agreement of Limited Partnership of Brandywine Operating Partnership, L.P. (previously filed as an exhibit to Brandywine Realty Trust's Form 8-K dated January 10, 2006 and incorporated herein by reference)
3.2.16	Fifteenth Amendment to the Amended and Restated Agreement of Limited Partnership of Brandywine Operating Partnership, L.P. (previously filed as an exhibit to Brandywine Realty Trust's Form 8-K dated August 18, 2006 and incorporated herein by reference)
3.2.17	Sixteenth Amendment to the Amended and Restated Agreement of Limited Partnership of Brandywine Operating Partnership, L.P. (previously filed as an exhibit to Brandywine Realty Trust's Form 8-K dated August 9, 2010 and incorporated herein by reference)
3.2.18	Seventeenth Amendment to the Amended and Restated Agreement of Limited Partnership of Brandywine Operating Partnership, L.P. (previously filed as an exhibit to Brandywine Realty Trust's Form 8-K dated April 11, 2012 and incorporated herein by reference)
3.2.19	List of partners of Brandywine Operating Partnership, L.P. (filed herewith)
3.3	Bylaws of Brandywine Realty Trust (previously filed as an exhibit to Brandywine Realty Trust's Form 8-K dated May 29, 2018 and incorporated herein by reference)
4.1.1	Indenture dated October 22, 2004 by and among Brandywine Operating Partnership, L.P., Brandywine Realty Trust, certain subsidiaries of Brandywine Operating Partnership, L.P. named therein and The Bank of New York Mellon, as Trustee (previously filed as an exhibit to Brandywine Realty Trust's Form 8-K filed on October 22, 2004 and incorporated herein by reference)
4.1.2	First Supplemental Indenture dated as of May 25, 2005 by and among Brandywine Operating Partnership, L.P., Brandywine Realty Trust, certain subsidiaries of Brandywine Operating Partnership, L.P. named therein and The Bank of New York Mellon, as Trustee (previously filed as an exhibit to Brandywine Realty Trust's Form 8-K filed on May 26, 2005 and incorporated herein by reference)

Exhibits Nos.	Description
4.1.3	Second Supplemental Indenture dated as of October 4, 2006 by and among Brandywine Operating Partnership, L.P., Brandywine Realty Trust and The Bank of New York Mellon, as Trustee (previously filed as an exhibit to Brandywine Realty Trust's Form 8-K dated October 4, 2006 and incorporated herein by reference)
4.1.4	Third Supplemental Indenture dated as of April 5, 2011 by and among Brandywine Operating Partnership, L.P., Brandywine Realty Trust and The Bank of New York Mellon, as Trustee (previously filed as an exhibit to Brandywine Realty Trust's Form 8-K filed on April 5, 2011 and incorporated herein by reference)
4.2	Form of 3.95% Guaranteed Notes due 2023 (previously filed as an exhibit to Brandywine Realty Trust's Form 8-K filed on December 18, 2012 and incorporated herein by reference)
4.3	Form of 4.10% Guaranteed Notes due 2024 (previously filed as an exhibit to Brandywine Realty Trust's Form 8-K filed on September 17, 2014 and incorporated herein by reference)
4.4	Form of 4.55% Guaranteed Notes due 2029 previously filed as an exhibit to Brandywine Realty Trust's Form 8-K filed on September 17, 2014 and incorporated herein by reference)
4.5	Form of 3.95% Guaranteed Notes due 2023 previously filed as an exhibit to Brandywine Realty Trust's Form 8-K filed on November 17, 2017 and incorporated herein by reference)
4.6	Form of 3.95% Guaranteed Notes due 2027 previously filed as an exhibit to Brandywine Realty Trust's Form 8-K filed on November 17, 2017 and incorporated herein by reference)
10.1	Amended and Restated Revolving Credit Agreement dated as of July 17, 2018 (previously filed as an exhibit to Brandywine Realty Trust's Form 8-K filed on July 20, 2018 and incorporated herein by reference)
10.2	Amended and Restated Term Loan C Agreement dated as of December 13, 2018 (filed herewith)
10.3	Letter dated August 10, 2015 to Cohen & Steers Capital Management, Inc. relating to the waiver of share ownership limit, including Representations, Warranties and Agreements of Cohen & Steers Capital Management, Inc. (previously filed as an exhibit to Brandywine Realty Trust's Form 8-K filed on August 13, 2015 and incorporated herein by reference)
10.4	Letter to RREEF America LLC relating to waiver of share ownership limit (previously filed as an exhibit to Brandywine Realty Trust's Form 10-K for the fiscal year ended December 31, 2009 and incorporated herein by reference)
10.5	Amended and Restated Employment Agreement dated as of February 9, 2007 of Gerard H. Sweeney** (previously filed as an exhibit to Brandywine Realty Trust's Form 8-K dated February 14, 2007 and incorporated herein by reference)
10.6	Letter Agreement dated March 1, 2012 modifying Amended and Restated Employment Agreement of Gerard H. Sweeney** (previously filed as an exhibit to Brandywine Realty Trust's Form 8-K dated March 7, 2012 and incorporated herein by reference)
10.7	Amended and Restated 1997 Long-Term Incentive Plan (as amended effective May 18, 2017)** (previously filed as Appendix A to Brandywine Realty Trust's definitive Proxy Statement on Schedule 14A filed on April 4, 2017 and incorporated herein by reference)
10.8	Amendment No. 1 to Amended and Restated 1997 Long-Term Incentive Plan** (previously filed as an exhibit to Brandywine Realty Trust's Form 10-Q for the quarter ended March 31, 2018 and incorporated herein by reference)
10.9	Amended and Restated Executive Deferred Compensation Plan dated January 1, 2013** (previously filed as an exhibit to Brandywine Realty Trust's Form 8-K dated December 11, 2012 and incorporated herein by reference)
10.10	2007 Non-Qualified Employee Share Purchase Plan** (previously filed as an exhibit to Brandywine Realty Trust's Form 10-Q for the quarter ended March 31, 2007 and incorporated herein by reference)

Exhibits Nos.	Description
10.11	Schedule of Non-Employee Trustee Compensation** (previously filed as an exhibit to Brandywine Realty Trust's Form 8-K filed on March 6, 2018 and incorporated herein by reference)
10.12	Forms of Non-Qualified Share Option Agreement for Executive Officers** (previously filed as an exhibit to Brandywine Realty Trust's Form 8-K dated April 1, 2009 and incorporated herein by reference)
10.13	Forms of Incentive Stock Option Agreement for Executive Officers** (previously filed as an exhibit to Brandywine Realty Trust's Form 8-K dated April 1, 2009 and incorporated herein by reference)
10.14	Form of Amended and Restated Change of Control Agreement with Executive Officers** (previously filed as an exhibit to Brandywine Realty Trust's Form 8-K filed on February 4, 2010 and incorporated herein by reference)
10.15	Forms of Incentive Stock Option Agreement (March 2010) for Executive Officers** (previously filed as an exhibit to Brandywine Realty Trust's Form 8-K filed on March 8, 2010 and incorporated herein by reference)
10.16	Forms of Non-Qualified Share Option Agreement (March 2010) for Executive Officers** (previously filed as an exhibit to Brandywine Realty Trust's Form 8-K filed on March 8, 2010 and incorporated herein by reference)
10.17	Forms of Incentive Share Option Agreement (March 2011) for Executive Officers** (previously filed as an exhibit to Brandywine Realty Trust's Form 8-K filed on March 8, 2011 and incorporated herein by reference)
10.18	Forms of Non-Qualified Share Option Agreement (March 2011) for Executive Officers** (previously filed as an exhibit to Brandywine Realty Trust's Form 8-K filed on March 8, 2011 and incorporated herein by reference)
10.19	Letter Agreement dated May 24, 2011 modifying options of President and Chief Executive Officer** (previously filed as an exhibit to Brandywine Realty Trust's Form 8-K filed on May 24, 2011 and incorporated herein by reference)
10.20	Sales Agency Agreement dated January 10, 2017 among Brandywine Realty Trust, Brandywine Operating Partnership, L.P. and RBC Capital Markets (previously filed as an exhibit to Brandywine Realty Trust's Form 8-K filed on January 10, 2017 and incorporated herein by reference)
10.21	Sales Agency Agreement dated January 10, 2017 among Brandywine Realty Trust, Brandywine Operating Partnership, L.P. and Barclays Capital Inc. (previously filed as an exhibit to Brandywine Realty Trust's Form 8-K filed on January 10, 2017 and incorporated herein by reference)
10.22	Sales Agency Agreement dated January 10, 2017 among Brandywine Realty Trust, Brandywine Operating Partnership, L.P. and Jefferies LLC (previously filed as an exhibit to Brandywine Realty Trust's Form 8-K filed on January 10, 2017 and incorporated herein by reference)
10.23	Sales Agency Agreement dated January 10, 2017 among Brandywine Realty Trust, Brandywine Operating Partnership, L.P. and BNY Mellon Capital Markets LLC (previously filed as an exhibit to Brandywine Realty Trust's Form 8-K filed on January 10, 2017 and incorporated herein by reference)
10.24	Form of Incentive Compensation Clawback Agreement** (previously filed as an exhibit to Brandywine Realty Trust's Form 8-K filed on February 26, 2015 and incorporated herein by reference)
10.25	Form of Performance Unit Award Agreement** (previously filed as an exhibit to Brandywine Realty Trust's Form 8-K filed on February 26, 2016 and incorporated herein by reference)
10.26	2016-2018 Performance Share Unit Program** (previously filed as an exhibit to Brandywine Realty Trust's Form 8-K filed on February 26, 2016 and incorporated herein by reference)
10.27	Form of Restricted Share Award (President and CEO)** (previously filed as an exhibit to Brandywine Realty Trust's Form 8-K filed on February 26, 2016 and incorporated herein by reference)
10.28	Form of Restricted Share Award (Other Executives)** (previously filed as an exhibit to Brandywine Realty Trust's Form 8-K filed on February 26, 2016 and incorporated herein by reference)
10.29	Form of Performance Unit Award Agreement** (previously filed as an exhibit to Brandywine Realty Trust's Form 8-K filed on March 7, 2017 and incorporated herein by reference)

Exhibits Nos.	Description
10.30	2017-2019 Performance Share Unit Program** (previously filed as an exhibit to Brandywine Realty Trust's Form 8-K filed on March 7, 2017 and incorporated herein by reference)
10.31	Form of Restricted Share Award (President and CEO)** (previously filed as an exhibit to Brandywine Realty Trust's Form 8-K filed on March 7, 2017 and incorporated herein by reference)
10.32	Form of Restricted Share Award (Other Executives)** (previously filed as an exhibit to Brandywine Realty Trust's Form 8-K filed on March 7, 2017 and incorporated herein by reference)
10.33	Form of Performance Unit Award Agreement** (previously filed as an exhibit to Brandywine Realty Trust's Form 8-K filed on March 6, 2018 and incorporated herein by reference)
10.34	2018-2020 Performance Share Unit Program** (previously filed as an exhibit to Brandywine Realty Trust's Form 8-K filed on March 6, 2018 and incorporated herein by reference)
10.35	Form of Restricted Share Award (President and CEO)** (previously filed as an exhibit to Brandywine Realty Trust's Form 8-K filed on March 6, 2018 and incorporated herein by reference)
10.36	Form of Restricted Share Award (Other Executives)** (previously filed as an exhibit to Brandywine Realty Trust's Form 8-K filed on March 6, 2018 and incorporated herein by reference)
14.1	Code of Business Conduct and Ethics, as amended on December 6, 2016 (previously filed as an exhibit to Brandywine Realty Trust's Form 8-K filed on December 9, 2016 and incorporated herein by reference)
21	List of subsidiaries (filed herewith)
23.1	Consent of PricewaterhouseCoopers LLP relating to financial statements of Brandywine Realty Trust (filed herewith)
23.2	Consent of PricewaterhouseCoopers LLP relating to financial statements of Brandywine Operating Partnership, L.P. (filed herewith)
31.1	Certification of the Chief Executive Officer of Brandywine Realty Trust pursuant to 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934 (filed herewith)
31.2	Certification of the Chief Financial Officer of Brandywine Realty Trust pursuant to 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934 (filed herewith)
31.3	Certification of the Chief Executive Officer of Brandywine Realty Trust, in its capacity as the general partner of Brandywine Operating Partnership, L.P., pursuant to 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934 (filed herewith)
31.4	Certification of the Chief Financial Officer of Brandywine Realty Trust, in its capacity as the general partner of Brandywine Operating Partnership, L.P., pursuant to 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934 (filed herewith)

Exhibits Nos.	Description
32.1	Certification of the Chief Executive Officer of Brandywine Realty Trust pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (filed herewith)
32.2	Certification of the Chief Financial Officer of Brandywine Realty Trust pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (filed herewith)
32.3	Certification of the Chief Executive Officer of Brandywine Realty Trust, in its capacity as the general partner of Brandywine Operating Partnership, L.P., pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (filed herewith)
32.4	Certification of the Chief Financial Officer of Brandywine Realty Trust, in its capacity as the general partner of Brandywine Operating Partnership, L.P., pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (filed herewith)
99.1	Material Federal Income Tax Considerations (filed herewith)
101.1	The following materials from the Annual Reports on Form 10-K of Brandywine Realty Trust and Brandywine Operating Partnership, L.P. for the year ended December 31, 2018 formatted in XBRL (eXtensible Business Reporting Language): (i) the Consolidated Balance Sheets, (ii) the Consolidated Statements of Operations, (iii) the Consolidated Statement of Equity, (iv) the Consolidated Statements of Cash Flows, and (v) Notes to Consolidated Financial Statements, detailed tagged and filed herewith.

** Management contract or compensatory plan or arrangement
(d) Financial Statement Schedule: See Item 15 (a) and (b) above

Item 16. Form 10-K Summary.

None.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

BRANDYWINE REALTY TRUST

By: /s/ Gerard H. Sweeney
Gerard H. Sweeney
President and Chief Executive Officer

Date: February 22, 2019

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Michael J. Joyce</u> Michael J. Joyce	Chairman of the Board and Trustee	February 22, 2019
<u>/s/ Gerard H. Sweeney</u> Gerard H. Sweeney	President, Chief Executive Officer and Trustee (Principal Executive Officer)	February 22, 2019
<u>/s/ Thomas E. Wirth</u> Thomas E. Wirth	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	February 22, 2019
<u>/s/ Daniel Palazzo</u> Daniel Palazzo	Vice President and Chief Accounting Officer (Principal Accounting Officer)	February 22, 2019
<u>/s/ Wyche Fowler</u> Wyche Fowler	Trustee	February 22, 2019
<u>/s/ James C. Diggs</u> James C. Diggs	Trustee	February 22, 2019
<u>/s/ Anthony A. Nichols, Sr.</u> Anthony A. Nichols, Sr.	Trustee	February 22, 2019
<u>/s/ Charles P. Pizzi</u> Charles P. Pizzi	Trustee	February 22, 2019
<u>/s/ Terri A. Herubin</u> Terri A. Herubin	Trustee	February 22, 2019
<u>/s/ H. Richard Haverstick, Jr.</u> H. Richard Haverstick, Jr.	Trustee	February 22, 2019

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

BRANDYWINE OPERATING PARTNERSHIP, L.P.

By: Brandywine Realty Trust, its General Partner

By: /s/ Gerard H. Sweeney

Gerard H. Sweeney

President and Chief Executive Officer

Date: February 22, 2019

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Signature	Title	Date
<u>/s/ Michael J. Joyce</u> Michael J. Joyce	Chairman of the Board and Trustee	February 22, 2019
<u>/s/ Gerard H. Sweeney</u> Gerard H. Sweeney	President, Chief Executive Officer and Trustee (Principal Executive Officer)	February 22, 2019
<u>/s/ Thomas E. Wirth</u> Thomas E. Wirth	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	February 22, 2019
<u>/s/ Daniel Palazzo</u> Daniel Palazzo	Vice President and Chief Accounting Officer (Principal Accounting Officer)	February 22, 2019
<u>/s/ Wyche Fowler</u> Wyche Fowler	Trustee	February 22, 2019
<u>/s/ James Diggs</u> James Diggs	Trustee	February 22, 2019
<u>/s/ Anthony A. Nichols, Sr.</u> Anthony A. Nichols, Sr.	Trustee	February 22, 2019
<u>/s/ Charles P. Pizzi</u> Charles P. Pizzi	Trustee	February 22, 2019
<u>/s/ Terri A. Herubin</u> Terri A. Herubin	Trustee	February 22, 2019
<u>/s/ H. Richard Haverstick, Jr.</u> H. Richard Haverstick, Jr.	Trustee	February 22, 2019

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Report of Independent Registered Public Accounting Firm

To the Board of Trustees and Shareholders of Brandywine Realty Trust

Opinions on the Financial Statements and Internal Control over Financial Reporting

We have audited the accompanying consolidated balance sheets of Brandywine Realty Trust and its subsidiaries (the “Company”) as of December 31, 2018 and 2017, and the related consolidated statements of operations, comprehensive income, beneficiaries’ equity and cash flows for each of the three years in the period ended December 31, 2018, including the related notes and financial statement schedules listed in the index appearing under Item 15(a) (collectively referred to as the “consolidated financial statements”). We also have audited the Company’s internal control over financial reporting as of December 31, 2018, based on criteria established in Internal Control - Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company as of December 31, 2018 and 2017, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2018 in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2018, based on criteria established in Internal Control - Integrated Framework (2013) issued by the COSO.

Basis for Opinions

The Company’s management is responsible for these consolidated financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in Management’s Report on Internal Control over Financial Reporting appearing under Item 9A. Our responsibility is to express opinions on the Company’s consolidated financial statements and on the Company’s internal control over financial reporting based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud, and whether effective internal control over financial reporting was maintained in all material respects.

Our audits of the consolidated financial statements included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

Definition and Limitations of Internal Control over Financial Reporting

A company’s internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ PricewaterhouseCoopers LLP
Philadelphia, Pennsylvania
February 22, 2019

We have served as the Company’s auditor since 2003.

Report of Independent Registered Public Accounting Firm

To the Partners of Brandywine Operating Partnership, L.P.

Opinions on the Financial Statements and Internal Control over Financial Reporting

We have audited the accompanying consolidated balance sheets of Brandywine Operating Partnership, L.P. and its subsidiaries (the “Partnership”) as of December 31, 2018 and 2017, and the related consolidated statements of operations, comprehensive income, partners’ equity and cash flows for each of the three years in the period ended December 31, 2018, including the related notes and financial statement schedules listed in the index appearing under Item 15(b) (collectively referred to as the “consolidated financial statements”). We also have audited the Partnership’s internal control over financial reporting as of December 31, 2018, based on criteria established in Internal Control - Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Partnership as of December 31, 2018 and 2017, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2018 in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, the Partnership maintained, in all material respects, effective internal control over financial reporting as of December 31, 2018, based on criteria established in Internal Control - Integrated Framework (2013) issued by the COSO.

Basis for Opinions

The Partnership’s management is responsible for these consolidated financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in Management’s Report on Internal Control over Financial Reporting appearing under Item 9A. Our responsibility is to express opinions on the Partnership’s consolidated financial statements and on the Partnership’s internal control over financial reporting based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Partnership in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud, and whether effective internal control over financial reporting was maintained in all material respects.

Our audits of the consolidated financial statements included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

Definition and Limitations of Internal Control over Financial Reporting

A company’s internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ PricewaterhouseCoopers LLP
Philadelphia, Pennsylvania
February 22, 2019

We have served as the Partnership’s auditor since 2003.

BRANDYWINE REALTY TRUST
CONSOLIDATED BALANCE SHEETS
(in thousands, except share and per share information)

	<u>December 31,</u> <u>2018</u>	<u>December 31,</u> <u>2017</u>
ASSETS		
Real estate investments:		
Operating properties.....	\$ 3,953,319	\$ 3,832,348
Accumulated depreciation.....	(865,462)	(895,091)
Operating real estate investments, net.....	3,087,857	2,937,257
Construction-in-progress.....	150,263	121,188
Land held for development.....	86,401	98,242
Prepaid leasehold interests in land held for development, net.....	39,999	-
Total real estate investments, net.....	3,364,520	3,156,687
Assets held for sale, net.....	11,599	392
Cash and cash equivalents.....	22,842	202,179
Accounts receivable, net of allowance of \$1,653 and \$3,467 as of December 31, 2018 and December 31, 2017, respectively.....	16,394	17,938
Accrued rent receivable, net of allowance of \$11,266 and \$13,645 as of December 31, 2018 and December 31, 2017, respectively.....	165,243	169,760
Investment in Real Estate Ventures, equity method.....	169,100	194,621
Deferred costs, net.....	91,075	96,695
Intangible assets, net.....	131,348	64,972
Other assets.....	126,400	92,204
Total assets.....	<u>\$ 4,098,521</u>	<u>\$ 3,995,448</u>
LIABILITIES AND BENEFICIARIES' EQUITY		
Mortgage notes payable, net.....	\$ 320,869	\$ 317,216
Unsecured credit facility.....	92,500	-
Unsecured term loan, net.....	248,042	248,429
Unsecured senior notes, net.....	1,366,635	1,365,183
Accounts payable and accrued expenses.....	125,696	107,074
Distributions payable.....	33,632	32,456
Deferred income, gains and rent.....	28,293	42,593
Acquired lease intangibles, net.....	31,783	20,274
Other liabilities.....	18,498	15,623
Total liabilities.....	<u>\$ 2,265,948</u>	<u>\$ 2,148,848</u>
Commitments and contingencies (See Note 19)		
Brandywine Realty Trust's Equity:		
Common Shares of Brandywine Realty Trust's beneficial interest, \$0.01 par value; shares authorized 400,000,000; 176,873,324 and 178,285,236 issued and outstanding as of December 31, 2018 and December 31, 2017, respectively.....	1,770	1,784
Additional paid-in-capital.....	3,200,850	3,218,564
Deferred compensation payable in common shares.....	14,021	12,445
Common shares in grantor trust, 977,120 and 894,736 issued and outstanding as of December 31, 2018 and December 31, 2017, respectively.....	(14,021)	(12,445)
Cumulative earnings.....	796,513	660,174
Accumulated other comprehensive income.....	5,029	2,399
Cumulative distributions.....	(2,183,909)	(2,053,741)
Total Brandywine Realty Trust's equity.....	1,820,253	1,829,180
Noncontrolling interests.....	12,320	17,420
Total beneficiaries' equity.....	<u>\$ 1,832,573</u>	<u>\$ 1,846,600</u>
Total liabilities and beneficiaries' equity.....	<u>\$ 4,098,521</u>	<u>\$ 3,995,448</u>

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

BRANDYWINE REALTY TRUST
CONSOLIDATED STATEMENTS OF OPERATIONS
(in thousands, except share and per share information)

	Years ended December 31,		
	2018	2017	2016
Revenue			
Rents	\$ 430,656	\$ 412,333	\$ 421,505
Tenant reimbursements	82,625	72,620	70,629
Termination fees	1,763	2,370	2,339
Third party management fees, labor reimbursement and leasing	22,557	28,345	26,674
Other	6,744	4,825	4,316
Total revenue.....	<u>544,345</u>	<u>520,493</u>	<u>525,463</u>
Operating expenses:			
Property operating expenses	154,772	150,835	152,926
Real estate taxes	51,341	45,204	46,252
Third party management expenses.....	11,910	9,960	10,270
Depreciation and amortization	174,259	179,357	189,676
General and administrative expenses.....	27,802	28,538	26,596
Provision for impairment	71,707	3,057	40,517
Total operating expenses.....	<u>491,791</u>	<u>416,951</u>	<u>466,237</u>
Gain on sale of real estate			
Net gain on disposition of real estate.....	2,932	31,657	116,983
Net gain on sale of undepreciated real estate.....	3,040	953	9,232
Total gain on sale of real estate.....	<u>5,972</u>	<u>32,610</u>	<u>126,215</u>
Operating income	58,526	136,152	185,441
Other income (expense):			
Interest income	4,703	1,113	1,236
Interest expense.....	(78,199)	(81,886)	(84,708)
Interest expense - amortization of deferred financing costs	(2,498)	(2,435)	(2,696)
Interest expense - financing obligation	-	-	(679)
Equity in loss of Real Estate Ventures.....	(15,231)	(8,306)	(11,503)
Net gain on real estate venture transactions.....	142,233	80,526	20,000
Gain on promoted interest in unconsolidated real estate venture	28,283	-	-
Loss on early extinguishment of debt	(105)	(3,933)	(66,590)
Net income before income taxes	137,712	121,231	40,501
Income tax (provision) benefit.....	(423)	628	-
Net income	137,289	121,859	40,501
Net income attributable to noncontrolling interests.....	(965)	(1,009)	(310)
Net income attributable to Brandywine Realty Trust	136,324	120,850	40,191
Distribution to preferred shareholders	-	(2,032)	(6,900)
Preferred share redemption charge	-	(3,181)	-
Nonforfeitable dividends allocated to unvested restricted shareholders.....	(369)	(327)	(341)
Net income attributable to Common Shareholders of Brandywine Realty Trust	<u>\$ 135,955</u>	<u>\$ 115,310</u>	<u>\$ 32,950</u>
Basic income per Common Share	<u>\$ 0.76</u>	<u>\$ 0.66</u>	<u>\$ 0.19</u>
Diluted income per Common Share	<u>\$ 0.76</u>	<u>\$ 0.65</u>	<u>\$ 0.19</u>
Basic weighted average shares outstanding	178,519,748	175,484,350	175,018,163
Diluted weighted average shares outstanding	179,641,492	176,808,166	176,010,814

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

BRANDYWINE REALTY TRUST
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(in thousands)

	<u>Years ended December 31,</u>		
	<u>2018</u>	<u>2017</u>	<u>2016</u>
Net income	\$ 137,289	\$ 121,859	\$ 40,501
Comprehensive income:			
Unrealized gain on derivative financial instruments.....	1,478	2,948	2,371
Amortization of interest rate contracts (1).....	<u>1,191</u>	<u>1,230</u>	<u>1,104</u>
Total comprehensive income.....	<u>2,669</u>	<u>4,178</u>	<u>3,475</u>
Comprehensive income.....	139,958	126,037	43,976
Comprehensive income attributable to noncontrolling interest.....	(1,004)	(1,043)	(338)
Comprehensive income attributable to Brandywine Realty Trust.....	<u>\$ 138,954</u>	<u>\$ 124,994</u>	<u>\$ 43,638</u>

(1) Amounts reclassified from comprehensive income to interest expense within the Consolidated Statements of Operations.

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

BRANDYWINE REALTY TRUST
CONSOLIDATED STATEMENTS OF BENEFICIARIES' EQUITY
For the Years ended December 31, 2018, 2017 and 2016
(in thousands, except number of shares)

	Number of Preferred Shares	Par Value of Preferred Shares	Number of Common Shares	Number of Rabbi Trust/Deferred Compensation Shares	Common Shares of Brandywine Realty Trust's beneficial interest	Additional Paid-in Capital	Deferred Compensation Payable in Common Shares	Common Shares in Grantor Trust	Cumulative Earnings	Accumulated Other Comprehensive Income (Loss)	Cumulative Distributions	Noncontrolling Interests	Total
BALANCE, December 31, 2015	4,000,000	\$ 40	174,688,568	745,686	\$ 1,747	\$ 3,252,622	\$ 11,918	\$ (11,918)	\$ 499,086	\$ (5,192)	\$ (1,814,378)	\$ 18,166	\$ 1,952,091
Net income									40,191	3,447		28	3,475
Other comprehensive income													
Issuance of partnership interest in consolidated real estate venture					1	874							108
Conversion of LP Units to Common Shares			55,303		4	5,718							
Share-based compensation activity			405,200						42				
Share Issuance from/to Deferred Compensation Plan			(8,311)	153,771		(47)	1,766	(1,766)				(875)	5,764
Reallocation of Noncontrolling Interest						(297)							(47)
Preferred Share distributions											(6,900)	297	
Distributions declared (0.63 per share)											(110,614)	(941)	(6,900)
BALANCE, December 31, 2016	4,000,000	\$ 40	175,140,760	899,457	\$ 1,752	\$ 3,258,870	\$ 13,684	\$ (13,684)	\$ 539,319	\$ (1,745)	\$ (1,931,892)	\$ 17,093	\$ 1,883,437
Net income									120,850	4,144		1,009	121,859
Other comprehensive income													
Issuance of Common Shares of Beneficial Interest					29	51,196							51,225
Redemption of Preferred Shares	(4,000,000)		2,858,991			(96,810)							(96,850)
Issuance of partnership interest in consolidated real estate venture													85
Distributions from consolidated real estate venture													(48)
Equity issuance costs													
Bonus share issuance													
Share-based compensation activity			6,752	39,870	3	6,689			5				(499)
Share Issuance from/(to) Deferred Compensation Plan			333,127										110
Share Choice Plan issuance			(52,971)	(44,591)		(768)	(1,239)	1,239					6,697
Reallocation of Noncontrolling Interest			(1,423)			(224)							(768)
Preferred Share distributions													
Preferred Share redemption charges													
Distributions declared (0.66 per share)											(2,032)	224	(2,032)
BALANCE, December 31, 2017	-	\$ -	178,285,236	894,736	\$ 1,784	\$ 3,218,564	\$ 12,445	\$ (12,445)	\$ 660,174	\$ 2,399	\$ (2,053,741)	\$ 17,420	\$ 1,846,600
Net income									136,324	2,630		965	137,289
Other comprehensive income													
Issuance of Common Shares of Beneficial Interest													416
Repurchase and retirement of Common Shares of Beneficial Interest			23,311		(17)	(21,841)							(21,858)
Issuance of partnership interest in consolidated real estate ventures													16
Distributions from consolidated real estate ventures													(94)
Redemption of LP Units													
Share-based compensation activity			196,151		2	5,826			15				(7,043)
Share Issuance from/(to) Deferred Compensation Plan			99,189	82,384	1	(112)	1,576	(1,576)					5,843
Share Choice Plan issuance			(1,285)										(111)
Reallocation of Noncontrolling interest													
Distributions declared (0.73 per share)											(130,168)	2,003	(131,154)
BALANCE, December 31, 2018	-	\$ -	176,873,324	977,120	\$ 1,770	\$ 3,200,850	\$ 14,021	\$ (14,021)	\$ 796,513	\$ 5,029	\$ (2,183,909)	\$ 12,320	\$ 1,832,573

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

BRANDYWINE REALTY TRUST
CONSOLIDATED STATEMENTS OF CASH FLOWS
(in thousands)

	Twelve-month periods ended December 31,		
	2018	2017	2016
Cash flows from operating activities:			
Net income	\$ 137,289	\$ 121,859	\$ 40,501
Adjustments to reconcile net income to net cash from operating activities:			
Depreciation and amortization	174,259	179,357	189,676
Amortization of deferred financing costs	2,498	2,435	2,696
Amortization of debt discount/(premium), net.....	702	1,569	1,471
Amortization of stock compensation costs.....	5,716	4,883	4,310
Straight-line rent income	(12,283)	(27,115)	(28,351)
Amortization of acquired above (below) market leases, net	(3,344)	(3,071)	(6,529)
Straight-line ground rent expense.....	355	88	88
Provision for doubtful accounts.....	1,775	2,207	1,865
Net gain on real estate venture transactions	(142,233)	(80,526)	(20,000)
Gain on promoted interest	(28,283)	-	-
Net gain on sale of interests in real estate	(5,972)	(32,610)	(126,215)
Loss on early extinguishment of debt.....	105	3,933	66,590
Provision for impairment.....	71,707	3,057	40,517
Other than temporary impairment	4,076	4,844	-
Loss from Real Estate Ventures, net of distributions	12,871	3,462	12,125
Deferred financing obligation.....	-	-	(679)
Income tax benefit (provision).....	423	(628)	-
Changes in assets and liabilities:			
Accounts receivable.....	3,524	(6,266)	2,373
Other assets.....	(14,334)	1,752	544
Accounts payable and accrued expenses	12,579	4,004	(8,004)
Deferred income, gains and rent.....	3,017	(1,482)	137
Other liabilities	2,902	829	685
Net cash provided by operating activities.....	<u>227,349</u>	<u>182,581</u>	<u>173,800</u>
Cash flows from investing activities:			
Acquisition of properties.....	(196,625)	(72,523)	(20,406)
Proceeds from the sale of properties	324,090	171,860	784,331
Proceeds from real estate venture sales.....	60,346	145,416	21,022
Issuance of mortgage notes receivable.....	(175,172)	-	(3,380)
Proceeds from repayment of mortgage notes receivable	192	151	-
Proceeds from repayment of a capital lease	181	-	-
Capital expenditures for tenant improvements.....	(65,264)	(60,586)	(51,398)
Capital expenditures for redevelopments	(48,231)	(34,679)	(11,909)
Capital expenditures for developments.....	(99,104)	(66,915)	(191,184)
Advances for the purchase of tenant assets, net of repayments	410	18	(784)
Investment in unconsolidated Real Estate Ventures	(908)	(6,638)	(28,610)
Deposits for real estate	(8,234)	573	(746)
Escrowed cash.....	5,694	-	6,992
Capital distributions from Real Estate Ventures	6,526	20,781	13,065
Leasing costs paid	(18,407)	(17,657)	(16,083)
Net cash (used in) provided by investing activities.....	<u>(214,506)</u>	<u>79,801</u>	<u>500,910</u>
Cash flows from financing activities:			
Proceeds from mortgage notes payable.....	-	-	86,900
Repayments of mortgage notes payable.....	(122,180)	(4,931)	(357,151)
Proceeds from credit facility borrowings	455,500	341,000	195,000
Repayments of credit facility borrowings	(363,000)	(341,000)	(195,000)
Proceeds from unsecured notes	-	550,131	-
Repayments of unsecured notes	-	(628,590)	(149,919)
Debt financing costs paid	(3,430)	(4,727)	(495)
Redemption of preferred shares	-	(100,000)	-
Proceeds from the exercise of stock options	-	1,229	1,286
Proceeds from the issuance of common shares.....	416	51,225	-
Shares used for employee taxes upon vesting of share awards.....	(1,494)	(674)	(879)
Partner contributions to consolidated real estate venture.....	16	85	108
Partner distributions from consolidated real estate venture	(94)	(48)	-
Repurchase and retirement of common shares.....	(21,841)	-	-
Redemption of limited partnership units.....	(7,043)	-	-
Distributions paid to shareholders.....	(128,859)	(116,311)	(115,702)
Distributions to noncontrolling interest.....	(1,065)	(947)	(934)
Net cash used in financing activities	<u>(193,074)</u>	<u>(253,558)</u>	<u>(536,786)</u>
Decrease in cash and cash equivalents and restricted cash.....	(180,231)	8,824	137,924
Cash and cash equivalents and restricted cash at beginning of year.....	203,442	194,618	56,694
Cash and cash equivalents and restricted cash at end of period.....	<u>\$ 23,211</u>	<u>\$ 203,442</u>	<u>\$ 194,618</u>

	Twelve-month periods ended December 31,		
	2018	2017	2016
Supplemental disclosure:			
Cash paid for interest, net of capitalized interest during the twelve months ended December 31, 2018, 2017 and of \$3,586, \$3,527 and \$12,835, respectively	\$ 76,858	\$ 83,139	\$ 97,843
Cash paid for income taxes	405	225	-
Supplemental disclosure of non-cash activity:			
Dividends and distributions declared but not paid	33,632	32,456	30,032
Change in construction-in-progress related to non-cash disposition of land	27,231	-	-
Change in deferred income, gains and rent to the non-cash disposition of land	(29,780)	-	-
Change in investment in real estate ventures as a result of dispositions	14,169	(64,792)	(2,023)
Change in Notes receivable as a result of a noncash acquisition of an operating property	130,742	-	25,165
Change in real estate ventures as a result of other than temporary impairment	(4,076)	(4,844)	-
Change in operating real estate from deconsolidation of 3141 Fairview Park Drive	-	-	44,313
Change in investment in real estate ventures from deconsolidation of 3141 Fairview Park Drive	-	-	(12,642)
Change in mortgage notes payable from deconsolidation of 3141 Fairview Park Drive	-	-	(20,582)
Change in other liabilities from deconsolidation of 3141 Fairview Park Drive	-	-	(12,384)
Change in operating real estate related to a non-cash acquisition of an operating property	(20,653)	-	-
Change in intangible assets, net related to non-cash acquisition of an operating property	(3,144)	-	-
Change in acquired lease intangibles, net related to non-cash acquisition of an operating property	182	-	-
Change in investments in joint venture related to non-cash acquisition of property	(16,832)	-	-
Change in mortgage notes payable related to acquisition of an operating property	9,940	-	-
Change in capital expenditures financed through accounts payable at period end	8,784	(6,593)	8,222
Change in capital expenditures financed through retention payable at period end	(2,912)	(159)	848

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

BRANDYWINE OPERATING PARTNERSHIP, L.P.
CONSOLIDATED BALANCE SHEETS
(in thousands, except unit and per unit information)

	<u>December 31,</u> <u>2018</u>	<u>December 31,</u> <u>2017</u>
ASSETS		
Real estate investments:		
Operating properties	\$ 3,953,319	\$ 3,832,348
Accumulated depreciation	(865,462)	(895,091)
Operating real estate investments, net	3,087,857	2,937,257
Construction-in-progress	150,263	121,188
Land held for development.....	86,401	98,242
Prepaid leasehold interests in land held for development, net	39,999	-
Total real estate investments, net	3,364,520	3,156,687
Assets held for sale, net	11,599	392
Cash and cash equivalents	22,842	202,179
Accounts receivable, net of allowance of \$1,653 and \$3,467 as of December 31, 2018 and December 31, 2017, respectively	16,394	17,938
Accrued rent receivable, net of allowance of \$11,266 and \$13,645 as of December 31, 2018 and December 31, 2017, respectively	165,243	169,760
Investment in Real Estate Ventures, equity method.....	169,100	194,621
Deferred costs, net	91,075	96,695
Intangible assets, net.....	131,348	64,972
Other assets.....	126,400	92,204
Total assets.....	<u>\$ 4,098,521</u>	<u>\$ 3,995,448</u>
LIABILITIES AND PARTNERS' EQUITY		
Mortgage notes payable, net.....	\$ 320,869	\$ 317,216
Unsecured credit facility.....	92,500	-
Unsecured term loan, net	248,042	248,429
Unsecured senior notes, net	1,366,635	1,365,183
Accounts payable and accrued expenses	125,696	107,074
Distributions payable.....	33,632	32,456
Deferred income, gains and rent.....	28,293	42,593
Acquired lease intangibles, net.....	31,783	20,274
Other liabilities	18,498	15,623
Total liabilities	<u>\$ 2,265,948</u>	<u>\$ 2,148,848</u>
Commitments and contingencies (See Note 19)		
Redeemable limited partnership units at redemption value; 982,871 and 1,479,799 issued and outstanding as of December 31, 2018 and December 31, 2017, respectively.....	12,520	26,918
Brandywine Operating Partnership, L.P.'s equity:		
General Partnership Capital; 176,873,324 and 178,285,236 units issued and outstanding as of December 31, 2018 and December 31, 2017, respectively	1,813,136	1,815,411
Accumulated other comprehensive income.....	4,725	2,056
Total Brandywine Operating Partnership, L.P.'s equity	1,817,861	1,817,467
Noncontrolling interest - consolidated real estate ventures	2,192	2,215
Total partners' equity	<u>\$ 1,820,053</u>	<u>\$ 1,819,682</u>
Total liabilities and partners' equity	<u>\$ 4,098,521</u>	<u>\$ 3,995,448</u>

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

BRANDYWINE OPERATING PARTNERSHIP, L.P.
CONSOLIDATED STATEMENTS OF OPERATIONS
(in thousands, except unit and per unit information)

	Years ended December 31,		
	2018	2017	2016
Revenue			
Rents.....	\$ 430,656	\$ 412,333	\$ 421,505
Tenant reimbursements.....	82,625	72,620	70,629
Termination fees.....	1,763	2,370	2,339
Third party management fees, labor reimbursement and leasing.....	22,557	28,345	26,674
Other.....	6,744	4,825	4,316
Total revenue.....	<u>544,345</u>	<u>520,493</u>	<u>525,463</u>
Operating expenses:			
Property operating expenses.....	154,772	150,835	152,926
Real estate taxes.....	51,341	45,204	46,252
Third party management expenses.....	11,910	9,960	10,270
Depreciation and amortization.....	174,259	179,357	189,676
General and administrative expenses.....	27,802	28,538	26,596
Provision for impairment.....	71,707	3,057	40,517
Total operating expenses.....	<u>491,791</u>	<u>416,951</u>	<u>466,237</u>
Gain on sale of real estate			
Net gain on disposition of real estate.....	2,932	31,657	116,983
Net gain on sale of undepreciated real estate.....	3,040	953	9,232
Total gain on sale of real estate.....	<u>5,972</u>	<u>32,610</u>	<u>126,215</u>
Operating income	58,526	136,152	185,441
Other income (expense):			
Interest income.....	4,703	1,113	1,236
Interest expense.....	(78,199)	(81,886)	(84,708)
Interest expense - amortization of deferred financing costs.....	(2,498)	(2,435)	(2,696)
Interest expense - financing obligation.....	-	-	(679)
Equity in loss of Real Estate Ventures.....	(15,231)	(8,306)	(11,503)
Net gain on real estate venture transactions.....	142,233	80,526	20,000
Gain on promoted interest in unconsolidated real estate venture.....	28,283	-	-
Loss on early extinguishment of debt.....	(105)	(3,933)	(66,590)
Net income before income taxes	137,712	121,231	40,501
Income tax (provision) benefit.....	(423)	628	-
Net income	137,289	121,859	40,501
Net income attributable to noncontrolling interests - consolidated real estate ventures.....	(55)	(29)	(15)
Net income attributable to Brandywine Operating Partnership	137,234	121,830	40,486
Distribution to preferred unitholders.....	-	(2,032)	(6,900)
Preferred unit redemption charge.....	-	(3,181)	-
Nonforfeitable dividends allocated to unvested restricted unitholders.....	(369)	(327)	(341)
Net income attributable to Common Partnership Unitholders of Brandywine Operating Partnership, L.P.	<u>\$ 136,865</u>	<u>\$ 116,290</u>	<u>\$ 33,245</u>
Basic income per Common Partnership Unit	<u>\$ 0.76</u>	<u>\$ 0.66</u>	<u>\$ 0.19</u>
Diluted income per Common Partnership Unit	<u>\$ 0.76</u>	<u>\$ 0.65</u>	<u>\$ 0.19</u>
Basic weighted average common partnership units outstanding	179,959,370	176,964,149	176,523,800
Diluted weighted average common partnership units outstanding	181,081,114	178,287,965	177,516,451

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

BRANDYWINE OPERATING PARTNERSHIP, L.P.
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(in thousands)

	Years ended December 31,		
	2018	2017	2016
Net income	\$ 137,289	\$ 121,859	\$ 40,501
Comprehensive income:			
Unrealized gain on derivative financial instruments	1,478	2,948	2,371
Amortization of interest rate contracts (1)	<u>1,191</u>	<u>1,230</u>	<u>1,104</u>
Total comprehensive income	<u>2,669</u>	<u>4,178</u>	<u>3,475</u>
Comprehensive income	139,958	126,037	43,976
Comprehensive income attributable to noncontrolling interest - consolidated real estate ventures	<u>(55)</u>	<u>(29)</u>	<u>(15)</u>
Comprehensive income attributable to Brandywine Operating Partnership	<u>\$ 139,903</u>	<u>\$ 126,008</u>	<u>\$ 43,961</u>

(1) Amounts reclassified from comprehensive income to interest expense within the Consolidated Statement of Operations.

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

BRANDYWINE OPERATING PARTNERSHIP, L.P.
CONSOLIDATED STATEMENTS OF PARTNERS' EQUITY
For the Years ended December 31, 2018, 2017 and 2016
(in thousands, except Units)

	Series E-Linked Preferred Mirror Units		General Partner Capital		Accumulated Other Comprehensive Income (Loss)	Noncontrolling Interest - Consolidated Real Estate Ventures	Total Partners' Equity
	Units	Amount	Units	Amount			
BALANCE, December 31, 2015.....	4,000,000	\$ 96,850	174,688,568	\$ 1,836,692	\$ (5,597)	\$ 1,929,977	
Net income.....				40,486		40,501	
Other comprehensive income.....						3,475	
Deferred compensation obligation.....				(47)		(47)	
Issuance of partnership interest in consolidated real estate venture.....			(8,311)			109	
Conversion of LP Units to Common shares.....			55,303	875		875	
Share-based compensation activity.....			405,200	5,763		5,763	
Adjustment of redeemable partnership units to liquidation value at period end.....				(2,622)		(2,622)	
Reallocation of noncontrolling interest.....				6		-	
Redemption value of limited partnership units.....				(875)		(875)	
Distributions to Preferred Mirror Units.....				(6,900)		(6,900)	
Distributions declared to general partnership unitholders (\$0.63 per unit).....				(110,614)	(6)	(110,614)	
BALANCE, December 31, 2016.....	4,000,000	\$ 96,850	175,140,760	\$ 1,762,764	\$ (2,122)	\$ 1,859,642	
Net income.....				121,830		121,859	
Other comprehensive income.....						4,178	
Redemption of Preferred Mirror Units.....	(4,000,000)	(96,850)		(768)		(96,850)	
Deferred compensation obligation.....			2,858,991	50,726		(768)	
Issuance of LP Units.....						50,726	
Issuance of partnership interest in consolidated real estate venture.....						85	
Distributions from consolidated real estate venture.....						(48)	
Share Choice Plan issuance.....			(1,423)	110		110	
Bonus share issuance.....			6,752	6,697		6,697	
Share-based compensation activity.....			333,127	(4,099)		(4,100)	
Adjustment of redeemable partnership units to liquidation value at period end.....				(2,032)		(2,032)	
Distributions to Preferred Mirror Units.....				(3,181)		(3,181)	
Preferred Mirror Units redemption charge.....				(116,636)		(116,636)	
Distributions declared to general partnership unitholders (\$0.66 per unit).....							
BALANCE, December 31, 2017.....	-	\$ -	178,285,236	\$ 1,815,411	\$ 2,056	\$ 1,819,682	
Net income.....				137,234		137,289	
Other comprehensive income.....						2,669	
Deferred compensation obligation.....						(111)	
Issuance of LP Units.....			99,189	(111)		(111)	
Repurchase and retirement of LP units.....			23,311	416		416	
Issuance of partnership interest in consolidated real estate venture.....			(1,729,278)	(21,858)		(21,858)	
Distributions from consolidated real estate venture.....						16	
Share Choice Plan issuance.....			(1,285)			(94)	
Redemption value of limited partnership units.....				6,369		6,369	
Share-based compensation activity.....			196,151	5,843		5,843	
Distributions declared to general partnership unitholders (\$0.73 per unit).....				(130,168)		(130,168)	
BALANCE, December 31, 2018.....	-	\$ -	176,873,324	\$ 1,813,136	\$ 4,725	\$ 1,820,053	

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

BRANDYWINE OPERATING PARTNERSHIP L.P.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(in thousands)

	Twelve-month periods ended December 31,		
	2018	2017	2016
Cash flows from operating activities:			
Net income	\$ 137,289	\$ 121,859	\$ 40,501
Adjustments to reconcile net income to net cash from operating activities:			
Depreciation and amortization	174,259	179,357	189,676
Amortization of deferred financing costs	2,498	2,435	2,696
Amortization of debt discount/(premium), net.....	702	1,569	1,471
Amortization of stock compensation costs.....	5,716	4,883	4,310
Straight-line rent income	(12,283)	(27,115)	(28,351)
Amortization of acquired above (below) market leases, net	(3,344)	(3,071)	(6,529)
Straight-line ground rent expense.....	355	88	88
Provision for doubtful accounts.....	1,775	2,207	1,865
Net gain on real estate venture transactions	(142,233)	(80,526)	(20,000)
Gain on promoted interest	(28,283)	-	-
Net gain on sale of interests in real estate	(5,972)	(32,610)	(126,215)
Loss on early extinguishment of debt.....	105	3,933	66,590
Provision for impairment.....	71,707	3,057	40,517
Other than temporary impairment	4,076	4,844	-
Loss from Real Estate Ventures, net of distributions	12,871	3,462	12,125
Deferred financing obligation.....	-	-	(679)
Income tax benefit (provision).....	423	(628)	-
Changes in assets and liabilities:			
Accounts receivable.....	3,524	(6,266)	2,373
Other assets.....	(14,334)	1,752	544
Accounts payable and accrued expenses	12,579	4,004	(8,004)
Deferred income, gains and rent.....	3,017	(1,482)	137
Other liabilities	2,902	829	685
Net cash provided by operating activities.....	<u>227,349</u>	<u>182,581</u>	<u>173,800</u>
Cash flows from investing activities:			
Acquisition of properties.....	(196,625)	(72,523)	(20,406)
Proceeds from the sale of properties	324,090	171,860	784,331
Proceeds from real estate venture sales.....	60,346	145,416	21,022
Issuance of mortgage notes receivable.....	(175,172)	-	(3,380)
Proceeds from repayment of mortgage notes receivable	192	151	-
Proceeds from repayment of a capital lease	181	-	-
Capital expenditures for tenant improvements.....	(65,264)	(60,586)	(51,398)
Capital expenditures for redevelopments	(48,231)	(34,679)	(11,909)
Capital expenditures for developments	(99,104)	(66,915)	(191,184)
Advances for the purchase of tenant assets, net of repayments	410	18	(784)
Investment in unconsolidated Real Estate Ventures	(908)	(6,638)	(28,610)
Deposits for real estate	(8,234)	573	(746)
Escrowed cash	5,694	-	6,992
Capital distributions from Real Estate Ventures	6,526	20,781	13,065
Leasing costs paid	(18,407)	(17,657)	(16,083)
Net cash (used in) provided by investing activities	<u>(214,506)</u>	<u>79,801</u>	<u>500,910</u>
Cash flows from financing activities:			
Proceeds from mortgage notes payable.....	-	-	86,900
Repayments of mortgage notes payable.....	(122,180)	(4,931)	(357,151)
Proceeds from credit facility borrowings	455,500	341,000	195,000
Repayments of credit facility borrowings	(363,000)	(341,000)	(195,000)
Proceeds from unsecured notes	-	550,131	-
Repayments of unsecured notes	-	(628,590)	(149,919)
Debt financing costs paid	(3,430)	(4,727)	(495)
Redemption of preferred shares	-	(100,000)	-
Proceeds from the exercise of stock options	-	1,229	1,286
Proceeds from the issuance of common shares.....	416	51,225	-
Shares used for employee taxes upon vesting of share awards.....	(1,494)	(674)	(879)
Partner contributions to consolidated real estate venture.....	16	85	108
Partner distributions from consolidated real estate venture	(94)	(48)	-
Repurchase and retirement of common shares.....	(21,841)	-	-
Redemption of limited partnership units	(7,043)	-	-
Distributions paid to preferred and common partnership units.....	(129,924)	(117,258)	(116,636)
Net cash used in financing activities	<u>(193,074)</u>	<u>(253,558)</u>	<u>(536,786)</u>
Decrease in cash and cash equivalents and restricted cash	(180,231)	8,824	137,924
Cash and cash equivalents and restricted cash at beginning of year	203,442	194,618	56,694
Cash and cash equivalents and restricted cash at end of period.....	<u>\$ 23,211</u>	<u>\$ 203,442</u>	<u>\$ 194,618</u>

	Twelve-month periods ended December 31,		
	2018	2017	2016
Supplemental disclosure:			
Cash paid for interest, net of capitalized interest during the twelve months ended December 31, 2018, 2017 and of \$3,586, \$3,527 and \$12,835, respectively	\$ 76,858	\$ 83,139	\$ 97,843
Cash paid for income taxes	405	225	-
Supplemental disclosure of non-cash activity:			
Dividends and distributions declared but not paid	33,632	32,456	30,032
Change in construction-in-progress related to non-cash disposition of land	27,231	-	-
Change in deferred income, gains and rent to the non-cash disposition of land	(29,780)	-	-
Change in investment in real estate ventures as a result of dispositions	14,169	(64,792)	(2,023)
Change in Notes receivable as a result of a noncash acquisition of an operating property	130,742	-	25,162
Change in real estate ventures as a result of other than temporary impairment	(4,076)	(4,844)	-
Change in operating real estate from deconsolidation of 3141 Fairview Park Drive	-	-	44,313
Change in investment in real estate ventures from deconsolidation of 3141 Fairview Park Drive	-	-	(12,642)
Change in mortgage notes payable from deconsolidation of 3141 Fairview Park Drive	-	-	(20,582)
Change in other liabilities from deconsolidation of 3141 Fairview Park Drive	-	-	(12,384)
Change in operating real estate related to a non-cash acquisition of an operating property	(20,653)	-	-
Change in intangible assets, net related to non-cash acquisition of an operating property	(3,144)	-	-
Change in acquired lease intangibles, net related to non-cash acquisition of an operating property	182	-	-
Change in investments in joint venture related to non-cash acquisition of property	(16,832)	-	-
Change in mortgage notes payable related to acquisition of an operating property	9,940	-	-
Change in capital expenditures financed through accounts payable at period end	8,784	(6,593)	8,222
Change in capital expenditures financed through retention payable at period end	(2,912)	(159)	848

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

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2018, 2017, AND 2016

1. ORGANIZATION OF THE PARENT COMPANY AND THE OPERATING PARTNERSHIP

The Parent Company is a self-administered and self-managed real estate investment trust (“REIT”) that provides leasing, property management, development, redevelopment, acquisition and other tenant-related services for a portfolio of office, retail and mixed-use properties. The Parent Company owns its assets and conducts its operations through the Operating Partnership and subsidiaries of the Operating Partnership. The Parent Company is the sole general partner of the Operating Partnership and, as of December 31, 2018, owned a 99.4% interest in the Operating Partnership. The Parent Company’s common shares of beneficial interest are publicly traded on the New York Stock Exchange under the ticker symbol “BDN.”

As of December 31, 2018, the Company owned 97 properties that contained an aggregate of approximately 16.8 million net rentable square feet (collectively, the “Properties”). The Company’s core portfolio of operating properties, as of December 31, 2018, excludes one development property and three redevelopment properties under construction or committed for construction (collectively, the “Core Properties”). The Properties were comprised of the following as of December 31, 2018:

	Number of Properties	Rentable Square Feet
Office properties	88	15,609,156
Mixed-use properties	4	646,741
Retail property	1	17,884
Core Properties	93	16,273,781
Development property	1	164,818
Redevelopment properties	3	338,650
The Properties.....	97	16,777,249

In addition to the Properties, as of December 31, 2018, the Company owned land held for development, comprised of 237.4 acres of undeveloped land, of which 37.9 acres were held for sale, 1.8 acres related to leasehold interests in two land parcels, each acquired through prepaid 99-year ground leases, and held options to purchase approximately 55.5 additional acres of undeveloped land. As of December 31, 2018, the total potential development that these land parcels could support, under current zoning and entitlements, including the parcels under option, amounted to an estimated 14.3 million square feet, of which 0.4 million square feet relates to the 37.9 acres held for sale. As of December 31, 2018, the Company also owned economic interests in ten unconsolidated real estate ventures (collectively, the “Real Estate Ventures”) (see Note 4, “*Investment in Unconsolidated Real Estate Ventures*,” for further information). The Properties and the properties owned by the Real Estate Ventures are located in or near Philadelphia, Pennsylvania; Austin, Texas; Metropolitan Washington, D.C.; Southern New Jersey; and Wilmington, Delaware.

All references to building square footage, rentable square feet, acres, occupancy percentage the number of buildings and tax basis are unaudited.

The Company conducts its third-party real estate management services business primarily through six management companies (collectively, the “Management Companies”): Brandywine Realty Services Corporation (“BRSCO”), BDN Management Holdings, LLC (“BMH”), Brandywine Properties I Limited, Inc. (“BPI”), BDN Brokerage, LLC (“BBL”), Brandywine Properties Management, L.P. (“BPM”) and Brandywine Brokerage Services, LLC (“BBS”). BRSCO, BMH and BPI are each a taxable REIT subsidiary. As of December 31, 2018, the Operating Partnership owned, directly and indirectly, 100% of each of BRSCO, BMH, BPI, BBL, BPM and BBS. As of December 31, 2018, the Management Company subsidiaries were managing properties containing an aggregate of approximately 24.8 million net rentable square feet, of which approximately 16.8 million net rentable square feet related to Properties owned by the Company and approximately 8.0 million net rentable square feet related to properties owned by third parties and Real Estate Ventures.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Out of Period Adjustment

The Company recorded \$1.2 million of impairment charges during the quarter ended December 31, 2016, which should have been recorded in the consolidated financial statements for the three-month period ended March 31, 2017 and the year ended December 31, 2017. Management concluded that this misstatement was not material to any prior period, nor was it material to the consolidated financial statements as of and for the twelve-month periods ended December 31, 2017 and 2016.

Reclassifications and Adoption of New Accounting Guidance

Through the year ended December 31, 2017, the Company included \$0.6 million of income tax benefit in general and administrative expenses. During the fourth quarter of 2017, the Company began disaggregating the income tax provision/benefit in the consolidated statements of operations. As a result, in the statements of operations for the year ended December 31, 2017 the Company reclassified \$0.6 million of net income tax benefit out of general and administrative expenses into the “Income tax (provision) benefit” caption in the consolidated statements of operations to provide comparative presentation.

During the first quarter of 2018, the Company adopted Financial Accounting Standards Board (the “FASB”) Accounting Standards Update (“ASU”) No. 2016-18, which requires that the statement of cash flows explain the change during the period in the total of cash, cash equivalents and amounts described as restricted cash or cash equivalents. Beginning-of-period and end-of-period total amounts shown on the statement of cash flows should include restricted cash, cash equivalents and amounts described as restricted cash or cash equivalents. The guidance does not define restricted cash or restricted cash equivalents. As of December 31, 2018, December 31, 2017 and December 31, 2016, the Company had \$0.4 million, \$1.3 million and \$0.7 million of restricted cash, respectively, on its consolidated balance sheets within the caption “Other assets.” As a result of the adoption of this ASU, restricted cash balances are included with cash and cash equivalents balances as of the beginning and end of each period presented in the consolidated statements of cash flows. Separate line items reconciling changes in restricted cash balances to the changes in cash and cash equivalents will no longer be presented within the operating and investing sections of the consolidated statements of cash flows. As a result of the adoption of ASU 2016-18, for the twelve-months ended December 31, 2017 and December 31, 2016 operating cash flows increased by \$1.3 million and \$0.7 million, respectively, which is reflected within the change in other assets caption.

In accordance with ASC 360, and in response to the SEC’s “Disclosure Update and Simplification” release effective November 5, 2018, the Company reclassified gains and losses resulting from wholly owned real estate dispositions from the “Other income (expense)” section to the “Operating income” section within its consolidated statements of operations. As a result, in the consolidated statements of operations for the years ended December 31, 2018, 2017 and 2016, the Company reclassified the following amounts to the “Operating income” section:

Caption	2018	2017	2016
Net gain on disposition of real estate	\$ 2,932	\$ 31,657	\$ 116,983
Net gain on sale of undepreciated real estate	3,040	953	9,232
Total gain on sale of real estate	\$ 5,972	\$ 32,610	\$ 126,215

Principles of Consolidation

The Company consolidates variable interest entities (“VIEs”) in which it is considered to be the primary beneficiary. VIEs are entities in which the equity investors do not have sufficient equity at risk to finance their endeavors without additional financial support or that the holders of the equity investment at risk do not have a controlling financial interest. The primary beneficiary is defined by the entity having both of the following characteristics: (i) the power to direct those matters that most significantly impact the activities of the VIE and (ii) the obligation to absorb losses or the right to receive benefits of the VIE that could potentially be significant to the VIE. For entities that the Company has the obligations to fund losses, its maximum exposure to loss is not limited to the carrying amount of its investments.

When an entity is not deemed to be a VIE, the Company consolidates entities for which it has significant decision making control over the entity’s operations. The Company’s judgement with respect to its level of influence or control of an entity involves consideration of various factors including the form of the Company’s ownership interest, its representation in the entity’s governance, the size of its investment (including loans), estimates of future cash flows, its ability to participate in policy making decisions and the rights of the other investors to participate in the decision making process and to replace the Company as manager and/or liquidate the venture, if applicable. The Company’s assessment of its influence or control over an entity affects the presentation of these investments in the Company’s consolidated financial statements. In addition to evaluating control rights, the Company consolidates entities in which the outside partner has no substantive kick-out rights to remove the Company as managing member. The portion of the consolidated entities that are not owned by the Company is presented as noncontrolling interest as of and during the periods consolidated. All intercompany transactions have been eliminated in consolidation.

The Company continuously assesses its determination of the primary beneficiary for each entity and assesses reconsideration events that may cause a change in the original determinations.

As of December 31, 2018 and 2017, the Company included in its consolidated balance sheets consolidated VIEs having total assets of \$414.3 million and \$412.9 million, respectively, and total liabilities of \$254.1 million and \$250.4 million, respectively.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates. Management makes significant estimates regarding revenue, valuation of real estate and related intangible assets and liabilities, impairment of long-lived assets, impairment of investments in Real Estate Ventures allowance for doubtful accounts, variable employee compensation, deferred costs and contingencies.

Operating Properties

Operating properties are carried at historical cost less accumulated depreciation and impairment losses. The value of operating properties reflects their purchase price or development cost. Acquisition costs related to business combinations are expensed as incurred, whereas the costs related to asset acquisitions are capitalized as incurred. Costs incurred for the renovation and betterment of an operating property are capitalized to the Company's investment in that property. Ordinary repairs and maintenance are expensed as incurred.

Purchase Price Allocation

For acquisitions of real estate or in-substance real estate that are accounted for as business combinations, we recognize the assets acquired (including the intangible value of acquired above- or below-market leases, acquired in-place leases and tenant relationship values), liabilities assumed, noncontrolling interests, and previously existing ownership interests at fair value as of the acquisition date. Any excess (deficit) of the consideration transferred relative to the fair value of the net assets acquired is accounted for as goodwill (bargain purchase gain). Acquisition costs related to business combinations are expensed as incurred.

Acquisitions of real estate and in-substance real estate that do not meet the definition of a business are accounted for as asset acquisitions. The accounting model for asset acquisitions is similar to the accounting model for business combinations except that the acquisition consideration (including acquisition costs) is allocated to the individual assets acquired and liabilities assumed on a relative fair value basis. As a result, asset acquisitions do not result in recognition of goodwill or a bargain purchase gain. Additionally, because the accounting model for asset acquisitions is a cost accumulation model, preexisting interests in the acquired assets, if any, are not remeasured to fair value but continue to be accounted for at their historical cost. Direct acquisition costs are capitalized if an asset acquisition is probable. If we determine that an asset acquisition is no longer probable, no new costs are capitalized and all capitalized costs that are not recoverable are written off. The Company adopted ASU 2017-01 – Business Combinations as of January 1, 2017, which amended the definition of a business.

The purchase price is allocated to the acquired assets and assumed liabilities, including land and buildings, as if vacant based on highest and best use for the acquired assets. The Company assesses and considers fair value of the operating properties based on estimated cash flow projections that utilize discount and/or capitalization rates that it deems appropriate, as well as available market information. Estimates of future cash flows are based on a number of factors including the historical operating results, known and anticipated trends, and market and economic conditions.

The Company allocates the purchase price of properties considered to be business combinations and asset acquisitions to net tangible and identified intangible assets acquired based on fair values. Above-market and below-market in-place lease values for acquired properties are recorded based on the present value (using an interest rate which reflects the risks associated with the leases acquired) of the difference between (i) the contractual amounts to be paid pursuant to the in-place leases and (ii) the Company's estimate of the fair market lease rates for the corresponding in-place leases, measured over a period equal to the remaining non-cancelable term of the lease (including the below market fixed renewal period, if applicable). Capitalized above-market lease values are amortized as a reduction of rental income over the remaining non-cancelable terms of the respective leases. Capitalized below-market lease values are amortized as an increase to rental income over the remaining non-cancelable terms of the respective leases, including any below market fixed-rate renewal option periods that are considered probable.

Other intangible assets also include in-place leases based on the Company's evaluation of the specific characteristics of each tenant's lease and the Company's overall relationship with the respective tenant. The Company estimates the cost to execute leases with terms similar to the remaining lease terms of the in-place leases, including leasing commissions, legal and other related expenses. This intangible asset is amortized to expense over the remaining term of the respective leases and any fixed-rate bargain renewal periods. Company estimates of value are made using methods similar to those used by independent appraisers or by using independent

appraisals. Factors considered by the Company in this analysis include an estimate of the carrying costs during the expected lease-up periods considering current market conditions and costs to execute similar leases. In estimating carrying costs, the Company includes real estate taxes, insurance and other operating expenses and estimates of lost rents at market rates during the expected lease-up periods, which primarily range from four to twelve months. The Company also considers information obtained about each property as a result of its pre-acquisition due diligence, marketing and leasing activities in estimating the fair value of the tangible and intangible assets acquired. The Company also uses the information obtained as a result of its pre-acquisition due diligence as part of its consideration of the accounting standard governing asset retirement obligations and when necessary, will record a conditional asset retirement obligation as part of its purchase price. The Company also evaluates tenant relationships on a tenant-specific basis. On most of the Company's acquisitions, this intangible has been deemed immaterial, in which case no related intangible asset value is assigned.

In the event that a tenant terminates its lease, the unamortized portion of each intangible, including in-place lease values and tenant relationship values, is charged to expense and market rate adjustments (above or below) is recorded to revenue.

The Company records development acquisitions that do not meet the accounting criteria to be accounted for as business combinations at the purchase price paid. Costs directly associated with development acquisitions accounted for as asset acquisitions are capitalized as part of the cost of the acquisition.

Depreciation and Amortization

The costs of buildings and improvements are depreciated using the straight-line method based on the following useful lives: buildings and improvements (5 to 55 years) and tenant improvements (the shorter of (i) the life of the asset, 1 to 16 years, or (ii) the lease term).

Construction-in-Progress

Project costs directly associated with the development and construction of a real estate project are capitalized as construction-in-progress. Construction-in-progress also includes costs related to ongoing tenant improvement projects. In addition, interest, real estate taxes and other expenses that are directly associated with the Company's development activities are capitalized until the property is placed in service. Interest expense is capitalized using the Company's weighted average interest rate. Internal direct costs are capitalized to projects in which qualifying expenditures are being incurred. Internal direct construction costs totaling \$7.0 million in 2018, \$6.1 million in 2017, \$6.7 million in 2016 and interest totaling \$3.6 million in 2018, \$3.1 million in 2017, and \$10.9 million in 2016 were capitalized related to the development of certain properties and land holdings.

During the years ended December 31, 2018, 2017 and 2016, the Company's internal direct construction costs are comprised entirely of capitalized salaries. The following table shows the amount of compensation costs (including bonuses and benefits) capitalized for the years presented (in thousands):

	December 31,		
	2018	2017	2016
Development	\$ 3,185	\$ 4,390	\$ 3,182
Redevelopment.....	968	319	144
Tenant Improvements	2,811	1,354	3,391
Total	<u>\$ 6,964</u>	<u>\$ 6,063</u>	<u>\$ 6,717</u>

Impairment or Disposal of Long-Lived Assets

The Company reviews its long-lived assets for impairment following the end of each quarter using cash flow projections and estimated fair values for each of its properties where events or changes in circumstances indicate that the carrying amounts may not be recoverable. The Company updates leasing and other assumptions regularly, paying particular attention to properties where there is an event or change in circumstances that indicates an impairment in value. Additionally, the Company considers strategic decisions regarding the future development plans for property under development and other market factors. For long-lived assets to be held and used, the Company analyzes recoverability based on the estimated undiscounted future cash flows expected to be generated from the operations and eventual disposition of the assets over, in most cases, a 10-year hold period. If there is significant possibility that the Company will dispose of assets earlier, it analyzes the recoverability using a probability weighted analysis of the undiscounted future cash flows expected to be generated from the operations and eventual disposition of each asset using various probable hold periods. If the recovery analysis indicates that the carrying value of the tested property is not recoverable, the property is written down to its fair value and an impairment loss is recognized. In such case, an impairment loss is recognized in the amount of the excess of the carrying amount of the asset over its fair value. If and when the Company's plans change, it revises its recoverability analysis to use cash flows expected from operations and eventual disposition of each asset using hold periods that are consistent with its revised plans.

Estimated cash flows used in such analysis are based on the Company's plans for the property and its views of market economic conditions. The estimates consider factors such as current and future rental rates, occupancies for the tested property and comparable

properties, estimated operating and capital expenditures and recent sales data for comparable properties; most of these factors are derived from market data obtained from real estate leasing and brokerage firms and the Company's direct experience with the properties and their markets.

Assets Held for Sale

The Company generally considers assets to be "held for sale" when the transaction has been approved by its Board of Trustees, or by officers vested with authority to approve the transaction, and there are no known significant contingencies relating to the sale of the property within one year of the consideration date and the consummation of the transaction is otherwise considered probable. When a property is designated as held for sale, the Company stops depreciating the property and estimates the property's fair value, net of selling costs. If the determination is made that the estimated fair value, net of selling costs, is less than the net carrying value of the property, an impairment loss is recognized, reducing the net carrying value of the property to estimated fair value less selling costs. For periods in which a property is classified as held for sale, the Company classifies the assets and liabilities, as applicable, of the property as "held for sale" on the consolidated balance sheet for such periods.

The relevant accounting guidance for impairments requires that qualifying assets and liabilities and the results of operations that have been sold, or otherwise qualify as "held for sale," be presented as discontinued operations in all periods presented if the disposal represents a strategic shift that has, or will have, a major effect on the Company's operations and financial results. The components of the property's net income that is reflected as discontinued operations include the net gain (or loss) upon the disposition of the property held for sale, operating results, depreciation and interest expense (if the property is subject to a secured loan).

Impairment of Land Held for Development

When demand for build-to-suit office space declines and the ability to sell land held for development deteriorates, or other market factors indicate possible impairment in the recoverability of land held for development, it is reviewed for impairment by comparing its fair value to its carrying value. If the estimated sales value is less than the carrying value, the carrying value is written down to its estimated fair value.

Cash and Cash Equivalents

Cash and cash equivalents are highly-liquid investments with original maturities of three months or less. The Company maintains cash equivalents in money market accounts with financial institutions in excess of insured limits, but believes this risk is mitigated by only investing in or through major financial institutions. The Company does not invest its available cash balances in money market funds, as such available cash balances are appropriately reflected as cash and cash equivalents on the consolidated balance sheets.

Restricted Cash

Restricted cash consists of cash held as collateral to provide credit enhancement for the Company's mortgage debt, cash for property taxes, capital expenditures and tenant improvements. Escrows also include cash held by qualified intermediaries for possible investments in like-kind exchanges in accordance with Section 1031 of the Internal Revenue Code in connection with sales of the Company's properties. Restricted cash is included in the "Other assets" caption in the consolidated balance sheets.

Accounts Receivable and Accrued Rent Receivable

Generally, leases with tenants are accounted for as operating leases. Minimum lease payments under tenant leases are recognized on a straight-line basis over the term of the related lease. The cumulative difference between lease revenue recognized under the straight-line method and contractual lease payment terms are recorded as "Accrued rent receivable, net" on the consolidated balance sheets. Included in current tenant receivables are tenant reimbursements which are comprised of amounts recoverable from tenants for common area maintenance expenses and certain other recoverable expenses that are recognized as revenue in the period in which the related expenses are incurred. As of December 31, 2018 and 2017, no tenant represented more than 10% of accounts receivable and accrued rent receivable.

Tenant receivables and accrued rent receivables are carried net of the allowances for doubtful accounts of \$1.7 million and \$11.3 million in 2018, respectively, and \$3.5 million and \$13.6 million in 2017, respectively. The tenant receivables allowance is an estimate based on two calculations that are combined to determine the total amount reserved. First, the Company evaluates specific accounts where it has determined that a tenant may have an inability to meet its financial obligations. In these situations, the Company uses its judgment, based on the facts and circumstances, and records a specific reserve for that tenant against amounts due to reduce the receivable to the amount that the Company expects to collect. These reserves are reevaluated and adjusted as additional information becomes available. Second, a reserve is established for all tenants based on a range of percentages applied to receivable aging categories for tenant receivables. For accrued rent receivables, the Company considers the results of the evaluation of specific accounts and also considers other factors including assigning risk factors to different industries based on its tenants Standard Industrial

Classification (SIC). The accrued rent receivable allowance percentages are also based on historical collection and write-off experience adjusted for current market conditions, which requires management's judgments.

Investments in Unconsolidated Real Estate Ventures

Under the equity method, investments in unconsolidated Real Estate Ventures are recorded initially at cost and subsequently adjusted for equity in earnings, contributions, distributions and impairments. For Real Estate Ventures that are constructing assets to commence planned principal operations, the Company capitalizes interest expense to the extent that it is recoverable using the Company's weighted average interest rate of consolidated debt and its investment balance as a basis. Planned principal operations commence when a property is available to lease and at that point in time, the Company ceases capitalizing interest to its investment basis. During the twelve months ended December 31, 2018, the Company did not capitalize any interest expense. During the twelve months ended December 31, 2017 and 2016, the Company capitalized interest expense of \$0.4 million and \$1.9 million.

On a periodic basis, management also assesses whether there are any indicators that the value of the Company's investments in unconsolidated Real Estate Ventures may be other than temporarily impaired. An investment is impaired only if the value of the investment, as estimated by management, is less than the carrying value of the investment and the decline is other than temporary. To the extent that an impairment has occurred, the loss shall be measured as the excess of the carrying amount of the investment over the fair value of the investment, as estimated by management. Management is required to make significant judgements about the fair value of its ownership interests to determine if an impairment exists. Fair value is determined through various valuation techniques, including but not limited to, discounted cash flow models, quoted market values and third party appraisals.

When the Company acquires an interest in or contributes assets to a real estate venture project, the difference between the Company's cost basis in the investment and the value of the real estate venture or asset contributed is amortized over the life of the related assets, intangibles and liabilities and such adjustment is included in the Company's share of equity in income of unconsolidated Real Estate Ventures. For purposes of cash flow presentation, distributions from unconsolidated Real Estate Ventures are presented as part of operating activities when they are considered as a return on investments. The Company elected, in connection with its adoption of ASU 2016-15, "Classification of Certain Cash Receipts and Cash Payments" (ASU 2016-15) during the fourth quarter of 2016, to continue to account for distributions in excess of the Company's share in the cumulative unconsolidated Real Estate Ventures' earnings as return of investments and present as investing activities on the Company's cash flow statements. The Company's historical accounting treatment was consistent with this election.

Deferred Costs

Costs incurred in connection with property leasing are capitalized as deferred leasing costs. Deferred leasing costs consist primarily of leasing commissions and internal leasing costs that are amortized using the straight-line method over the life of the respective lease which generally ranges from 1 to 16 years. Management re-evaluates the remaining useful lives of leasing costs as economic and market conditions change.

Notes Receivable

The Company accounts for notes receivable on its balance sheet at amortized cost, net of allowance for loan losses. Interest income is recognized over the term of the notes receivable and is calculated based on the terms of the contractual terms of each note agreement.

Notes receivable are placed on nonaccrual status when management determines, after considering economic and business conditions and collection efforts, that the loans are impaired or collection of interest is doubtful. Uncollectible interest previously accrued is recognized as bad debt expense. Interest income on nonaccrual loans is recognized only to the extent that cash payments are received.

On June 26, 2018, the Company provided a \$44.4 million mortgage loan with a 4.0% stated interest rate and maturing on June 25, 2023, to Brandywine 1919 Ventures, an unconsolidated real estate venture in which the Company holds a 50% ownership interest, and recorded a note receivable of \$44.4 million. Additionally, a note receivable was given to an unaffiliated third party during the third quarter of 2016 to facilitate its acquisition and development of an industrial facility located in Pennsauken, New Jersey. The Company evaluated its investments in the notes receivable under ASC 310, "Receivables" and determined that the loans were provided at market terms and the Company does not participate in the residual profits of the unaffiliated third parties. Accordingly, the investments, totaling \$47.8 million as of December 31, 2018 and \$3.5 million as of December 31, 2017, have been classified on the Company's consolidated balance sheets as notes receivable within the "Other assets" caption on the accompanying consolidated balance sheets.

Deferred Financing Costs

Costs incurred in connection with debt financing are capitalized as a direct deduction from the carrying value of the debt, except for costs capitalized related to the Company's revolving credit facility, which are capitalized within the "Deferred costs, net" caption on the accompanying consolidated balance sheets. Deferred financing costs are charged to interest expense over the terms of the related debt agreements. Deferred financing costs consist primarily of loan fees which are amortized over the related loan term on a basis that

approximates the effective interest method. Deferred financing costs are accelerated, when debt is extinguished, as part of the “Interest expense-amortization of deferred financing costs” caption within the Company’s consolidated statements of operations. Original issue discounts are recognized as part of the gain or loss on extinguishment of debt, as appropriate.

Revenue Recognition

In May 2014, the FASB issued ASU 2014-09, Revenue from Contracts with Customers (Topic 606). Under Topic 606, revenue is recognized when a customer obtains control of promised goods or services and is recognized at an amount that reflects the consideration expected to be received in exchange for such goods or services. In addition, Topic 606 requires disclosure of the nature, amount, timing and uncertainty of revenue and cash flows arising from contracts with customers.

The Company adopted Topic 606 in the first quarter of 2018 using the modified retrospective method. This adoption, which required the Company to evaluate incomplete contracts as of January 1, 2018, related to the Company’s point of sale revenue, management, leasing and development fee arrangements and other sundry income. The Company’s analysis of incomplete contracts resulted in no cumulative effect adjustment to the consolidated balance sheets and statements of operations presented in its consolidated financial statements. Results for reporting periods beginning after January 1, 2018 are presented under Topic 606. The new guidance provides a unified model to determine how revenue is recognized. To determine the proper amount of revenue to be recognized, the Company performs the following steps: (i) identify the contract with the customer, (ii) identify the performance obligations within the contract, (iii) determine the transaction price, (iv) allocate the transaction price to the performance obligations and (v) recognize revenue when (or as) a performance obligation is satisfied.

The following is a summary of revenue earned by the Company’s reportable segments (see Note 17, “Segment Information,” for further information) during the twelve-month period ended December 31, 2018 (in thousands):

	Twelve-month period ended December 31, 2018						
	Philadelphia CBD	Pennsylvania Suburbs	Metropolitan Washington, D.C.	Austin, Texas	Other	Corporate (a)	Total
Base rent.....	\$ 164,369	\$ 118,628	\$ 80,858	\$ 21,757	\$ 8,400	\$ (1,964)	\$ 392,048
Straight-line rent.....	11,867	2,851	(1,577)	116	201	(449)	13,009
Point of sale.....	23,528	258	1,062	521	230	-	25,599
Total rents.....	199,764	121,737	80,343	22,394	8,831	(2,413)	430,656
Tenant reimbursements	51,572	14,440	3,519	10,736	2,832	(474)	82,625
Termination fees.....	192	1,435	136	-	-	-	1,763
Third party management fees, labor reimbursement and leasing.....	855	25	5,793	5,455	4,951	5,478	22,557
Other income	4,334	642	517	80	143	1,028	6,744
Total revenue.....	<u>\$ 256,717</u>	<u>\$ 138,279</u>	<u>\$ 90,308</u>	<u>\$ 38,665</u>	<u>\$ 16,757</u>	<u>\$ 3,619</u>	<u>\$ 544,345</u>

(a) Corporate includes intercompany eliminations necessary to reconcile to consolidated Company totals.

Rental Revenue

The Company owns, operates and manages commercial real estate. The Company’s primary source of revenue is leases which fall under the scope of Leases (Topic 840). Rental revenue is recognized on a straight-line basis over the term of the leases from the later of the date of the commencement of the lease or the date of acquisition of the property subject to existing leases. The straight-line rent adjustment increased revenue by approximately \$10.4 million in 2018, \$24.9 million in 2017 and \$26.3 million in 2016. Deferred rents on the balance sheet represent rental revenue received prior to their due dates and amounts paid by the tenant for certain improvements considered to be landlord assets that will remain as the Company’s property at the end of the tenant’s lease term. The amortization of the amounts paid by the tenant for such improvements is calculated on a straight-line basis over the term of the tenant’s lease and is a component of straight-line rental income and increased revenue by \$1.8 million in 2018, \$2.2 million in 2017 and \$2.1 million in 2016. Lease incentives, which are included as reductions of rental revenue in the accompanying consolidated statements of operations, are recognized on a straight-line basis over the term of the lease. Lease incentives decreased revenue by \$1.5 million in 2018, \$1.8 million in 2017 and \$2.0 million in 2016.

In addition, the Company’s rental revenue is impacted by the Company’s determination of whether improvements to the properties, whether made by the Company or by the tenant, are landlord assets. The determination of whether an improvement is a landlord asset requires judgment. In making this judgment, the Company’s primary consideration is whether the improvement would be utilizable by another tenant upon move out of the improved space by the then-existing tenant. If the Company has funded an improvement that it determines not to be landlord assets, then it treats the cost of the improvement as a lease incentive. If the tenant has funded the improvement that the Company determines to be landlord assets, then the Company treats the costs of the improvement as deferred

revenue and amortizes this cost into revenue over the lease term. For certain leases, the Company makes significant assumptions and judgments in determining the lease term, including assumptions when the lease provides the tenant with an early termination option. The lease term impacts the period over which the Company determines and records minimum rents and also impacts the period over which the Company amortizes lease-related costs.

No tenant represented greater than 10% of the Company's rental revenue in 2018, 2017 or 2016.

Point of Sale Revenue

Point of sale revenue consists of parking, restaurant and flexible stay revenue from the Company's hotel operations. Point of sale service obligations are performed daily, and the customer obtains control of those services simultaneously as they are performed. Accordingly, revenue is recorded on an accrual basis as it is earned, coinciding with the services that are provided to the Company's customers.

Tenant Reimbursements

The Company's leases also typically provide for tenant reimbursement of a portion of common area maintenance expenses and other operating expenses to the extent that a tenant's pro rata share of expenses exceeds a base year level set in the lease or to the extent that the tenant has a lease on a triple net basis.

The Company also contracts with third-party vendors and suppliers for goods and services to fulfill certain of the Company's obligations to tenants. The Company is reimbursed by tenants for these goods and services in the period that the expenses are incurred based on the terms of the lease agreements with each tenant.

Recoveries from tenants, consisting of amounts due from tenants for common area maintenance expenses, real estate taxes and other recoverable costs are recognized as revenue in the period during which the expenses are incurred.

Tenant reimbursements are recognized and presented in accordance with accounting guidance which requires that these reimbursements be recorded on a gross basis because the Company is generally the primary obligor with respect to the goods and services the purchase of which gives rise to the reimbursement obligation; because the Company has discretion in selecting the vendors and suppliers; and because the Company bears the credit risk in the event they do not reimburse the Company. The Company also receives payments from third parties for reimbursement of a portion of the payroll and payroll-related costs for certain of the Company's personnel allocated to perform services for third parties and reflects these payments on a gross basis.

Termination Fees

The Company recognizes fees received for lease terminations as revenue and writes off against such revenue any deferred rents receivable. The resulting net amount is the net revenue from the early termination of the leases. When a tenant's lease for space in a property is terminated early but the tenant continues to lease such space under a new or modified lease in the property, the net revenue from the early termination of the lease is recognized evenly over the remaining life of the new or modified lease in place on that property, unless the Company cannot determine that collectability of the lease termination revenue is reasonably assured.

Third party management fees, labor reimbursement and leasing

The Company performs property management services for third-party property owners of real estate that consist of: (i) providing leasing services, (ii) property inspections, (iii) repairs and maintenance monitoring, and (iv) financial and accounting oversight. For these services, the Company earns management fees monthly, which are based on a fixed percentage of each managed property's financial results, and is reimbursed for the labor costs incurred by its property management employees as services are rendered to the property owners. The Company determined that control over the services is passed to its customers simultaneously as performance occurs. Accordingly, management fee revenue is earned as the services are provided to the Company's customers.

Lease commissions are earned when the Company, as a broker for the third party property owner, executes a lease agreement with a tenant. Based on the terms of the Company's lease commission contracts, it determined that control is transferred to the customer upon execution of each lease agreement. The Company's lease commissions are earned based on a fixed percentage of rental income generated for each executed lease agreement and there is no variable income component.

Development fee revenue is earned through two different sources: (i) the Company performs development services for third parties as an agent and earns fixed development fees based on a percentage of construction costs incurred over the construction period, and (ii) the Company acts as a general contractor on behalf of one of its managed real estate ventures. The Company acts as the principal construction company for the real estate ventures and records gross revenue as it provides construction services based on the quantifiable construction outputs.

In applying the cost based output method of revenue recognition, the Company uses the actual costs incurred relative to the total estimated costs to determine its progress towards contract completion and to calculate the corresponding gross revenue and gross profit to recognize. For any costs that do not contribute to satisfying the Company's performance obligations, it excludes such costs

from its output methods of revenue recognition as the amounts are not reflective of transferring control of the outputs to the customer. The use of estimates in this calculation involves significant judgment.

The Company receives leasing commission income, property management fees and third party development fees. Leasing commission income is earned based on a percentage of gross rental income upon a tenant signing a lease with a third party lessor. Property management fees are recorded and earned based on a percentage of collected rents at the properties under management, and not on a straight-line basis because such fees are contingent upon the collection of rents. The Company records development fees on a percentage of completion basis.

As of December 31, 2018, the Company has \$1.5 million of accounts receivable associated with the Company's third party management contracts.

Other Income

Other income primarily consists of sundry revenue earned for services provided to tenants. Sundry revenues are recognized simultaneously with the services provided to the Company's tenants.

Nonfinancial Assets

In February 2017, the FASB issued ASU No. 2017-05 ("ASU 2017-05") to provide guidance for recognizing gains and losses from the transfer of nonfinancial assets and in-substance nonfinancial assets in contracts with non-customers, unless other specific guidance applies. The standard requires a company to derecognize nonfinancial assets once it transfers control of a distinct nonfinancial asset or distinct in substance nonfinancial asset. Additionally, when a company transfers its controlling interest in a nonfinancial asset, but retains a noncontrolling ownership interest, the company is required to measure any noncontrolling interest it receives or retains at fair value. The guidance requires companies to recognize a full gain or loss on the transaction. The Company adopted ASU 2017-05 in the first quarter of 2018 using the modified retrospective method. This adoption requires the Company to analyze incomplete contracts related to property dispositions previously accounted for under ASC 360-20 and to determine whether such arrangements had any forms of continuing involvement that may have affected the revenue or profit recognition of the transactions, including arrangements with prohibited forms of continuing involvement. The Company evaluated the following incomplete contracts to determine if the revenue recognition pattern was affected by ASU 2017-05:

Garza Land Sales

On July 1, 2016, the Company acquired 34.6 acres of land located in Austin, Texas known as the Garza Ranch, for a purchase price of \$20.6 million. As of December 31, 2018, the Company sold three parcels containing 8.4 acres, 1.7 acres and 6.6 acres to three unaffiliated third parties. Two of the land parcels were sold to third party developers on January 30, 2017 and April 28, 2017 and the third land parcel was sold to a third party on March 16, 2018. In connection with the agreements of sale, the Company entered into a development agreement and related completion guarantee to construct certain infrastructure improvements to the land. These improvement costs were included in the sale price of each land parcel. Due to the completion guarantee, the Company did not transfer control to the buyers of the land parcels and recognition of the sale was deferred until the improvements were substantially complete. The cash received at settlement was recorded in the "Deferred income, gains and rent" caption on the Company's consolidated balance sheets.

During the three-month period ended June 30, 2018, the infrastructure improvements were substantially completed. As a result, the Company transferred control of the land parcels to the buyers and recognized the land sales. Accordingly, during the three-month period ended June 30, 2018, the Company applied the cash proceeds received from the settlements of each parcel and recognized an aggregate \$2.8 million gain. During the quarter ended December 31, 2018, the Company recognized an additional \$0.2 million gain.

The following table details the gain on sale for each land parcel, as of December 31, 2018 (dollars, in thousands):

<u>Disposition</u>	<u>Date</u>	<u>Property/Portfolio Name</u>	<u>Location</u>	<u>Number of Parcels</u>	<u>Acres</u>	<u>Sales Price</u>	<u>Net Proceeds on Sale</u>	<u>Gain on Sale</u>
March 16, 2018		Garza Ranch - Office	Austin, TX	1	6.6	\$ 14,571	\$ 14,509	\$ 1,515
April 28, 2017		Garza Ranch - Multifamily	Austin, TX	1	8.4	11,800	11,560	1,311
January 30, 2017		Garza Ranch - Hotel	Austin, TX	1	1.7	3,500	3,277	192
Total Dispositions...				<u>3</u>	<u>16.7</u>	<u>\$ 29,871</u>	<u>\$ 29,346</u>	<u>\$ 3,018</u>

Based on the facts and circumstances, revenue recognition under ASU 2017-05 coincides with the Company's conclusion under ASC 360-20, and as a result, no cumulative effect adjustment to the consolidated financial statements was necessary as a result of implementing the guidance for the sale of nonfinancial assets.

Marine Piers Sublease Interest Sale

On March 15, 2017, the Company sold its sublease interest in the Piers at Penn's Landing (the "Marine Piers"), which includes leasehold improvements containing 181,900 net rentable square feet, and a marina, located in Philadelphia, Pennsylvania, for an aggregate sales price of \$21.4 million. On the closing date, the buyer paid \$12.0 million in cash and the Company received cash proceeds of \$11.2 million, after closing costs and prorations. The \$9.4 million balance of the purchase price is due on (a) January 31, 2020, in the event that the tenant at the Marine Piers does not exercise an option it holds to extend the term of the sublease or (b) January 15, 2024, in the event that the tenant does exercise the option to extend the term of the sublease. In accordance with ASU 2017-05, the Company determined that it is appropriate to recognize the sale of the sublease interest in the Marine Piers and to defer the amount of the pending payment due from the buyer because the Company cannot determine the collectability of the remaining \$9.4 million balance due under the purchase and sale agreement. The net book value of the Marine Piers was \$4.7 million, resulting in a gain on sale of \$6.5 million. The remaining gain on sale of \$9.4 million arising from the pending payment will be recognized at the earlier of: (i) the time that the Company determines collection of the deferred payment is probable or (ii) on the second purchase price installment date. Based on the facts and circumstances, revenue recognition under ASU 2017-05 coincides with the Company's previous conclusion under ASC 360-20, and therefore no restatement of the consolidated financial statements is necessary as a result of implementing the guidance for the sale of nonfinancial assets.

Subaru National Training Center

On December 3, 2015, the Company entered into an agreement to construct an 83,000 square foot build-to-suit service center (the "Subaru NSTC Development") on land parcels owned by the Company for Subaru as the single tenant. Concurrently, Subaru entered into an 18-year lease for the service center. The lease was classified as a direct finance lease within the "Other assets" caption on the consolidated balance sheets. The lease contained a purchase option, which allowed Subaru to purchase the property at the commencement of the lease, or five years subsequent to inception, at depreciated cost. During the third quarter of 2018, the lease commenced and Subaru exercised its purchase option for the Subaru NSTC Development. In connection with the lease, the Company recognized \$1.6 million in interest income during the twelve months ended December 31, 2018, in accordance with accounting guidance for direct finance leases. On December 21, 2018, the Company sold its interest in the Subaru NSTC Development to Subaru for a gross sales price of \$45.3 million. The Company received \$44.9 million in cash proceeds, after closing costs and prorations.

Income Taxes

Parent Company

The Parent Company has elected to be treated as a REIT under Sections 856 through 860 of the Internal Revenue Code of 1986, as amended (the "Code"). In order to continue to qualify as a REIT, the Parent Company is required to, among other things, distribute at least 90% of its annual REIT taxable income to its shareholders and meet certain tests regarding the nature of its income and assets. As a REIT, the Parent Company is not subject to federal and state (in states that follow federal rules) income taxes with respect to the portion of its income that meets certain criteria and is distributed annually to its shareholders. Accordingly, a nominal provision for federal and state (as applicable) income taxes is included in the accompanying consolidated financial statements with respect to the operations of the Parent Company. The Parent Company intends to continue to operate in a manner that allows it to meet the requirements for taxation as a REIT. If the Parent Company fails to qualify as a REIT in any taxable year, it will be subject to federal and state (as applicable) income taxes and may not be able to qualify as a REIT for the four subsequent tax years. The Parent Company is subject to certain local income taxes. Provision for federal income taxes is recorded in the income tax provision line item and state and local income taxes have been included in operating expenses in the Parent Company's consolidated statements of operations.

The tax basis of the Parent Company's assets was \$3.3 billion and \$3.1 billion for the years ended December 31, 2018 and December 31, 2017, respectively.

The Parent Company is subject to a 4% federal excise tax if sufficient taxable income is not distributed within prescribed time limits. The excise tax equals 4% of the annual amount, if any, by which the sum of (a) 85% of the Parent Company's ordinary income and (b) 95% of the Parent Company's net capital gain exceeds cash distributions and certain taxes paid by the Parent Company. No excise tax was incurred in 2018, 2017 or 2016.

The Parent Company has elected to treat several of its subsidiaries as taxable REIT subsidiaries (each a "TRS"). A TRS is subject to federal, state and local income tax. In general, a TRS may perform non-customary services for tenants, hold assets that the Parent Company, as a REIT, cannot hold directly and generally may engage in any real estate or non-real estate related business. The Company's taxable REIT subsidiaries did not have significant tax provisions or deferred income tax items as of December 31, 2018 and December 31, 2017.

During January 2017, the Company placed into service the hotel operations at FMC Tower. In order for the income from hotel property investments to constitute "*rents from real property*" for purposes of the gross income tests required by the Internal Revenue Service ("IRS") for REIT qualification, the income the Company earns cannot be derived from the operation of hotels. Therefore, the Operating Partnership leases our hotel property to its wholly owned taxable REIT subsidiary, BDN Management Inc. (the "BDNM

TRS”). The BDNM TRS in turn engages a third-party eligible independent contractor to manage the hotel. The BDNM TRS is consolidated into the Company’s financial statements.

Legislation commonly known as the Tax Cuts and Jobs Act (the “TCJA”) was signed into law on December 22, 2017. The TCJA makes significant changes to the U.S. federal income tax rules for taxation of individuals and corporations (including REITs), generally effective for taxable years beginning after December 31, 2017.

Operating Partnership

In general, the Operating Partnership is not subject to federal and state income taxes, and accordingly, no provision for income taxes has been made in the accompanying consolidated financial statements. The partners of the Operating Partnership are required to include their respective share of the Operating Partnership’s profits or losses in their respective tax returns. The Operating Partnership’s tax returns and the amount of allocable partnership profits and losses are subject to examination by federal and state taxing authorities. If such examination results in changes to the Operating Partnership profits or losses, then the tax liability of the partners would be changed accordingly.

The tax basis of the Operating Partnership’s assets was \$3.3 billion and \$3.1 billion for the years ended December 31, 2018 and December 31, 2017, respectively.

The Operating Partnership may elect to treat a subsidiary REIT under Sections 856 through 860 of the Code, if applicable. Each subsidiary REIT would be required to meet the requirements for treatment as a REIT under Sections 856 through 860 of the Code. If a subsidiary REIT fails to qualify as a REIT in any taxable year, that subsidiary REIT would be subject to federal and state income taxes and would not be able to qualify as a REIT for the four subsequent taxable years. Also, each subsidiary REIT would be subject to certain local income taxes.

The Operating Partnership has elected to treat several of its subsidiaries as TRSs, which are subject to federal, state and local income tax.

Earnings Per Share

Basic earnings per share (“EPS”) is computed by dividing net income available to common shareholders, as adjusted for unallocated earnings, if any, of certain securities, by the weighted average number of common shares outstanding during the year. Diluted EPS reflects the potential dilution that could occur from common shares issuable in connection with awards under share-based compensation plans, including upon the exercise of stock options, and conversion of the noncontrolling interests in the Operating Partnership. Anti-dilutive shares are excluded from the calculation.

Earnings Per Unit

Basic earnings per unit is computed by dividing net income available to common unitholders, as adjusted for unallocated earnings, if any, of certain securities issued by the Operating Partnership, by the weighted average number of common unit equivalents outstanding during the year. Diluted earnings per unit reflects the potential dilution that could occur from units issuable in connection with awards under share-based compensation plans, including upon the exercise of stock options. Anti-dilutive units are excluded from the calculation.

Share-Based Compensation Plans

The Parent Company maintains a shareholder-approved equity-incentive plan known as the Amended and Restated 1997 Long-Term Incentive Plan (the “1997 Plan”). The 1997 Plan is administered by the Compensation Committee of the Parent Company’s Board of Trustees. Under the 1997 Plan, the Compensation Committee is authorized to award equity and equity-based awards, including incentive stock options, non-qualified stock options, restricted shares and performance-based shares. On May 18, 2017, an additional 2,663,886 awards were authorized for issuance, bringing the total authorized awards to 6,500,000. As of December 31, 2018, 429,434 awards had been granted, 1,295,740 awards were cancelled as a result of stock options that expired during 2018, leaving 7,366,306 awards available for future issuance under the 1997 Plan, which included 964,359 awards for options and share appreciation rights.

The Company incurred share-based compensation expense of \$7.6 million during 2018, of which \$1.6 million was capitalized as part of the Company’s review of employee salaries eligible for capitalization. The Company incurred share-based compensation expense of \$6.3 million and \$5.6 million during 2017 and 2016, of which \$1.2 million and \$1.0 million, respectively, were also capitalized. The expensed amounts are included in general and administrative expense on the Company’s consolidated income statement in the respective periods.

Comprehensive Income

Comprehensive income is recorded in accordance with the provisions of the accounting standard for comprehensive income. The accounting standard establishes standards for reporting comprehensive income and its components in the financial statements. Comprehensive income includes the effective portions of changes in the fair value of derivatives.

Accounting for Derivative Instruments and Hedging Activities

The Company accounts for its derivative instruments and hedging activities in accordance with the accounting standard for derivative and hedging activities. The accounting standard requires the Company to measure every derivative instrument (including certain derivative instruments embedded in other contracts) at fair value and record them on the balance sheet as either an asset or liability. See disclosures below related to the accounting standard for fair value measurements and disclosures.

For derivatives designated as cash flow hedges, the effective portions of changes in the fair value of the derivative are reported in other comprehensive income while the ineffective portions are recognized in earnings.

The Company actively manages its ratio of fixed-to-floating rate debt. To manage its fixed and floating rate debt in a cost-effective manner, the Company, from time to time, enters into interest rate swap agreements as cash flow hedges, under which it agrees to exchange various combinations of fixed and/or variable interest rates based on agreed upon notional amounts.

Fair Value Measurements

The Company estimates the fair value of its derivatives in accordance with the accounting standard for fair value measurements and disclosures. The accounting standard defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. It also establishes a fair value hierarchy which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The standard describes three levels of inputs that may be used to measure fair value. Financial assets and liabilities recorded on the consolidated balance sheets are categorized based on the inputs to the valuation techniques as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the Company has the ability to access;
- Level 2 inputs are inputs, other than quoted prices included in Level 1, which 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; and
- Level 3 inputs are unobservable inputs for the asset or liability, which is typically based on an entity's own assumptions, as there is little if any, related market activity or information.

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. The Company's 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.

Non-financial assets and liabilities recorded at fair value on a non-recurring basis include non-financial assets and liabilities measured at fair value in a purchase price allocation and the impairment. The fair values assigned to the Company's purchase price allocations primarily utilize Level 3 inputs. The fair value assigned to the long-lived assets and equity method investments for which there was impairment recorded utilize Level 3 inputs.

Recent Accounting Pronouncements

In November 2018, the FASB issued ASU No. 2018-19, which clarifies that operating lease receivables are not within the scope of ASC 326-20 and should instead be accounted for under the new leasing standard, ASC 842. The amendments in this update are effective for public business entities for fiscal years beginning after December 15, 2019. The Company has evaluated the impact of this new guidance and determined that it will have an immaterial impact on its consolidated financial statements.

In June 2018, the FASB issued ASU No. 2018-07 that aligns the accounting for share-based payment awards issued to employees and nonemployees. Under previously issued GAAP guidance, the accounting for nonemployee share-based payments differed from that applied to employee awards, particularly with regard to the measurement date and the impact of performance conditions. Under the revised guidance, the existing employee guidance will apply to nonemployee share-based transactions (as long as the transaction is not effectively a form of financing), with the exception of specific guidance related to the attribution of compensation cost. The cost of nonemployee awards will continue to be recorded as if the grantor had paid cash for the goods or services. In addition, the contractual term will be able to be used in lieu of an expected term in the option-pricing model for nonemployee awards. Changes to the accounting for nonemployee awards include:

- Equity-classified share-based payment awards issued to nonemployees will now be measured on the grant date, instead of the previous requirement to remeasure the awards through the performance completion date.
- Compensation cost associated with the award will be recognized when achievement of the performance condition is probable, rather than upon achievement of the performance condition.
- The current requirement to reassess the classification (equity or liability) for nonemployee awards upon vesting will be eliminated, except for awards in the form of convertible instruments.
- The revised guidance also clarifies that any share-based payment awards issued to customers should be evaluated under ASC 606, Revenue from Contracts with Customers.

The amendments in this update are effective for public business entities for fiscal years beginning after December 15, 2018, including interim periods within that fiscal year. Early adoption is permitted, but no earlier than an entity's adoption date of Topic 606. Adoption of this ASU has no impact on the Company's consolidated financial statements.

In August 2017, the FASB issued ASU No. 2017-12 to simplify the application of hedge accounting guidance and improve the financial reporting of hedging relationships to better portray the economic results of an entity's risk management activities in its financial statements. In addition, ASU 2017-12 requires an entity to present the earnings effect of the hedging instrument in the same income statement line item in which the earnings effect of the hedged item is reported. The transition guidance provides companies with the option of early adopting the new standard using a modified retrospective transition method in any interim period after issuance of the update or requires adoption for fiscal years beginning after December 15, 2018. This adoption method requires companies to recognize the cumulative effect of initially applying the guidance as an adjustment to accumulated other comprehensive income with a corresponding adjustment to the opening balance of retained earnings as of the beginning of the fiscal year that an entity adopts the update. Adoption of this standard has no impact on the Company's financial statements.

In June 2016, the FASB issued guidance that changes how entities measure credit losses for most financial assets and certain other instruments that are not measured at fair value through net income. The guidance replaces the current incurred loss model with an expected loss approach, resulting in more timely recognition of such losses. The guidance is effective for fiscal years beginning after December 15, 2019, including interim periods within those fiscal years. Early adoption is permitted after December 2018. The Company is in the process of evaluating the impact of this new guidance and determined that the adoption of the guidance will have an impact on the Company's estimation of its allowance for doubtful accounts. The Company has not quantified the impact that this guidance will have on its consolidated financial statements.

Leasing Standard

In February 2016, the FASB issued guidance ("ASU-2016-02") modifying the principles for the recognition, measurement, presentation and disclosure of leases for both parties to a contract (i.e., lessees and lessors). The new standard requires lessees to apply a dual approach, classifying leases as either finance or operating leases based on the principle of whether or not the lease is effectively a financed purchase by the lessee. This classification will determine whether lease expense is recognized based on an effective interest method or on a straight-line basis over the term of the lease, respectively. A lessee is also required to record a right-of-use asset and a lease liability for all leases with a term of greater than 12 months regardless of their classification. Leases with a term of 12 months or less will be accounted for in the same manner as operating leases today. The new standard requires lessors to account for leases using an approach that is substantially equivalent to existing guidance for sales-type leases, direct financing leases and operating leases. The guidance supersedes previously issued guidance under ASC Topic 840 "Leases."

The lease ASU requires the use of the modified retrospective transition method and does not allow for a full retrospective approach. However, it provides two options for application of the modified retrospective transition method:

- Under the first option, the ASU requires the application of the standard to all leases that exist at or commence after, January 1, 2017 (the beginning of the earliest comparative period presented in the 2019 financial statements), with a cumulative adjustment to the opening balance of retained earnings on January 1, 2017, for the effect of applying the standard at the date of initial applications, and restatement of the amounts presented prior to January 1, 2019.
- Under the second option, an entity may elect a package of practical expedients, which allows for the following:
 - An entity need not reassess whether any expired or existing contracts are or contain leases;
 - An entity need not reassess the lease classification for any expired or existing leases; and
 - An entity need not reassess initial direct costs for any existing leases.

This package of practical expedients is available as a single election that must be consistently applied to all existing leases at the date of adoption. Lessors that adopt this package are not expected to reassess expired or existing leases at the date of initial application, which is January 1, 2017, under the ASU. This option enables entities to account for their existing leases for the remainder of the respective lease terms following previous accounting guidance, which eliminates the need to calculate a cumulative adjustment to the opening balance of retained earnings. The Company elected to adopt this practical expedient to implement ASC 842.

In addition, there is a practical expedient that allows the Company to use hindsight when determining the lease term and assessing the fair value of right of use assets. After considering its impact, the Company has decided not to elect the hindsight expedient as part of the application of the modified retrospective transition method. The Company did not adopt the hindsight practical expedient.

Furthermore, in July 2018, the FASB adopted an amendment to the package of practical expedients that provides an optional transition method to make January 1, 2019 the initial application date of the ASU, rather than January 1, 2017. Entities that elect both the package of practical expedients and the optional transitional method will apply the new lease ASU prospectively, to leases commencing or modified after January 1, 2019, and will not be required to apply the disclosures under the new lease ASU to comparative periods. The Company elected to adopt this practical expedient and will only evaluate leases that commenced or are modified subsequent to January 1, 2019.

In January 2018, the FASB issued ASU No. 2018-01 to address the accounting treatment of land easements within the context of ASU No. 2016-02, Leases (Topic 842). ASU 2018-01 provides an optional transition practical expedient to not evaluate under Topic 842 existing or expired land easements that were not previously accounted for as leases under the current leases guidance in Topic 840. An entity that elects this practical expedient should evaluate new or modified land easements under Topic 842 beginning at the date that the entity adopts Topic 842. An entity that does not elect this practical expedient should evaluate all existing or expired land easements in connection with the adoption of the new lease requirements in Topic 842 to assess whether they meet the definition of a lease. The Company adopted this ASU and will evaluate land easements entered into subsequent to January 1, 2019.

In July 2018, the FASB issued ASU No. 2018-11, an amendment to the lease ASU that will allow lessors to elect, as a practical expedient, not to allocate the total consideration to lease and nonlease components based on their relative standalone selling prices. This practical expedient will allow lessors to elect a combined single lease component presentation if: (i) the timing and pattern of the revenue recognition of the combined single lease component is the same, and (ii) the related lease component and, the combined single lease component would be classified as an operating lease. Nonlease components that do not meet the criteria of this practical expedient will be accounted for under the new revenue recognition ASU. The Company adopted this practical expedient and has determined that lease and nonlease components pattern of recognition is the same. As result, lease and nonlease components will be disclosed as a single lease component.

In December 2018, the FASB issued ASU No. 2018-20, an amendment to the lease ASU that will allow lessors to elect to not evaluate whether certain sales taxes and other similar taxes are lessor costs or lessee costs. Instead, those lessors will account for those costs as if they are lessee costs. A lessor making this election will exclude, from the consideration in the contract and from variable payments not included in the consideration in the contract, all collections from lessees of taxes within the scope of the election and will provide certain disclosures. Lessors will allocate certain variable payments to the lease and nonlease components when the changes in facts and circumstances on which the variable payment is based occur. After the allocation, the amount of variable payments allocated to the lease components will be recognized as income in profit or loss in accordance with Topic 842, while the amount of variable payments allocated to nonlease components will be recognized in accordance with other Topics, such as Topic 606. The Company has elected to adopt this ASU.

The guidance is effective on January 1, 2019, with early adoption permitted. The ASU is expected to have the following impact on the Company's consolidated financial statements:

- Under ASC 842 as a lessor, the Company evaluated its leases and determined that the lease and nonlease components have the same timing and pattern of recognition. As a result, all lease revenue and related tenant reimbursement revenue earned by the Company will be reported within the "Rents" caption of its consolidated statement of operations.

- Under ASC 842 as lessor, the Company is required to record bad debt expense as a reduction of revenue. The Company's bad debt expense was previously recorded within the operating expense caption on its consolidated statement of operations.
- ASC 842 is expected to impact the Company's consolidated financial statements as the Company has land lease arrangements for which it is the lessee. Based on the Company's evaluation, it expects to record lease liabilities and right of use assets in the amount of \$22.4 million. Additionally, operating expenses are expected increase because of ground rent expense for certain of its CPI indexed ground leases will be recognized on a straight-line basis under the new guidance.
- The Company evaluated a ground lease at one of its real estate ventures and determined that under ASC 842, its equity in income will decrease annually for its share of additional ground rent expense recorded under ASC 842.
- The Company will expense additional costs related to leasing efforts under ASC 842 compared to the previous GAAP because certain activities performed by personnel involved in the leasing process will no longer be considered incremental costs to execute a lease agreement. Based on the Company's analysis, leasing expenses will increase for the year ended December 31, 2019, as internal costs and leasing pursuit costs will be expensed as incurred under ASC 842.
- The impact of ASC 842 to the Company's Real Estate Ventures is similar to the items described above.

3. REAL ESTATE INVESTMENTS

As of December 31, 2018 and 2017, the gross carrying value of the operating properties was as follows (in thousands):

	December 31, 2018	December 31, 2017
Land	\$ 508,363	\$ 492,197
Building and improvements.....	3,029,427	2,896,113
Tenant improvements	415,529	444,038
Total	<u>\$ 3,953,319</u>	<u>\$ 3,832,348</u>

2018

Acquisitions

On December 19, 2018, the Company acquired an office property containing 120,559 rentable square feet located at 4516 Seton Center Parkway in Austin, Texas, known as Quarry Lake II, for a gross purchase price of \$39.5 million. The purchase of Quarry Lake II is an asset acquisition under ASU 2017-01. The Company capitalized \$0.1 million of acquisition-related costs and funded the acquisition with a borrowing of \$39.0 million from the Company's unsecured credit facility.

On December 11, 2018, the Company acquired from DRA Advisors ("DRA"), its 50% ownership interest in the G&I Austin Office LLC real estate venture (the "DRA Austin Venture") for an aggregate purchase price of \$535.1 million. The DRA Austin Venture owned twelve office properties ("the Austin Venture Portfolio") containing an aggregate 1,570,123 square feet located in Austin, Texas. As a result of the acquisition, the Company acquired complete ownership of the Austin Portfolio. The aggregate purchase price includes the carrying amount of the Company's investment in DRA Austin Venture of \$14.6 million. At settlement, the Company assumed \$115.5 million of mortgage debt and received a credit at settlement of \$130.7 million for a note receivable provided to the DRA Austin Venture on November 1, 2018. This note receivable was used to repay one of DRA Austin Venture's mortgage loans prior to the December 11, 2018 acquisition date. The Company also obtained working capital of \$24.9 million. Subsequent to receiving cash proceeds of \$28.3 million for its promoted interest in the DRA Austin Venture and recognizing a remeasurement gain of \$103.8 million, reflected in the caption "Net gain on real estate venture transactions" in the consolidated statements of operations, the Company funded the acquisition with an aggregate cash payment of \$117.3 million. Additionally, the assumed mortgage debt of \$115.5 million was repaid at settlement. Both cash payments were funded through borrowings under the Company's unsecured credit facility. The Company recognized a \$28.3 million gain on its promoted interest in the DRA Austin Venture, reflected in the caption "Gain on promoted interest in unconsolidated real estate venture" in the consolidated statements of operations. The gain on promoted interest was based off of the returns earned over the duration of the DRA Austin Venture and the returns were determined based on operating results and real estate valuation of the venture.

The Company accounted for the acquisition of the Austin Venture Portfolio as an asset acquisition, and as a result, a nominal amount of transaction costs were capitalized to the basis of the acquired properties.

The Company previously accounted for its 50% non-controlling interest in the DRA Austin Venture under the equity method of accounting. As a result of the Company's acquisition of DRA's 50% ownership interest in the DRA Austin Venture, the Company obtained control of DRA Austin Venture and the Company's existing investment balance was remeasured based on the fair value of

the underlying properties acquired and the existing distribution provisions under the relevant partnership agreement, including the Company's entitlement to a distribution on account of its promoted interest.

On June 29, 2018, the Company acquired, through a 99-year ground lease, the leasehold interest in a one-acre land parcel, located at 3025 JFK Boulevard, in Philadelphia, Pennsylvania. The Company prepaid \$15.0 million of ground lease rent and, in accordance with ASC 840, capitalized \$0.3 million of costs related to entering the lease. Additionally, the ground lease required the Company to pay \$5.6 million for a leasehold valuation credit, which can be applied to increase the density of the projects subject to the Schuylkill Yards Project master development agreement. Of this credit, \$2.4 million will be applied to the development of 3001-3003 and 3025 JFK Boulevard if the Company constructs a minimum of 1.2 million square feet of floor area ratio ("FAR") on these land parcels. The remaining credit of \$3.2 million can be used for development in excess of 1.2 million FAR at 3001-3003 and 3025 JFK Boulevard or toward future ground lease takedowns at the Schuylkill Yards Development Site. This \$3.2 million credit is reimbursed if the master development agreement is terminated by the landowner. Based on the Company's evaluation under ASC 840, the ground lease is classified as an operating lease. The ground lease and credit are included in the "Prepaid leasehold interests in land held for development, net" and "Other assets" captions, respectively, in the consolidated balance sheets.

On March 22, 2018, the Company acquired, through a 99-year ground lease, the leasehold interest in a one-acre land parcel, located at 3001-3003 JFK Boulevard, in Philadelphia, Pennsylvania. The Company prepaid \$24.6 million of ground lease rent and, in accordance with ASC 840, capitalized \$0.3 million of costs related to entering the lease. Based on the Company's evaluation under ASC 840, the ground lease is classified as an operating lease and included in the "Prepaid leasehold interests in land held for development, net," caption in the consolidated balance sheets.

On January 5, 2018, the Company acquired, from its then partner in each of the Four Tower Bridge real estate venture and the Seven Tower Bridge real estate venture, the partner's 35% ownership interest in the Four Tower Bridge real estate venture in exchange for the Company's 20% ownership interest in the Seven Tower Bridge real estate venture. As a result of this non-monetary exchange, the Company acquired 100% of the Four Tower Bridge real estate venture, which owns an office property containing 86,021 square feet, in Conshohocken, Pennsylvania, encumbered with \$9.7 million in debt. The Company previously accounted for its noncontrolling interest in Four Tower Bridge using the equity method. As a result of the exchange transaction, the Company obtained control of the Four Tower Bridge property.

The Company's acquisition of the 35% ownership interest in Four Tower Bridge from its former partner resulted in the consolidation of the property, which has been accounted for as an asset acquisition under ASU 2017-01. As such, the Company capitalized \$0.1 million of acquisition-related costs and allocated the unencumbered acquisition value, consisting of the fair value of \$23.6 million and the acquisition-related costs, to tangible and intangible assets and liabilities. The unencumbered acquisition value was determined under the comparative sales approach, which utilized observable transactions within the Conshohocken submarket.

The Company utilized a number of sources in making estimates of fair value for purposes of allocating the acquisition values to tangible and intangible assets acquired. The acquisition values have been allocated as follows (in thousands):

	Quarry Lake II	Austin Venture Portfolio	Four Tower Bridge
Acquisition Date	12/19/2018	12/11/2018	01/05/2018
Building, land and improvements	\$ 35,120	\$ 457,390	\$ 20,734
Intangible assets acquired	5,809	76,925	3,144
Below market lease liabilities assumed	(1,524)	(13,769)	(182)
Deferred gain (a)	-	14,594	-
Total unencumbered acquisition value	\$ 39,405	\$ 535,140	\$ 23,696
Mortgage debt assumed - at fair value (b)	-	-	(9,940)
Total encumbered acquisition value	\$ 39,405	\$ 535,140	\$ 13,756
Total unencumbered acquisition value	39,405	535,140	23,696
Mortgage debt assumed - at fair value (b)	-	-	(9,940)
Mortgage debt repaid at settlement (c)	-	(115,461)	-
Investment in unconsolidated real estate ventures	-	(14,594)	(3,502)
Gain on promoted interest in unconsolidated real estate venture	-	(28,283)	-
Gain on real estate venture transactions	-	(103,847)	(11,633)
Purchase price reduction for note receivable (d)	-	(130,742)	-
Net working capital assumed	(368)	(24,865)	1,379
Total cash payment at settlement	\$ 39,037	\$ 117,348	\$ -
Weighted average amortization period of intangible assets	-	5.5 years	4.1 years
Weighted average amortization period of below market liabilities assumed	3.0 years	4.6 years	4.8 years

- (a) Represents a deferred gain resulting recognized at settlement, which resulted in a reduction in the acquisition value.
(b) The outstanding principal balance on mortgage debt for Four Tower Bridge, assumed on January 5, 2018, was \$9.7 million.
(c) On December 11, 2018, the Company assumed \$115.5 million of mortgage debt which was repaid in full at settlement.
(d) Represents a note receivable due from the DRA Austin Venture that represents a purchase price reduction.

Quarry Lake II contributed approximately \$0.1 million of revenue and \$0.1 million of net income, included in the Company's consolidated statements of operations, for the twelve-month period ended December 31, 2018.

Austin Venture Portfolio contributed approximately \$3.4 million of revenue and \$1.3 million of net loss, included in the Company's consolidated statements of operations, for the twelve-month period ended December 31, 2018.

Four Tower Bridge contributed approximately \$2.8 million of revenue and \$0.3 million of net income, included in the Company's consolidated statements of operations, for the twelve-month period ended December 31, 2018.

The unaudited pro forma information below summarizes the Company's combined results of operations for the years ended December 31, 2018 and December 31, 2017, respectively, as though the acquisition of the Austin Venture Portfolio was completed on January 1, 2017. The supplemental pro forma operating data is not necessarily indicative of what the actual results of operations would have been assuming the transaction had been completed as set forth above, nor do they purport to represent the Company's results of operations for future periods (in thousands, except for per share amounts).

	December 31,	
	2018	2017
Pro forma revenue	\$ 602,713	\$ 582,244
Pro forma net income	134,142	115,475
Pro forma net income available to common shareholders	134,142	115,475

Dispositions

The Company sold the following properties during the twelve-month period ended December 31, 2018 (dollars in thousands):

Disposition Date	Property/Portfolio Name	Location	Type	Number of Properties	Rentable Square Feet	Sales Price	Net Proceeds on Sale	Gain/(Loss) on Sale
December 21, 2018	Subaru National Training Center (a)	Camden, NJ	Mixed-use	1	83,000	\$ 45,300	\$ 44,877	\$ 2,570
December 20, 2018	Rockpoint Portfolio (b)	Herndon, VA	Office	8	1,293,197	312,000	262,442	397
June 21, 2018.....	20 East Clementon Road	Gibbsboro, NJ	Office	1	38,260	2,000	1,850	(35)
Total Dispositions				<u>10</u>	<u>1,414,457</u>	<u>\$ 359,300</u>	<u>\$ 309,169</u>	<u>\$ 2,932</u>

- (a) During the second quarter of 2018, Subaru exercised its purchase option under the lease agreement for the Subaru NSTC and the sale occurred during the fourth quarter of 2018. See Note 2, “*Summary of Significant Accounting Policies*,” for further discussion of the lease agreement and related revenue recognition.
- (b) On December 20, 2018, the Company contributed a portfolio of eight properties containing an aggregate of 1,293,197 square feet, located in its Metropolitan Washington, D.C. segment (the “Rockpoint Portfolio”) to a newly-formed joint venture (the “Herndon Innovation Center Metro Portfolio Venture, LLC”) for a gross sales price of \$312.0 million. The Company and its partner own 15% and 85% interests in the Herndon Innovation Center Metro Portfolio Venture, LLC, respectively. The Herndon Innovation Center Metro Portfolio Venture, LLC funded the acquisition with \$265.2 million of cash, which was distributed to the Company at closing. After funding its share of closing costs and working capital contributions of \$2.2 million and \$0.6 million, respectively, the Company received \$262.4 million of cash proceeds at settlement. The Company recorded an impairment charge of \$56.9 million for the Rockpoint Portfolio during the third quarter of 2018. The Company recorded a \$0.4 million gain on sale, which represents an adjustment to estimated closing costs used to determine the impairment charge in the third quarter of 2018. For further information related to this transaction, see the “*Herndon Innovation Center Metro Portfolio Venture, LLC*” section in Note 4, “*Investment in Unconsolidated Real Estate Ventures*.”

The Company sold the following land parcels during the twelve-month period ended December 31, 2018 (dollars in thousands):

Disposition Date	Property/Portfolio Name	Location	Number of Parcels	Acres	Sales Price	Net Proceeds on Sale	Gain on Sale
March 16, 2018.....	Garza Ranch - Office	Austin, TX	1	6.6	\$ 14,571	\$ 14,509	\$ 1,515 (a)
January 10, 2018.....	Westpark Land	Durham, NC	1	13.1	485	412	22
Total Dispositions			<u>2</u>	<u>19.7</u>	<u>\$ 15,056</u>	<u>\$ 14,921</u>	<u>\$ 1,537</u>

- (a) As of March 31, 2018, the Company had not transferred control to the buyer of this land parcel, or two other parcels at this site which were sold during 2017, because of a completion guarantee which required the Company, as developer, to complete certain infrastructure improvements on behalf of the buyers of the land parcels. The cash received at settlement was recorded as “Deferred income, gains and rent” on the Company’s consolidated balance sheets. During the three months ended June 30, 2018, the infrastructure improvements were substantially completed, at which time the Company transferred control of the land parcels. As a result, the Company then recognized the sales of the three land parcels during 2018 and recorded an aggregate \$2.8 million gain. During the quarter ended December 31, 2018, the Company recognized an additional \$0.2 million gain. See Note 2, “*Summary of Significant Accounting Policies*,” for further discussion of the infrastructure improvements and related revenue recognition.

The sales of property and land referenced above do not represent a strategic shift that has a major effect on the Company’s operations and financial results. Accordingly, the operating results of these properties remain classified within continuing operations for all periods presented.

Held for Use Impairment

As of December 31, 2018, the Company evaluated the recoverability of the carrying values of certain properties that triggered an assessment under the undiscounted cash flow model. Based on its evaluation, the Company determined it would not recover the carrying value of one property in its Other segment, 1900 Gallows Road, located in Vienna, Virginia, due to a reduction in the intended hold period. Accordingly, the Company recorded an impairment charge of \$14.8 million at December 31, 2018, reflected in the results for the twelve-month period ended December 31, 2018, which reduced the carrying value of the property from \$52.8 million to its estimated fair value of \$38.0 million. The Company measured this impairment based on a discounted cash flow analysis, using a hold period of ten years and a residual capitalization rate and discount rate of 7.5% and 9.5%, respectively. The result was comparable to indicative pricing in the market. The assumptions used to determine fair value under the income approach are Level 3 inputs in accordance with the fair value hierarchy established by Accounting Standards Codification (ASC) Topic 820, “Fair Value Measurements and Disclosures.”

Held for Sale

The following is a summary of properties classified as held for sale but which did not meet the criteria to be classified within discontinued operations at December 31, 2018 (in thousands):

	Held for Sale Properties		
	December 31, 2018		
	Pennsylvania Suburbs - Land (a)	Other - Land (a)	Total
ASSETS HELD FOR SALE			
Real estate investments:			
Land inventory	\$ 4,254	\$ 7,345	\$ 11,599
Total real estate investments	4,254	7,345	11,599
Total assets held for sale, net.....	\$ 4,254	\$ 7,345	\$ 11,599

(a) As of December 31, 2018, the Company determined that the sales of one land parcel in its Pennsylvania Suburbs segment and two parcels of land in its Other segment were probable and classified these properties as held for sale in accordance with applicable accounting standards for long-lived assets. At such date, the fair value less the anticipated costs of sale of the properties exceeded the carrying values. As a result, there is no impairment. The fair value measurement will be based on the pricing in the purchase and sale agreements.

The disposals of the properties referenced above do not represent a strategic shift that has a major effect on the operations and financial results of the Company. As a result, the operating results of the properties remain classified within continuing operations for all periods presented.

Held for Sale Impairment

As of September 30, 2018, the Company determined that the sale of eight office properties, known as the Rockpoint Portfolio, containing 1,293,197 rentable square feet, in the Metropolitan Washington, D.C. segment, was probable and classified these properties as held for sale in accordance with applicable accounting standards for long-lived assets. At such date, the \$366.0 million carrying value of the properties exceeded the estimated \$309.1 million fair value less the anticipated costs of sale. As a result, the Company recognized an impairment loss totaling approximately \$56.9 million during the three-month period ended September 30, 2018. The Company measured this impairment based on a discounted cash flow analysis, using a hold period of ten years and residual capitalization rates and discount rates of 7.47% and 8.60%, respectively. The results were comparable to indicative pricing in the market. As significant inputs to the model are unobservable, the Company determined that the value determined for this property falls within Level 3 fair value reporting. The Rockpoint Portfolio was sold during the fourth quarter of 2018. See the “Dispositions” section above for further information relating to this sale.

2017

Acquisitions

On October 13, 2017, the Company acquired, through a 99-year prepaid ground lease, the leasehold interest in an office property containing 282,709 rentable square feet located at 3025 Market Street in Philadelphia, Pennsylvania, known as The Bulletin Building, for a gross purchase price of \$35.0 million. The purchase of The Bulletin Building is an asset acquisition under ASU 2017-01. As such, the Company capitalized \$2.8 million of acquisition-related costs. The Company utilized a number of sources in making estimates of fair value for purposes of allocating the purchase price to tangible and intangibles assets acquired. The purchase price has been allocated as follows (in thousands):

	October 13, 2017	
Building and improvements.....	\$	30,583
Construction-in-progress		672
Intangible assets acquired (a).....		10,575
Below market lease liabilities assumed (b)		(4,055)
	\$	<u>37,775</u>

- (a) Weighted average amortization period of 7.9 years.
- (b) Weighted average amortization period of 7.0 years.

The Bulletin Building contributed approximately \$1.2 million of revenue and approximately \$0.4 million of net loss in the Company’s consolidated statements of operations, for the period from October 13, 2017 through December 31, 2017.

On July 28, 2017, the Company acquired an office building containing 58,587 rentable square feet located at 3000 Market Street, in Philadelphia, Pennsylvania, for \$32.7 million. The acquisition was the Section 1031 exchange receiver for the sale of Concord Airport Plaza. See property disposition table below.

The purchase of 3000 Market Street is an asset acquisition under ASU 2017-01. As such, the Company capitalized \$0.7 million of acquisition-related costs and allocated the purchase price, consisting of the contractual purchase price of \$32.0 million and the acquisition related costs, to the tangible and intangible assets. The Company utilized a number of sources in making estimates of fair value for purposes of allocating the purchase price to tangible and intangibles assets acquired. The purchase price has been allocated as follows (in thousands):

	July 28, 2017
Building, land and improvements.....	\$ 32,004
Intangible assets acquired (a).....	2,562
Below market lease liabilities assumed (b)	(1,818)
	<u>\$ 32,748</u>

(a) Weighted average amortization period of 5.9 years.

(b) Weighted average amortization period of 6.0 years.

3000 Market Street contributed approximately \$0.8 million of revenue and a \$0.5 million of net loss in the Company's consolidated statements of operations, for the period from July 28, 2017 through December 31, 2017.

Dispositions

The Company sold the following properties during the twelve-month period ended December 31, 2017 (dollars in thousands):

Disposition Date	Property/Portfolio Name	Location	Type	Number of Properties	Rentable Square Feet	Sales Price	Net Proceeds on Sale	Gain/(Loss) on Sale (a)
November 22, 2017 ...	11, 14, 15, 17 and 18 Campus Boulevard (Newtown Square)	Newtown Square, PA	Office	5	252,802	\$ 42,000	\$ 40,459	\$ 19,642
October 31, 2017	630 Allendale Road	King of Prussia, PA	Office	1	150,000	17,500	16,580	3,605
June 27, 2017.....	Two, Four A, Four B and Five Eves Drive (Evesham Corporate Center)	Marlton, NJ	Office	4	134,794	9,700	8,650	(325) (b)
June 12, 2017.....	7000 Midlantic Drive	Mount Laurel, NJ	Retail	1	10,784	8,200	7,714	1,413
March 30, 2017.....	200, 210 & 220 Lake Drive East (Woodland Falls)	Cherry Hill, NJ	Office	3	215,465	19,000	17,771	(249) (c)
March 15, 2017.....	Philadelphia Marine Center (Marine Piers)	Philadelphia, PA	Mixed-use	1	181,900	21,400	11,182	6,498 (d)
March 13, 2017.....	11700, 11710, 11720 & 11740 Beltsville Drive (Calverton)	Beltsville, MD	Office	3	313,810	9,000	8,354	- (e)
February 2, 2017.....	1200 & 1220 Concord Avenue (Concord Airport Plaza)	Concord, CA	Office	2	350,256	33,100	32,010	551 (f)
Total Dispositions				<u>20</u>	<u>1,609,811</u>	<u>\$ 159,900</u>	<u>\$ 142,720</u>	<u>\$ 31,135</u>

- (a) Gain/(Loss) on Sale is net of closing and other transaction related costs.
- (b) As of March 31, 2017, the Company evaluated the recoverability of the carrying value of its properties that triggered assessment under the undiscounted cash flow model. Based on the Company's evaluation, it was determined that due to the reduction in the Company's intended hold period of four properties located in the Other segment, the Company would not recover the carrying values of these properties. Accordingly, the Company recorded impairment charges on these properties of \$1.0 million at March 31, 2017, which reduced the aggregate carrying values of the properties from \$10.2 million to their estimated fair value of \$9.2 million. The Company measured these impairments based on a discounted cash flow analysis, using a hold period of 10 years and residual capitalization rates and discount rates of 9.00% and 9.25%, respectively. The results were comparable to indicative pricing in the market. The assumptions used to determine fair value under the income approach are Level 3 inputs in accordance with the fair value hierarchy established by Accounting Standards Codification (ASC) Topic 820, "Fair Value Measurements and Disclosures." The loss on sale in the table above represents additional closing costs.
- (c) As of December 31, 2016, the Company evaluated the recoverability of the carrying value of its properties that triggered assessment under the undiscounted cash flow model. Based on the Company's evaluation, it was determined that due to the reduction in the Company's intended hold period of three properties located in the Other segment, the Company would not recover the carrying values of these properties. Accordingly, the Company recorded impairment charges on these properties of \$7.3 million at December 31, 2016, reducing the aggregate carrying values of the properties from \$25.8 million to their estimated fair value of \$18.5 million. The Company measured these impairments based on a discounted cash flow analysis, using a hold period of 10 years and residual capitalization rates and discount rates of 8.75% and 9.00%, respectively. The results were comparable to indicative pricing in the market. The assumptions used to determine fair value under the income approach are Level 3 inputs in accordance with the fair value hierarchy established by Accounting Standards Codification (ASC) Topic 820, "Fair Value Measurements and Disclosures." The loss on sale in the table above represents additional closing costs.
- (d) On March 15, 2017, the Company sold its sublease interest in the Piers at Penn's Landing (the "Marine Piers"), which includes leasehold improvements containing 181,900 net rentable square feet, and a marina, located in Philadelphia, Pennsylvania for an aggregate sales price of \$21.4 million. On the closing date, the buyer paid \$12.0 million in cash. The \$9.4 million balance of the purchase is due on (a) January 31, 2020, in the event that the tenant at the Marine Piers does not exercise an option it holds to extend the term of the sublease or (b) January 15, 2024, in the event that the tenant does exercise the option to extend the term of the sublease. The Company determined that it is appropriate to account for the sales transaction under the cost recovery method. The Company received cash proceeds of \$11.2 million, after closing costs and prorations, and the net book value of the Marine Piers was \$4.7 million, resulting in a gain on sale of \$6.5 million. The remaining gain on sale of \$9.4 million will be recognized on the second purchase price installment date. Prior to its sale, the Marine Piers had been classified as mixed-use within the Company's property count.
- (e) During the fourth quarter of 2016, the Company recognized a \$3.0 million impairment related to these properties. During the first quarter of 2017, there was a price reduction of \$1.7 million under the agreement of sale and an additional impairment of \$1.7 million was recognized.
- (f) During the fourth quarter of 2016, the Company recognized an \$11.5 million impairment related to these properties. This sale was designated as a like-kind exchange under Section 1031 of the Internal Revenue Code ("IRC") and, as such, the proceeds, totaling \$32.0 million after closing costs and prorations, were deposited with a Qualified Intermediary, as defined under the IRC. The proceeds received at closing were recorded as "Other assets" in the Company's consolidated balance sheets. During the third quarter of 2017, the Company acquired 3000 Market Street in Philadelphia, Pennsylvania using the full balance of the Section 1031 proceeds. See "Acquisition" section above.

In addition to the amounts in the table above, the Company recorded a \$0.5 million gain during the first quarter of 2017 from the receipt of additional proceeds from the disposition of Cira Square in 2016. For further information relating to this sale, see the dispositions table in the 2016 section below.

The Company sold the following land parcels during the twelve-month period ended December 31, 2017 (dollars in thousands):

Disposition Date	Property/Portfolio Name	Location	Number of Parcels	Acres	Sales Price	Net Proceeds on Sale	Gain on Sale
September 13, 2017	50 E. Swedesford Square	Malvern, PA	1	12.0	\$ 7,200	\$ 7,098	\$ 882
July 18, 2017	Bishop's Gate	Mount Laurel, NJ	1	49.5	6,000	5,640	71 (a)
April 28, 2017	Garza Ranch - Multi-family	Austin, TX	1	8.4	11,800	11,560	- (b)
February 15, 2017	Gateway Land - Site C	Richmond, VA	1	4.8	1,100	1,043	- (c)
January 30, 2017	Garza Ranch - Hotel	Austin, TX	1	1.7	3,500	3,277	- (b)
Total Dispositions			5	76.4	\$ 29,600	\$ 28,618	\$ 953

- (a) During the fourth quarter of 2016, the Company recognized an impairment of \$3.0 million. During the second quarter of 2017, the Company recorded a held for sale impairment charge of \$0.3 million, reducing the aggregate carrying value of the land parcel from \$5.9 million to its estimated fair value less costs to sell of \$5.6 million. The fair value measurement is based on pricing in the purchase and sale agreement for the property. As the pricing in the purchase and sale agreement is unobservable, the Company determined that the input utilized to determine fair value for the property falls within Level 3 in accordance with the fair value hierarchy established by Accounting Standards Codification (ASC) Topic 820, "Fair Value Measurements and Disclosures." The land parcel was sold on July 18, 2017.
- (b) The Company has a continuing involvement in this property through a completion guaranty, which requires the Company, as developer, to complete certain infrastructure improvements on behalf of the buyers of the land parcels. The Company recorded the cash received at settlement as "Deferred income, gains and rent" on the Company's consolidated balance sheet and the Company will recognize the sale upon completion of infrastructure improvements.
- (c) During the fourth quarter of 2016, the Company recognized a nominal impairment related to this land parcel.

The sales of properties, land and the land parcel held for sale do not represent a strategic shift that has a major effect on the Company's operations and financial results. Accordingly, the operating results of these properties remain classified within continuing operations for all periods presented.

Held for Use Impairment

As of December 31, 2017, the Company evaluated the recoverability of the carrying value of its properties that triggered assessment. Based on the analysis, no impairment charges were identified during the three-month period ended December 31, 2017.

As of March 31, 2017, the Company evaluated the recoverability of the carrying value of its properties that triggered an assessment under the undiscounted cash flow model. Based on the Company's evaluation, it was determined that due to the reduction in the Company's intended hold period of four properties located in the Other segment, the Company would not recover the carrying values of these properties. Accordingly, the Company recorded impairment charges on these properties of \$1.0 million at March 31, 2017, reflected in the results for the twelve-month period ended December 31, 2017, reducing the aggregate carrying values of the properties from \$10.2 million to their estimated fair value of \$9.2 million. The Company measured these impairments based on a discounted cash flow analysis, using a hold period of 10 years and residual capitalization rates and discount rates of 9.00% and 9.25%, respectively. The results were comparable to indicative pricing in the market. The assumptions used to determine fair value under the income approach are Level 3 inputs in accordance with the fair value hierarchy established by Accounting Standards Codification (ASC) Topic 820, "Fair Value Measurements and Disclosures."

Land Impairment

As of December 31, 2017, the Company evaluated the recoverability of the carrying value of its land parcels that triggered assessment. Based on the analysis, no impairment charges were identified during the three-month period ended December 31, 2017. See above land disposition table for detail of the Bishop's Gate land parcel, on which a \$0.3 million impairment charge was recorded as of June 30, 2017.

Held for Sale

As of December 31, 2017, the Company had land held for development, consisting of a 13.1-acre parcel of land located in the Company's Other segment, classified as held for sale but which did not meet the criteria to be classified within discontinued operations. Accordingly, as of December 31, 2017, \$0.4 million was reclassified from 'Land held for development' to 'Assets held for sale, net' on the consolidated balance sheets. There were no other reclassifications related to this parcel of land. As of December 31, 2017, the carrying value of the land was less than the fair value less the anticipated costs of sale and, as such, the Company expects to record a nominal gain on sale. The fair value measurement is based on the pricing in the purchase and sale agreement.

The sale of the Company's fee interest in the property referenced above does not represent a strategic shift that has a major effect on the Company's operations and financial results. As a result, the operating results of this property remains classified within continuing operations for all periods presented.

2016

Acquisition

On July 1, 2016, the Company acquired 34.6 acres of land located in Austin, Texas known as the Garza Ranch for a gross purchase price of \$20.6 million. The Company accounted for this transaction as an asset acquisition and capitalized approximately \$1.9 million of acquisition related costs and closing costs as part of land held for development on its consolidated balance sheet. The Company funded the acquisition with \$20.4 million of available corporate funds, net of proration and other adjustments. As of December 31, 2017, the Company sold 9.5 acres (of the 34.6 acres) to two unaffiliated third parties. As of December 31, 2016, the land under this agreement of sale did not meet the criteria to be classified as held for sale. The Company had a continuing involvement through a completion guaranty, which required the Company, as developer, to complete certain infrastructure improvements on behalf of the buyers of the land parcels. See "2017" section above for information related to the sale of 1.7 acres.

Dispositions

The Company sold the following properties during the twelve-month period ended December 31, 2016 (dollars in thousands):

Disposition Date	Property/Portfolio Name	Location	Number of Properties	Rentable Square Feet	Sales Price	Net Proceeds on Sale	Gain/(Loss) on Sale (a)
October 13, 2016	620, 640, 660 Allendale Road	King of Prussia, PA	3	156,669	\$ 12,800	\$ 12,014	\$ 2,382
September 1, 2016	1120 Executive Plaza	Mt. Laurel, NJ	1	95,183	9,500	9,241	(18) (b)
August 2, 2016	50 East Clementon Road	Gibbsboro, NJ	1	3,080	1,100	1,011	(85)
May 11, 2016	196/198 Van Buren Street (Herndon Metro Plaza I&II)	Herndon, VA	2	197,225	44,500	43,412	(752) (c)
February 5, 2016	2970 Market Street (Cira Square)	Philadelphia, PA	1	862,692	354,000	350,150	115,828
February 4, 2016	Och-Ziff Portfolio	Various	58	3,924,783	398,100	353,971	(372) (d)
Total Dispositions			66	5,239,632	\$ 820,000	\$ 769,799	\$ 116,983

(a) Gain/(Loss) on Sale is net of closing and other transaction related costs.

(b) As of June 30, 2016, the Company determined that the sale of the property was probable and classified this property as held for sale in accordance with applicable accounting standards for long lived assets. At such date, the carrying value of the property exceeded the fair value less the anticipated costs of sale. As a result, the Company recognized a provision for impairment totaling approximately \$1.8 million during the three-month period ended June 30, 2016. The fair value measurement was based on the pricing in the purchase and sale agreement for the sale of the property. As the pricing in the purchase and sale agreement is unobservable, the Company determined that the inputs utilized to determine fair value for this property falls within Level 3 in accordance with the fair value hierarchy established by Accounting Standards Codification (ASC) Topic 820, "Fair Value Measurements and Disclosures." The loss on sale represents additional closing costs recognized at closing.

(c) During the three-month period ended March 31, 2016, the Company recognized a provision for impairment totaling approximately \$7.4 million on the properties. See "Held for Use Impairment" section below. The loss on sale primarily relates to additional closing costs recognized at closing.

(d) During the three-month period ended December 31, 2015, the Company recognized a provision for impairment totaling approximately \$45.4 million. The loss on sale represents additional closing costs recognized at closing.

The Company sold the following land parcels during the twelve-month period ended December 31, 2016 (dollars in thousands):

Disposition Date	Property/Portfolio Name	Location	Number of Parcels	Acres	Sales Price	Net Proceeds on Sale	Gain on Sale (a)
December 2, 2016.....	Oakland Lot B	Oakland, CA	1	0.9	\$ 13,750	\$ 13,411	\$ 9,039
August 19, 2016	Highlands Land	Mt. Laurel, NJ	1	2.0	288	284	193
January 15, 2016.....	Greenhills Land	Reading, PA	1	120.0	900	837	-
Total Dispositions			<u>3</u>	<u>122.9</u>	<u>\$ 14,938</u>	<u>\$ 14,532</u>	<u>\$ 9,232</u>

(a) Gain on Sale is net of closing and other transaction related costs.

(b) The carrying value of the land exceeded the fair value less the anticipated costs of sale as of December 31, 2015. Therefore the Company recognized an impairment loss of \$0.3 million during the three-month period ended December 31, 2015. There was no gain or loss recognized on the sale during 2016.

Held for Use Impairment

As of December 31, 2016, the Company evaluated the recoverability of the carrying value of its properties that triggered assessment under the undiscounted cash flow model. Based on the Company's evaluation, it was determined that due to the reduction in the Company's intended hold period of three properties located in the Other segment, the Company would not recover the carrying values of these properties. Accordingly, the Company recorded impairment charges on these properties of \$7.3 million at December 31, 2016, reducing the aggregate carrying values of the properties from \$25.8 million to their estimated fair value of \$18.5 million. The Company measured these impairments based on a discounted cash flow analysis, using a hold period of 10 years and residual capitalization rates and discount rates of 8.75% and 9.00%, respectively. The results were comparable to indicative pricing in the market. The assumptions used to determine fair value under the income approach are Level 3 inputs in accordance with the fair value hierarchy established by Accounting Standards Codification (ASC) Topic 820, "Fair Value Measurements and Disclosures."

During the three-month period ended June 30, 2016, the Company evaluated the recoverability of the carrying value of its properties that triggered an assessment under the undiscounted cash flow model. Based on the analysis, the Company determined that due to the reduction in the Company's intended hold period of a property located in the Metropolitan D.C. segment, the Company would not recover the carrying values of that property. Accordingly, the Company recorded an impairment charge on the property of \$3.9 million at June 30, 2016, reducing the aggregate carrying value of the property from \$37.4 million to its estimated fair value of \$33.5 million. The Company measured this impairment based on a discounted cash flow analysis, using a hold period of 10 years and residual capitalization rate and a discount rate of 7.75% and 8.25%, respectively. The results were comparable to indicative pricing in the market. The assumptions used to determine fair value under the income approach are Level 3 inputs in accordance with the fair value hierarchy established by Accounting Standards Codification (ASC) Topic 820, "Fair Value Measurements and Disclosures."

During the three-month period ended March 31, 2016, the Company evaluated the recoverability of the carrying value of the properties that triggered an assessment under the undiscounted cash flow model. Based on the analysis, the Company determined that due to a reduction in the Company's intended hold period, the Company would not recover the carrying value of two properties located in its Metropolitan D.C. segment. Accordingly, the Company recorded an impairment charge of \$7.4 million at March 31, 2016 reducing the aggregate carrying values of these properties from \$51.9 million to their estimated fair values of \$44.5 million. The Company measured these impairments based on a discounted cash flow analysis, using a hold period of 10 years and residual capitalization rates and discount rates of 7.0%. The results were comparable to indicative pricing in the market. The assumptions used to determine fair value under the income approach are Level 3 inputs in accordance with the fair value hierarchy established by Accounting Standards Codification (ASC) Topic 820, "Fair Value Measurements and Disclosures."

Land Impairments

As of December 31, 2016, the Company assessed the fair value of the land parcels within its Other segment that it intends to sell in the short-term and, based on that assessment, the Company determined that it would not recover the carrying value of five land parcels, consisting of 108 acres. Accordingly, the Company recorded impairment charges of \$5.6 million at December 31, 2016, reducing the aggregate carrying value of the land parcels from \$18.2 million to their estimated fair values of \$12.6 million. The Company measured these impairments using indicative pricing in the markets in which each land parcel is located. The assumptions used to determine fair value under the market approach are Level 3 inputs in accordance with the fair value hierarchy established by Accounting Standards Codification (ASC) Topic 820, "Fair Value Measurements and Disclosures."

Held for Sale

The following is a summary of properties classified as held for sale at December 31, 2016 but which did not meet the criteria to be classified within discontinued operations at December 31, 2016 (in thousands):

	Held for Sale Properties Included in Continuing Operations			Total
	December 31, 2016			
	Metropolitan D.C. - Office (a)	Other Segment - Office (b)	Other Segment - Land (c)	
ASSETS HELD FOR SALE				
Real estate investments:				
Operating properties	\$ 21,720	\$ 51,871	\$ -	\$ 73,591
Accumulated depreciation	(11,935)	(20,981)	-	(32,916)
Operating real estate investments, net	<u>9,785</u>	<u>30,890</u>	<u>-</u>	<u>40,675</u>
Land held for development	-	-	1,043	1,043
Total real estate investments, net	<u>9,785</u>	<u>30,890</u>	<u>1,043</u>	<u>41,718</u>
Total assets held for sale, net	<u>\$ 9,785</u>	<u>\$ 30,890</u>	<u>\$ 1,043</u>	<u>\$ 41,718</u>
LIABILITIES HELD FOR SALE				
Other liabilities	\$ 73	\$ 8	\$ -	\$ 81
Total liabilities held for sale	<u>\$ 73</u>	<u>\$ 8</u>	<u>\$ -</u>	<u>\$ 81</u>

- (a) As of December 31, 2016, the Company determined that the sale of three office properties in the Metropolitan D.C. segment was probable and classified these properties as held for sale in accordance with applicable accounting standards for long lived assets. At such date, the carrying value of the properties exceeded their fair value less the anticipated costs of sale. As a result, the Company recognized an impairment loss totaling approximately \$3.0 million during the three-month period ended December 31, 2016. The Company measured this impairment based on a discounted cash flow analysis, using a hold period of 10 years and residual capitalization rates and discount rates of 9.00% and 10.00%, respectively. The results were comparable to indicative pricing in the market. As significant inputs to the model are unobservable, the Company determined that the value determined for this property falls within Level 3 fair value reporting.
- (b) As of December 31, 2016, the Company determined that the sale of two office properties in the Other segment was probable and classified these properties as held for sale in accordance with applicable accounting standards for long lived assets. At such date, the carrying value of the properties exceeded the fair value less the anticipated costs of sale. As a result, the Company recognized an impairment loss totaling approximately \$11.5 million during the three-month period ended December 31, 2016. The Company measured this impairment based on a discounted cash flow analysis, using a hold period of 10 years and residual capitalization rates and discount rates of 9.75% and 9.75%, respectively. The results were comparable to indicative pricing in the market. As significant inputs to the model are unobservable, the Company determined that the value determined for this property falls within Level 3 fair value reporting.
- (c) As of December 31, 2016, the Company determined that the sale of a land parcel in the Other segment was probable and classified the land parcel as held for sale in accordance with applicable accounting standards for long lived assets. At such date, the carrying value of the land approximated the fair value less the anticipated costs of sale and the Company recorded a nominal impairment. The fair value measurement was based on the pricing in the purchase and sale.

The sales of the Company's fee interests in the properties referenced above do not represent a strategic shift that has a major effect on the Company's operations and financial results. As a result, the operating results of these properties remain classified within continuing operations for all periods presented.

4. INVESTMENT IN UNCONSOLIDATED REAL ESTATE VENTURES

As of December 31, 2018, the Company held ownership interests in ten unconsolidated Real Estate Ventures for an aggregate investment balance of \$169.1 million. The Company formed or acquired interests in these Real Estate Ventures with unaffiliated third parties to develop or manage office, residential and/or mixed-use properties or to acquire land in anticipation of possible development of office, residential and/or mixed-use properties. As of December 31, 2018, six of the real estate ventures owned properties that contained an aggregate of approximately 5.8 million net rentable square feet of office space; two real estate ventures owned 1.4 acres

of land held for development; one real estate venture owned 1.3 acres of land in active development; and one real estate venture owned a residential tower that contains 321 apartment units.

The Company accounts for its unconsolidated interests in the Real Estate Ventures using the equity method. The Company's unconsolidated interests range from 15% to 70%, subject to specified priority allocations of distributable cash in certain of the Real Estate Ventures.

The Company earned management fees from its Real Estate Ventures of \$6.3 million, \$6.4 million and \$6.7 million for the years ended December 31, 2018, 2017 and 2016, respectively.

The Company earned leasing commission income from its Real Estate Ventures of \$2.5 million, \$4.5 million and \$3.8 million for the years ended December 31, 2018, 2017 and 2016, respectively.

The Company has outstanding accounts receivable balances from its Real Estate Ventures of \$0.8 million and \$0.9 million for the years ended December 31, 2018 and 2017, respectively.

The amounts reflected in the following tables (except for the Company's share of equity and income) are based on the historical financial information of the individual Real Estate Ventures. The Company does not record operating losses of a Real Estate Venture in excess of its investment balance unless the Company is liable for the obligations of the Real Estate Venture or is otherwise committed to provide financial support to the Real Estate Venture.

The Company's investment in Real Estate Ventures as of December 31, 2018 and 2017, and the Company's share of the Real Estate Ventures' income (loss) for the years ended December 31, 2018 and 2017 was as follows (in thousands):

	Ownership Percentage (a)	Carrying Amount		Company's Share of Real Estate Venture Income (Loss)		Real Estate Venture Debt at 100%		Current Interest Rate	Debt Maturity
		2018	2017	2018	2017	2018	2017		
Office Properties									
Brandywine-AI Venture LLC (b)	50%	\$ 11,731	\$ 43,560	\$ (14,559)	\$ (4,465)	\$ 26,111	\$ 93,117	4.65%	(c)
Rockpoint Venture (d)	15%	47,834	-	83	-	-	-	-	-
MAP Venture (e)	50%	11,173	15,450	(2,155)	(3,443)	185,000	180,800	L+2.45%	Aug 2023 (e)
PJP VII	25%	1,100	1,156	157	175	3,777	4,792	L+2.65%	Dec 2019
PJP II	30%	663	604	179	72	2,214	2,564	6.12%	Nov 2023
PJP VI	25%	125	179	71	38	7,069	7,370	6.08%	Apr 2023
DRA (G&I) Austin (f)	50%	-	13,972	1,687	(989)	-	249,481	-	-
Four Tower Bridge (g)	65%	-	3,032	-	746	-	9,749	-	-
Other									
Brandywine 1919 Ventures (h)	50%	19,897	22,268	253	(194)	88,860	88,860	4%	Jun 2023 (i)
HSRE-BDN I, LLC	50%	-	17,671	(358)	449	-	110,886	-	-
TB-BDN Plymouth Apartments (j)	-	-	-	-	99	-	-	-	-
Development Properties									
4040 Wilson (k)	50%	37,371	37,179	(192)	(255)	57,288	6,664	L+2.75%	Dec 2021
51 N Street	70%	21,368	21,212	(137)	(176)	-	-	-	-
1250 First Street Office	70%	17,838	17,867	(260)	(149)	-	-	-	-
Seven Tower Bridge (g)	20%	-	471	-	(214)	-	14,629	-	-
		<u>\$ 169,100</u>	<u>\$ 194,621</u>	<u>\$ (15,231)</u>	<u>\$ (8,306)</u>	<u>\$ 370,319</u>	<u>\$ 768,912</u>		

- (a) Ownership percentage represents the Company's entitlement to residual distributions after payments of priority returns, where applicable.
- (b) See "Brandywine - AI Venture: Station Square and 7101 Wisconsin Avenue" and "Brandywine - AI Venture: Other Than Temporary Impairment" sections below for information discussing activity that occurred during 2018 and 2017 relating to this venture.
- (c) The debt for these properties is comprised of one fixed rate mortgage: (1) \$26.1 million with a 4.65% fixed interest rate due January 1, 2022. On December 28, 2018, the BDN – AI Venture repaid its \$66.5 million mortgage with a fixed interest rate of 3.22% upon the disposition of three properties known as Station Square.
- (d) On December 20, 2018, the Company contributed a portfolio of eight properties containing an aggregate of 1,293,197 square feet, located in its Metropolitan Washington, D.C. segment, known as the Rockpoint Portfolio, to a newly-formed joint venture, known as the Herndon Innovation Center Metro Portfolio Venture, LLC, for a gross sales price of \$312.0 million. Rockpoint and the Company own 85% and 15% interests in the Herndon Innovation Center Metro Portfolio Venture, LLC, respectively. See "Herndon Innovation Center Metro Portfolio Venture, LLC" section below for further details.
- (e) On August 1, 2018, the MAP Venture refinanced its \$180.8 million third party debt financing, secured by the buildings of MAP Venture and maturing February 9, 2019, with \$185.0 million third party debt financing, also secured by the buildings, bearing interest at LIBOR + 2.45% capped at a total maximum interest of 6.00% and maturing on August 1, 2023.

- (f) See “*Austin Venture*” section below for information discussing the Company’s purchase of its partner’s entire 50% interest in the twelve remaining properties within the Austin Venture on December 11, 2018.
- (g) On January 5, 2018, the Company exchanged its 20% interest in Seven Tower Bridge to acquire the remaining 35% interest in Four Tower Bridge. For further information regarding the accounting of the transaction, see “*Four Tower Bridge Acquisition*” section below.
- (h) The basis difference associated with this venture is allocated between cost and the underlying equity in the net assets of the investee and is accounted for as if the entity were consolidated (i.e., allocated to the Company’s relative share of assets and liabilities with an adjustment to recognize equity in earnings for the appropriate depreciation/amortization).
- (i) On June 26, 2018, each of the Company and its partner, LCOR/Calstrs, provided a \$44.4 million mortgage loan to Brandywine 1919 Ventures. As a result, the Company recorded a related-party note receivable of \$44.4 million in the “Other assets” caption on its consolidated balance sheets. The loans bear interest at a fixed 4.0% per annum interest rate with a scheduled maturity on June 25, 2023. On June 26, 2018, Brandywine 1919 Ventures used the loan to repay the venture’s then outstanding \$88.8 million construction loan, comprised of \$88.6 million in principal and \$0.2 million of accrued interest.
- (j) On January 31, 2017, the Company sold its 50% interest in TB-BDN Plymouth Apartments, LP.
- (k) During the fourth quarter of 2017, 4040 Wilson obtained a secured construction loan with a total borrowing capacity of \$150.0 million.

The following is a summary of the financial position of the Real Estate Ventures as of December 31, 2018 and December 31, 2017 (in thousands):

	December 31, 2018				
	DRA (G&I) Austin (a)	Brandywine- AI Venture LLC	evo at Cira Centre South (b)	Other	Total
Net property.....	\$ -	\$ 47,043	\$ -	\$ 788,940	\$ 835,983
Other assets.....	-	11,206	-	148,293	159,499
Other liabilities.....	-	2,002	-	83,679	85,681
Debt, net.....	-	26,020	-	339,687	365,707
Equity (c).....	-	30,227	-	513,867	544,094

	December 31, 2017				
	DRA (G&I) Austin	Brandywine- AI Venture LLC	evo at Cira Centre South	Other	Total
Net property.....	\$ 263,557	\$ 158,960	\$ 143,990	\$ 517,458	\$ 1,083,965
Other assets.....	42,272	24,181	8,563	86,916	161,932
Other liabilities.....	24,131	4,493	1,648	67,435	97,707
Debt, net.....	248,700	92,917	110,136	314,667	766,420
Equity (c).....	32,998	85,731	40,769	222,272	381,770

- (a) On December 11, 2018, the Company acquired DRA’s 50% ownership interest in the DRA Austin Venture for an aggregate purchase price of \$535.1 million. See “*Austin Venture*” section below.
- (b) On January 10, 2018, HSRE-BDN I, LLC (evo at Cira Centre South) sold the 345-unit student housing tower, its sole operating asset. See “*evo at Cira Disposition*” section below.
- (c) This amount includes the effect of the basis difference between the Company’s historical cost basis and the basis recorded at the Real Estate Venture level, which is typically amortized over the life of the related assets and liabilities. Basis differentials occur from the impairment of investments, purchases of third party interests in existing Real Estate Ventures and upon the transfer of assets that were previously owned by the Company into a Real Estate Venture. In addition, certain acquisition, transaction and other costs may not be reflected in the net assets at the Real Estate Venture level.

The following is a summary of results of operations of the Real Estate Ventures in which the Company had interests as of December 31, 2018, 2017 and 2016 (in thousands):

Twelve-month period ended December 31, 2018

	DRA (G&I) Austin	Brandywine- AI Venture LLC	evo at Cira Centre South	Other	Total
Revenue.....	\$ 53,476	\$ 23,515	\$ 163	\$ 88,172	\$ 165,326
Operating expenses	(22,994)	(10,483)	(256)	(48,302)	(82,035)
Interest expense, net.....	(9,083)	(3,478)	(123)	(17,090)	(29,774)
Depreciation and amortization	(19,226)	(8,991)	(409)	(25,200)	(53,826)
Provision for impairment	-	(20,832)	-	-	(20,832)
Loss on extinguishment of debt	(356)	(695)	-	(334)	(1,385)
Net income (loss)	\$ 1,817	\$ (20,964)	\$ (625)	\$ (2,754)	\$ (22,526)
Ownership interest %	50%	50%	50%	(a)	
Company's share of net income (loss) ..	\$ 909	\$ (10,482)	\$ (313)	\$ (2,038)	\$ (11,924)
Other-than-temporary impairment (b) ..	-	(4,076)	-	-	(4,076)
Basis adjustments and other.....	778	(1)	(45)	37	769
Equity in income (loss) of Real Estate Ventures	\$ 1,687	\$ (14,559)	\$ (358)	\$ (2,001)	\$ (15,231)

Twelve-month period ended December 31, 2017

	DRA (G&I) Austin	Brandywine- AI Venture LLC	evo at Cira Centre South	Other	Total
Revenue.....	\$ 85,500	\$ 29,500	\$ 12,285	\$ 88,986	\$ 216,271
Operating expenses	(35,997)	(12,298)	(3,075)	(47,970)	(99,340)
Interest expense, net.....	(13,985)	(4,707)	(4,092)	(17,429)	(40,213)
Depreciation and amortization	(34,026)	(11,428)	(4,512)	(28,474)	(78,440)
Loss on extinguishment of debt	(2,613)	(811)	-	-	(3,424)
Net income (loss)	\$ (1,121)	\$ 256	\$ 606	\$ (4,887)	\$ (5,146)
Ownership interest %	50%	50%	50%	(a)	
Company's share of net income (loss) ..	\$ (560)	\$ 128	\$ 303	\$ (1,735)	\$ (1,864)
Other-than-temporary impairment (b) ..	-	(4,844)	-	-	(4,844)
Basis adjustments and other.....	(429)	251	146	(1,566)	(1,598)
Equity in income (loss) of Real Estate Ventures	\$ (989)	\$ (4,465)	\$ 449	\$ (3,301)	\$ (8,306)

Twelve-month period ended December 31, 2016

	DRA (G&I) Austin	Brandywine- AI Venture LLC	evo at Cira Centre South	Other	Total
Revenue.....	\$ 85,749	\$ 31,047	\$ 12,393	\$ 85,263	\$ 214,452
Operating expenses	(37,643)	(13,654)	(3,183)	(48,712)	(103,192)
Provision for impairment (c).....	-	(10,476)	-	-	(10,476)
Interest expense, net.....	(15,052)	(5,825)	(3,230)	(16,207)	(40,314)
Depreciation and amortization	(38,365)	(12,811)	(4,512)	(30,050)	(85,738)
Net income (loss) (d).....	\$ (5,311)	\$ (11,719)	\$ 1,468	\$ (9,706)	\$ (25,268)
Ownership interest %	50%	50%	50%	(a)	
Company's share of net income (loss) ..	\$ (2,656)	\$ (5,860)	\$ 734	\$ (4,719)	\$ (12,501)
Basis adjustments and other.....	776	(35)	109	148	998
Equity in income (loss) of Real Estate Ventures	\$ (1,880)	\$ (5,895)	\$ 843	\$ (4,571)	\$ (11,503)

(a) See above table, which discloses the Company's investment in Real Estate Ventures as of December 31, 2018 and 2017, for the Company's unconsolidated ownership interests, subject to specified priority allocations of distributable cash, in certain of the Real Estate Ventures.

(b) See "Brandywine - AI Venture: Other Than Temporary Impairment" section below.

(c) See "Brandywine - AI Venture: Station Square Impairment" section below.

(d) During the year ended December 31, 2016, there were \$7.1 million of acquisition deal costs related to the formation of the MAP Venture.

As of December 31, 2018, the aggregate principal payments of recourse and non-recourse debt payable to third-parties are as follows (in thousands):

2019	\$	4,998
2020		1,290
2021		58,651
2022		25,277
2023		280,005
Thereafter		98
Total principal payments		370,319
Net deferred financing costs		(4,612)
Outstanding indebtedness	\$	<u>365,707</u>

Herndon Innovation Center Metro Portfolio Venture, LLC

On December 20, 2018, the Company contributed a portfolio of eight properties containing an aggregate of 1,293,197 square feet, located in its Metropolitan Washington, D.C. segment, to a newly-formed joint venture, known as the Herndon Innovation Center Metro Portfolio Venture, LLC (“Herndon Innovation Center”), for a gross sales price of \$312.0 million. The Company and its partner own 15% and 85% interests in the Herndon Innovation Center, respectively. The Herndon Innovation Center funded the acquisition with \$265.2 million of cash, which was distributed to the Company at closing. After funding its share of closing costs and working capital contributions of \$2.2 million and \$0.6 million, respectively, the Company received \$262.4 million of cash proceeds at settlement and was given a \$47.7 million capital credit for its share of the fair value of the Herndon Innovation Center. The Company recorded an impairment charge of \$56.9 million for the Herndon Innovation Center during the third quarter of 2018. The Company recorded a \$0.4 million gain on sale, which represents an adjustment to estimated closing costs used to determine the impairment charge in the third quarter of 2018. As part of the transaction, the Company’s subsidiary management company executed an agreement with the Herndon Innovation Center to provide property management and leasing services to the Herndon Innovation Center.

Based on the facts and circumstances at the formation of the Herndon Innovation Center, the Company determined that the venture is not a VIE in accordance with the accounting standard for the consolidation of VIEs. As a result, the Company used the voting interest model under the accounting standard for consolidation in order to determine whether to consolidate the Herndon Innovation Center. Based upon each member's substantive participating rights over the activities of the Herndon Innovation Center under the operating and related agreements of the Herndon Innovation Center, it is not consolidated by the Company, and is accounted for under the equity method of accounting. As a result, the Company measured its equity interest at fair value based on the fair value of the Herndon Innovation Center properties and the distribution provisions of the real estate venture agreement. Since the Company retains a non-controlling interest in the Herndon Innovation Center and there are no other facts and circumstances that preclude the consummation of a sale, the contribution qualifies as a sale of a nonfinancial asset under the relevant guidance.

Austin Venture

On October 16, 2013, the Company contributed a portfolio of seven office properties containing an aggregate of 1,398,826 rentable square feet located in Austin, Texas (the “Austin Properties”) to a newly-formed joint venture (the “Austin Venture”) with G&I VII Austin Office LLC (“DRA”). DRA and the Company agreed to an aggregate gross sales price of \$330.0 million subject to an obligation on the Company’s part to fund the first \$5.2 million of post-closing capital expenditures, of which \$0.8 million was funded by the Company during 2013 and the remaining \$4.4 million was funded by the Company during the twelve months ended December 31, 2014.

DRA owned a 50% interest in the Austin Venture and the Company owned a 50% interest in the Austin Venture, subject to the Company’s right to receive up to an additional 10% of distributions.

At closing the Austin Venture incurred third party debt financing of approximately \$230.6 million secured by mortgages on the Austin Properties and used proceeds of this financing together with \$49.7 million of cash contributions by DRA (less \$1.9 million of closing costs and \$6.9 million of closing prorations and lender holdbacks) to fund a \$271.5 million distribution to the Company. The Company agreed to fund the first \$5.2 million of post-closing capital expenditures on behalf of the Austin Venture, resulting in net proceeds of \$266.3 million after funding the Company’s capital expenditure obligation. As part of the transaction, the Company’s subsidiary management company executed an agreement with the Austin Venture to provide property management and leasing services to the Austin Venture in exchange for a market-based fee.

The Company measured its equity interest at fair value based on the fair value of the Austin Properties and the distribution provisions of the real estate venture agreement. Since the Company retained a noncontrolling interest in the Austin Properties and there were no other facts and circumstances that precluded the consummation of a sale, the contribution qualified as a partial sale of real estate under the relevant guidance for sales of real estate.

On April 3, 2014, the Company contributed two three-story, Class A office buildings, commonly known as “Four Points Centre,” containing an aggregate of 192,396 net rentable square feet in Austin, Texas to the Austin Venture.

On July 31, 2014, the Austin Venture acquired the Crossings at Lakeline, comprised of two three-story buildings containing an aggregate of 232,274 rentable square feet located in Austin, Texas for \$48.2 million. The transaction was funded with \$34.5 million of proceeds of a 3.87% fixed rate mortgage loan from a non-affiliated institutional lender and \$12.8 million (net of \$0.9 million in purchase adjustments) of cash capital contributions, with \$6.4 million made by each of DRA and the Company. The Austin Venture expensed approximately \$0.1 million of transaction costs to acquire the property, net of \$0.6 million credit from the seller.

On October 17, 2014, the Austin Venture acquired River Place, comprised of seven Class A office buildings containing 590,881 rentable square feet located in Austin, Texas for \$128.1 million. The transaction was funded through a combination of an \$88.0 million short-term loan, secured by a mortgage, made by the Company to the Austin Venture and cash capital contributions of \$18.9 million made by each of DRA and the Company to the Austin Venture. The short-term financing was provided by the Company while the Austin Venture secured permanent financing. As of December 31, 2014, the Company accounted the short-term financing as a note receivable. On January 30, 2015, the Austin Venture closed on a mortgage loan with a non-affiliated institutional lender, and used the proceeds of the loan to repay in full an \$88.0 million short-term secured loan made by the Company to fund costs of the Austin Venture's acquisition of River Place. The Austin Venture expensed approximately \$0.2 million of transaction costs to acquire the property.

On December 31, 2015, the Company contributed two newly constructed four-story, Class A office buildings, commonly known as “Encino Trace,” containing an aggregate of approximately 320,000 square feet in Austin, Texas to the Austin Venture.

On October 18, 2017, the Austin Venture sold eight office properties in Austin, Texas containing 1,164,496 square feet for a gross sales price of \$333.3 million. Seven of the properties were encumbered by \$151.0 million of mortgage debt. The Company's share of cash proceeds, after payment of the of the mortgage debt, closing costs and prorations, was \$86.4 million. The Company's share of the Austin Venture's gain on sale was \$40.1 million. Additionally, the Company recognized a deferred gain on sale of \$12.1 million, which was established on the Company's consolidated balance sheets when certain assets were contributed to the Austin Venture on October 16, 2013. In accordance with the relevant guidance for the sales of real estate, the contributed properties qualified as a partial sale and a portion of the gain was deferred and accreted. The Company met the criteria to recognize the unaccreted portion of the deferred gain on the partial sale as the sales process was complete upon the Austin Venture selling the properties to a third party.

The summary of the transaction is as follows (in thousands):

	October 18, 2017
Gross sales price.....	\$ 333,250
Debt principal.....	(150,968)
Debt prepayment penalties.....	(2,120)
Closing costs and net prorations.....	(7,420)
Cash to Austin Venture.....	\$ 172,742
Company's ownership interest.....	50%
Cash to the Company.....	<u>\$ 86,371</u>
Cash to Austin Venture.....	\$ 172,742
Austin Venture basis of sold properties.....	(92,559)
Austin Venture gain on sale.....	\$ 80,183
Company's ownership interest.....	50%
Company's share of gain.....	<u>\$ 40,092</u>
Company's share of gain.....	\$ 40,092
Deferred gain from partial sale.....	12,072
Gain on real estate venture transactions.....	<u>\$ 52,164</u>

On December 11, 2018, the Company acquired DRA's 50% ownership interest in the DRA Austin Venture for an aggregate purchase price of \$535.1 million. The DRA Austin Venture owned twelve office properties containing an aggregate 1,570,123 square feet, located in Austin, Texas. See Note 3, "Real Estate Investments," for further information.

Brandywine - AI Venture: Station Square Impairment

On July 10, 2012, Brandywine – AI Venture (the “AISS Venture”), an unconsolidated real estate venture in which the Company owns a 50% interest, acquired a three building office portfolio totaling 497,896 net rentable square feet in Silver Spring, Maryland, known

as Station Square, valued at \$120.6 million. During the period ended September 30, 2016, the AISS Venture recorded a \$10.4 million held for use impairment charge related to Station Square, which is included in the Company's Metropolitan D.C. segment. The Company's share of this impairment charge was \$5.2 million and is reflected in equity in loss of Real Estate Ventures in its consolidated statement of operations for the period ended December 31, 2016. The fair value of the Station Square properties was primarily determined based on offers received for the properties. The remaining properties in the AISS Venture were evaluated for impairment, and based on an undiscounted cash flow analysis, no additional other than temporary impairment was identified.

All of the inputs used to determine the above-mentioned impairment charges are categorized Level 3 inputs in accordance with the fair value hierarchy established by Accounting Standards Codification (ASC) Topic 820, "Fair Value Measurements and Disclosures."

The Company evaluated for other than temporary impairment in its investment in the AISS Venture in accordance with ASC 323, "Investments - Equity Method and Joint Ventures." The investment in the AISS Venture was determined to be the level of account for evaluation of other than temporary impairment. The impairment recorded on the three properties was deemed to be an event that indicates the carrying amount of the investment might not be recoverable. Following the recognition of the Company's proportionate share of the impairment charge through equity in loss of Real Estate Ventures, the Company evaluated the fair value of the investment in the AISS Venture through a hypothetical liquidation at book value method. No other than temporary impairment was identified.

Brandywine - AI Venture: Station Square and 7101 Wisconsin Avenue

On December 28, 2018, the BDN – AI Venture sold three properties containing an aggregate of 510,202 rentable square feet located in Silver Spring, Maryland ("Station Square"), for a gross sales price of \$107.0 million. At the time of sale, the properties were encumbered by a \$66.5 million first mortgage financing, which was repaid in full at closing, resulting in a debt prepayment penalty of \$0.7 million. Net of the first mortgage payoff and closing costs, BDN – AI Venture received cash proceeds of \$34.8 million. For the Company's 50% interest in BDN – AI Venture, it received net cash proceeds of \$17.4 million and recognized a \$1.5 million gain on the sale. Subsequent to the sale transaction, the BDN – AI Venture continues to own two properties containing an aggregate of 364,277 rentable square feet.

On September 14, 2017, the BDN – AI Venture sold 7101 Wisconsin Avenue, a property containing 230,904 rentable square feet located in Bethesda, Maryland, for a gross sales price of \$105.7 million. At the time of sale, the property was encumbered by \$37.4 million first mortgage financing, which was repaid in full at closing, resulting in a debt prepayment penalty of \$0.8 million. Net of the first mortgage payoff and closing costs, BDN – AI Venture received cash proceeds of \$63.6 million. For the Company's 50% interest, it received net cash proceeds of \$31.8 million and recognized a \$13.8 million gain on the sale transaction. Subsequent to the sale transaction, the BDN-AI Venture continued to own five properties containing an aggregate of 874,479 rentable square feet.

Brandywine - AI Venture: Fairview Park Drive Impairment

During the period ended December 31, 2018, the BDN – AI Venture recorded a \$20.8 million held for use impairment charge related to 3141 Fairview Park Drive and 3130 Fairview Park Drive (the "Fairview Properties"). As of December 31, 2018, after the \$20.8 million impairment charge, the carrying value of the properties was \$50.4 million. The Company's share of this impairment charge was \$10.4 million and is reflected in the "Equity in loss of Real Estate Ventures" caption in the consolidated statements of operations for the period ended December 31, 2018. Subsequent to recording this impairment charge, the Company had a net basis of \$15.8 million in the venture. The BDN – AI Venture measured this impairment based on a discounted cash flow analysis, using a hold period of 10 years and residual capitalization rates and discount rates of 8.00% and 9.50% for 3130 Fairview Park Drive, and 8.00% and 8.00% for 3141 Fairview Park Drive, respectively. The results were comparable to indicative pricing in the market. The assumptions used to determine fair value under the income approach are Level 3 inputs in accordance with the fair value hierarchy established by Accounting Codification (ASC) Topic 820, "Fair Value Measurements and Disclosures."

The Company evaluated for other than temporary impairment in its investment in the BDN – AI Venture in accordance with ASC 323, *Investments - Equity Method and Joint Ventures*. The investment in the BDN – AI Venture was determined to be the level of account for evaluation of other than temporary impairment. The impairment recorded on the two properties was deemed to be an event that indicates the carrying amount of the investment might not be recoverable. Following the recognition of the Company's proportionate share of the impairment charge through the "Equity in loss of Real Estate Ventures" caption in its consolidated statements of operations for the period ended December 31, 2018, the Company evaluated the fair value of its investment in the BDN – AI Venture through a hypothetical liquidation at book value method. An other than temporary impairment was identified. See "*Brandywine - AI Venture: Other Than Temporary Impairment*" section below for further details.

Brandywine - AI Venture: Other Than Temporary Impairment

As of December 31, 2018, the Company evaluated the recoverability of its investment basis in BDN – AI Venture utilizing a discounted cash flow model. Based on the Company’s evaluation of the fair value of the Company’s investment in the two properties that remained owned by the BDN – AI Venture subsequent to the disposition of Station Square, the Company determined that a persistent weak demand for office space and intense competition for tenants at the Fairview Properties had reduced the Company’s share of the fair value of the remaining properties to be less than its investment basis in BDN – AI Venture. As a result, the Company concluded that the decline in value was other than temporary. As of December 31, 2018, subsequent to recording a \$4.1 million impairment charge, which was recorded within the “Equity in Loss of Real Estate Ventures” caption in the consolidated statements of operations, the Company had a net basis of \$11.7 million in the venture.

Determining the current fair value of the Company’s investment is based on a number of factors that are difficult to predict. The market may decline further and future impairment charges may be needed. The Company measured this impairment based on a discounted cash flow analysis, using a hold period of 10 years, a residual capitalization rate of 8.0% and discount rates ranging from 9.0% to 9.5%. The assumptions to determine fair value under the income approach are Level 3 inputs in accordance with the fair value hierarchy established by Accounting Standards Codification (ASC) Topic 820, “Fair Value Measurements and Disclosures.”

As of September 30, 2017, the Company evaluated the recoverability of its investment basis in BDN – AI Venture utilizing a discounted cash flow model. Based on the Company’s evaluation of the fair value of the Company’s investment in the five properties that remained owned by the BDN – AI Venture subsequent to the disposition of 7101 Wisconsin Avenue, the Company determined that a persistent weak demand office for space and intense competition for tenants had reduced the Company’s share of the fair value of the remaining properties to be less than its investment basis in BDN – AI Venture. As a result, the Company concluded that the decline in value was other than temporary. As of September 30, 2017, subsequent to recording a \$4.8 million other than temporary impairment charge, which was recorded within the “Equity in Loss of Real Estate Ventures” caption in the consolidated statements of operations, the Company had a net basis of \$44.3 million in the venture.

The Company measured this impairment based on a discounted cash flow analysis, using a hold period of 10 years, a residual capitalization rate of 7.5% and discount rates ranging from 7.8% to 8.5%. The assumptions to determine fair value under the income approach are Level 3 inputs in accordance with the fair value hierarchy established by Accounting Standards Codification (ASC) Topic 820, “Fair Value Measurements and Disclosures.”

MAP Venture

On February 4, 2016, Brandywine Operating Partnership, L.P., together with subsidiaries of the Operating Partnership, entered into a series of related transactions (the “Och-Ziff Sale”) with affiliates of Och-Ziff Capital Management Group LLC (“Och-Ziff”) that resulted in the disposition by the Company of 58 office properties that contain an aggregate of 3,924,783 square feet for an aggregate purchase price of \$398.1 million. The 58 properties are located in the Pennsylvania Suburbs, New Jersey/Delaware, Metropolitan Washington, D.C. and Richmond, Virginia. The related transactions involved: (i) the sale by the Company to MAP Fee Owner LLC, an affiliate of Och-Ziff (the “O-Z Land Purchaser”), of 100% of the Company’s fee interests in the land parcels (the “Land Parcels”) underlying the 58 office properties, together with rights to be the lessor under long-term ground leases (the “Ground Leases”) covering the Land Parcels and; (ii) the Company’s formation of MAP Ground Lease Venture LLC (the “MAP Venture”) with MAP Ground Lease Holdings LLC, an affiliate of Och-Ziff (the “O-Z Venture Partner”), (iii) the Company’s sale to MAP Venture of the office buildings and related improvements (the “Buildings”) situated on the Land Parcels; and (iv) the retention of a 50% noncontrolling equity interest in the MAP Venture.

The MAP Venture leases the Land Parcels through a ground lease that extends through February 2115. Annual payments by the MAP Venture, as tenant under the Ground Leases, initially total \$11.9 million and increase 2.5% annually through November 2025. Thereafter, annual rental payments increase by 2.5% or CPI at the discretion of the lessor.

At closing on February 4, 2016, the MAP Venture obtained a third party non-recourse debt financing of approximately \$180.8 million secured by mortgages on the Buildings of the MAP Venture.

As a result of this transaction, the Company received \$354.0 million in proceeds and maintains a 50% ownership interest in the MAP Venture valued as of February 4, 2016 at \$25.2 million, which holds the leasehold interest in the Buildings. The MAP Venture was formed as a limited liability company in which the Company has been designated as the Managing Member. In addition, through an affiliate, the Company provides property management services at the Buildings on behalf of the MAP Venture for a market based management fee.

On August 1, 2018, MAP Venture refinanced its \$180.8 million third party debt financing, secured by the buildings of MAP Venture and maturing February 9, 2019, with \$185.0 million third party debt financing, also secured by the buildings, bearing interest at LIBOR + 2.45% capped at a total maximum interest of 6.00% and maturing on August 1, 2023.

The Company accounts for its investment in the MAP Venture under the equity method of accounting. Based upon the reconsideration event caused by the refinancing of the MAP Venture's third party debt financing, the Company reassessed its consolidation conclusion. The Company determined that this Real Estate Venture is no longer a VIE in accordance with the accounting standard for the consolidation of VIEs because MAP Venture, through the refinancing of the third-party debt financing and without further support from the Company or its partner in the venture, demonstrated that it has sufficient equity at risk to finance its activities. As a result, the Company is using the voting interest model under the accounting standard for consolidation in order to determine whether to consolidate MAP Venture. Based upon each member's substantive participating rights over the activities that significantly impact the operations and revenues of MAP Venture under the operating agreement and related agreements, MAP Venture is not consolidated by the Company, and is accounted for under the equity method of accounting. As a result of this transaction, the Company did not gain a controlling financial interest over MAP Venture; therefore, it was not required to remeasure its previously held equity interest to fair value.

Brandywine 1919 Ventures

On January 20, 2011, the Company acquired a one acre parcel of land in Philadelphia, Pennsylvania for \$9.3 million. The Company thereafter contributed the acquired land into a then newly-formed general partnership, referred to as "1919 Ventures" in return for a 50.0% general partner interest, with the remaining 50% interest owned by an unaffiliated third party, who contributed cash in exchange for its interest. On October 15, 2014, the Company acquired the 50% interest of the unaffiliated third party at fair value, which approximates carrying value. No remeasurement gain or loss on the Company's previous investment was recorded at that time.

On October 21, 2014, the Company admitted an unaffiliated third party, LCOR/CalSTRS ("LCOR") into 1919 Ventures, for \$8.2 million, representing a 50% interest and, reflecting an agreed upon \$16.4 million valuation of the land and improvements incurred by the Company on behalf of 1919 Ventures. After giving effect to settlement date contributions, distributions and credits, the Company and LCOR had each made, as of October 21, 2014, an additional \$5.2 million capital contribution to 1919 Ventures for closing costs and development.

On October 27, 2014, 1919 Ventures announced a planned 29-story, 455,000 square foot contemporary glass tower development. The tower is a mixed-use development consisting of 321 luxury apartments, 24,000 square feet of commercial space and a 215-car structured parking facility. Development was substantially completed as of September 30, 2016. As of December 31, 2017, \$88.9 million was outstanding on the mortgage loan and equity contributions of \$29.6 million had been funded by each of the Company and LCOR.

On June 26, 2018, each of the Company and its partner, LCOR/Calstrs, provided a \$44.4 million mortgage loan to Brandywine 1919 Ventures. As a result, the Company recorded a related-party note receivable of \$44.4 million in the "Other assets" caption on its consolidated balance sheets. The loans bear interest at a fixed 4.0% per annum interest rate with a scheduled maturity on June 25, 2023. On June 26, 2018, Brandywine 1919 Ventures used the loan to repay the venture's then outstanding \$88.8 million construction loan, comprised of \$88.6 million in principal and \$0.2 million of accrued interest. On an ongoing basis, the Company will evaluate its loan for collectability. There are no collectability concerns as of December 31, 2018.

The Company accounts for its investment in 1919 Ventures under the equity method of accounting. Based upon the reconsideration event caused by the refinancing of 1919 Ventures' construction facility, the Company reassessed its consolidation conclusion. The Company determined that this real estate venture is no longer a VIE in accordance with the accounting standard for the consolidation of VIEs. As a result, the Company is using the voting interest model under the accounting standard for consolidation in order to determine whether to consolidate 1919 Ventures. The partner mortgage loans do not impact the controlling rights within the partnership agreements or provide the partners with additional rights through the mortgage loans. Based upon each member's substantive participating rights over the activities that significantly impact the operations and revenues of 1919 Ventures under the operating agreement and related partnership agreements, 1919 Ventures is not consolidated by the Company, and is accounted for under the equity method of accounting. As a result of this transaction, the Company did not gain a controlling financial interest over 1919 Ventures; therefore, it was not required to remeasure its previously held equity interest to fair value.

Four Tower Bridge Acquisition

On January 5, 2018, the Company acquired, from its then partner in each of the Four Tower Bridge real estate venture and the Seven Tower Bridge real estate venture, the partner's remaining 35% ownership interest in the Four Tower Bridge real estate venture in exchange for the Company's 20% ownership interest in the Seven Tower Bridge real estate venture. The Four Tower Bridge real estate venture owned an office property containing 86,021 square feet in Conshohocken, Pennsylvania encumbered with \$9.7 million in debt. The Company previously accounted for its noncontrolling interest in Four Tower Bridge using the equity method. As a result of the exchange transaction, the Company obtained control of the Four Tower Bridge property and recognized a gain of \$11.6 million. For further information regarding the accounting of the transaction, see Note 3, "Real Estate Investments."

evo at Cira Centre South Venture

On January 25, 2013, the Company formed HSRE-Campus Crest IX Real Estate Venture ("evo at Cira"), a joint venture among the Company and two unaffiliated third parties: Campus Crest Properties, LLC ("Campus Crest") and HSRE-Campus Crest IXA, LLC

("HSRE"). evo at Cira constructed a 33-story, 850-bed student housing tower located in the University City submarket of Philadelphia, Pennsylvania. Each of the Company and Campus Crest owned a 30% interest in evo at Cira and HSRE owned a 40% interest. evo at Cira developed the project on a one-acre land parcel held under a long-term ground lease with a third party lessor. The Company contributed to evo at Cira its tenancy rights under a long-term ground lease, together with associated development rights, at an agreed-upon value of \$8.5 million.

The Company's historical cost basis in the development rights that it contributed to the evo at Cira was \$4.0 million, thus creating a \$4.5 million basis difference at December 31, 2013 between the Company's initial outside investment basis and its \$8.5 million initial equity basis. As this basis difference is not related to a physical land parcel, but rather to development rights to construct evo at Cira, the Company will accrete the basis difference as a reduction of depreciation expense over the life of evo at Cira's assets.

On March 2, 2016, the Company paid \$12.8 million of cash and HSRE paid \$6.6 million of cash to purchase Campus Crest's entire 30% interest in evo at Cira and, as a result, each of the Company and HSRE owned a 50% interest in evo at Cira. Subsequent to the transaction, the Company's investment basis in evo at Cira was \$28.3 million. In conjunction with the purchase, the Company and HSRE entered into an amended and restated operating agreement, changing the legal name of evo at Cira to HSRE-BDN I, LLC, to govern their rights and obligations as sole members of evo at Cira.

On June 10, 2016, evo at Cira refinanced its \$97.8 million construction facility maturing July 25, 2016 with a \$117.0 million term loan bearing interest at LIBOR + 2.25% capped at a total maximum interest of 5.25% and maturing on October 31, 2019, with options to extend the term to June 30, 2021. evo at Cira received an advance of \$105.0 million at closing. The additional \$12.0 million capacity under the term loan may be funded if certain criteria relating to the operating performance of the student housing tower are met. The term loan is secured by a leasehold mortgage that holds an absolute assignment of leases and rents. Subsequent to refinancing and the receipt of amounts in escrow under the construction loan, evo at Cira distributed \$6.3 million to the Company.

The Company accounted for its investment in evo at Cira under the equity method of accounting. Based upon the reconsideration event caused by the refinancing of evo at Cira's construction facility, the Company reassessed its consolidation conclusion. The Company determined that this Real Estate Venture was no longer a VIE in accordance with the accounting standard for the consolidation of VIEs because evo at Cira, through the refinancing of the construction facility and without further support from the Company or HSRE, demonstrated that it has sufficient equity at risk to finance its activities. As a result, the Company used the voting interest model under the accounting standard for consolidation in order to determine whether to consolidate evo at Cira. Based upon each member's substantive participating rights over the activities that significantly impact the operations and revenues of evo at Cira under the operating agreement and related agreements, evo at Cira is not consolidated by the Company, and is accounted for under the equity method of accounting. As a result of this transaction, the Company did not gain a controlling financial interest over evo at Cira; therefore, it was not required to remeasure its previously held equity interest to fair value at the date that it acquired the additional equity interest.

On January 10, 2018, evo at Cira, a real estate venture in which the Company held a 50% interest, sold its sole asset, a 345-unit student housing tower, at a gross sales value of \$197.5 million. The student housing tower, located in Philadelphia, Pennsylvania, was encumbered by a secured loan with a principal balance of \$110.9 million at the time of sale, which was repaid in full from the sale proceeds. The Company's share of net cash proceeds from the sale, after debt repayment and closing costs, was \$43.0 million. As the Company's investment basis was \$17.3 million, a gain of \$25.7 million was recorded within the "Net gain on real estate venture transactions" caption in the consolidated statements of operations.

The Parc at Plymouth Meeting Venture

On January 31, 2017, the Company sold its 50% interest in TB-BDN Plymouth Apartments, L.P., a real estate venture with Toll Brothers, at a gross sales value of \$100.5 million, of which the Company was allocated 50% for its interest. The venture developed and operated a 398-unit multi-family complex in Plymouth Meeting, Pennsylvania encumbered by a \$54.0 million construction loan. The construction loan was repaid commensurate with the sale of the Company's 50% interest. As a result, the Company is no longer subject to a \$3.2 million payment guarantee on the construction loan. The cash proceeds, after the payment of the Company's share of the debt and closing costs, were \$27.2 million. The carrying amount of the Company's investment at the time of sale was \$12.6 million, resulting in a \$14.6 million gain on sale of an interest in the real estate venture which was recorded within the "Net gain on real estate venture transactions" caption in the consolidated statements of operations.

JBG Ventures

On May 29, 2015, the Company and an unaffiliated third party, JBG/DC Manager, LLC ("JBG"), formed 51 N 50 Patterson, Holdings, LLC Venture ("51 N Street") and 1250 First Street Office, LLC Venture ("1250 First Street"), as real estate ventures, with the Company owning a 70.0% interest and JBG owning a 30.0% interest in each of the two ventures. At formation, the Company and JBG made cash contributions of \$15.2 million and \$6.5 million, respectively, to 51 N Street, which was used to purchase 0.9 acres of undeveloped land. At formation, the Company and JBG made cash capital contributions of \$13.2 million and \$5.7 million, respectively, to 1250 First Street, which was used to purchase 0.5 acres of undeveloped land.

Based on the facts and circumstances at the formation of each of the two ventures with JBG, the Company determined that each venture is a VIE in accordance with the accounting standard for the consolidation of VIEs. As a result, the Company used the variable interest model under the accounting standard for consolidation in order to determine whether to consolidate the JBG Ventures. JBG is the managing member of the ventures, and pursuant to the operating and related agreements, major decisions require the approval of both members. Based upon each member's shared power over the activities of each of the two ventures, which most significantly impact the economics of the ventures, neither venture is consolidated by the Company. Each venture is accounted for under the equity method of accounting.

4040 Wilson Venture

On July 31, 2013, the Company formed 4040 Wilson LLC Venture (“4040 Wilson”) a joint venture between the Company and Ashton Park Associates LLC (“Ashton Park”), an unaffiliated third party. Each of the Company and Ashton Park owns a 50% interest in 4040 Wilson. 4040 Wilson expects to develop a 427,500 square foot mixed-use building representing the final phase of the eight building, mixed-use, Liberty Center complex located in the Ballston submarket of Arlington, Virginia. The project is being constructed on a 1.3-acre land parcel contributed by Ashton Park to 4040 Wilson at an agreed upon value of \$36.0 million. As of December 31, 2018, the Company and Ashton Park had each made a total of \$36.9 million in capital contributions to the venture. During the fourth quarter of 2017, 4040 Wilson achieved pre-leasing levels that enabled the venture to obtain a secured construction loan with a total borrowing capacity of \$150.0 million for the remainder of the project costs. As of December 31, 2018, \$57.3 million had been advanced under the construction loan, and the venture had commenced construction of the mixed-use building.

Based upon the facts and circumstances at the formation of 4040 Wilson, the Company determined that 4040 Wilson is a VIE in accordance with the accounting standard for the consolidation of VIEs. As a result, the Company used the variable interest model under the accounting standard for consolidation in order to determine whether to consolidate 4040 Wilson. Based upon each member’s shared power over the activities of 4040 Wilson under the operating and related agreements, and the Company’s lack of control over the development and construction phases of the project, 4040 Wilson is not consolidated by the Company and is accounted for under the equity method of accounting.

Guarantees

As of December 31, 2018, the Company’s unconsolidated real estate ventures had aggregate indebtedness of \$370.3 million. These loans are generally mortgage or construction loans, most of which are non-recourse to the Company, except for customary carve-outs. As of December 31, 2018, the loans for which there is recourse to the Company consist of the following: (i) a \$0.3 million payment guarantee on a loan with a \$3.8 million outstanding principal balance, provided to PJP VII and (ii) up to a \$41.3 million payment guarantee on a \$150.0 million construction loan provided to 4040 Wilson. In addition, during construction undertaken by real estate ventures, including 4040 Wilson, the Company has provided and expects to continue to provide cost overrun and completion guarantees, with rights of contribution among partners or members in the real estate ventures, as well as customary environmental indemnities and guarantees of customary exceptions to nonrecourse provisions in loan agreements.

5. DEFERRED COSTS

As of December 31, 2018 and 2017, the Company’s deferred costs (assets) were comprised of the following (in thousands):

	December 31, 2018		
	Total Cost	Amortization	Deferred Costs, net
Leasing costs	\$ 144,831	\$ (56,846)	\$ 87,985
Financing costs - Revolving Credit Facility	6,298	(3,208)	3,090
Total	<u>\$ 151,129</u>	<u>\$ (60,054)</u>	<u>\$ 91,075</u>
	December 31, 2017		
	Total Cost	Accumulated Amortization	Deferred Costs, net
Leasing costs	\$ 154,481	\$ (59,046)	\$ 95,435
Financing costs - Revolving Credit Facility	3,595	(2,335)	1,260
Total	<u>\$ 158,076</u>	<u>\$ (61,381)</u>	<u>\$ 96,695</u>

During the years ended December 31, 2018, 2017 and 2016, the Company capitalized internal direct leasing costs of \$3.9 million, \$4.6 million and \$5.0 million, respectively, in accordance with the accounting standard for the capitalization of leasing costs.

6. INTANGIBLE ASSETS

As of December 31, 2018 and 2017, the Company's intangible assets were comprised of the following (in thousands):

	December 31, 2018		
	Total Cost	Accumulated Amortization	Intangible Assets, net
Intangible assets, net:			
In-place lease value.....	\$ 181,887	\$ (53,376)	\$ 128,511
Tenant relationship value.....	\$ 9,564	(8,551)	1,013
Above market leases acquired.....	\$ 4,966	(3,142)	1,824
Total intangible assets, net.....	<u>\$ 196,417</u>	<u>\$ (65,069)</u>	<u>\$ 131,348</u>
Acquired lease intangibles, net:			
Below market leases acquired.....	<u>\$ 49,655</u>	<u>\$ (17,872)</u>	<u>\$ 31,783</u>
	December 31, 2017		
	Total Cost	Accumulated Amortization	Intangible Assets, net
Intangible assets, net:			
In-place lease value.....	\$ 108,060	\$ (47,003)	\$ 61,057
Tenant relationship value.....	11,201	(9,275)	1,926
Above market leases acquired.....	4,545	(2,556)	1,989
Total intangible assets, net.....	<u>\$ 123,806</u>	<u>\$ (58,834)</u>	<u>\$ 64,972</u>
Acquired lease intangibles, net:			
Below market leases acquired.....	<u>\$ 36,213</u>	<u>\$ (15,939)</u>	<u>\$ 20,274</u>

For the year ended December 31, 2018 the Company accelerated the amortization of intangible assets by approximately \$0.7 million as a result of tenant move-outs prior to the end of the associated lease term. For each of the years ended December 31, 2017 and 2016, this amount was \$0.6 million. For the years ended December 31, 2018, 2017, and 2016, the Company accelerated the amortization of a nominal amount of intangible liabilities as a result of tenant move-outs.

As of December 31, 2018, the Company's annual amortization for its intangible assets/liabilities, assuming no early lease terminations, are as follows (dollars in thousands):

	Assets	Liabilities
2019.....	\$ 41,968	\$ 7,403
2020.....	28,393	5,707
2021.....	20,128	4,302
2022.....	12,791	2,654
2023.....	9,756	2,094
Thereafter.....	18,312	9,623
Total.....	<u>\$ 131,348</u>	<u>\$ 31,783</u>

7. DEBT OBLIGATIONS

The following table sets forth information regarding the Company's consolidated debt obligations outstanding at December 31, 2018 and 2017 (in thousands):

	December 31, 2018	December 31, 2017	Effective Interest Rate	Maturity Date
<u>MORTGAGE DEBT:</u>				
Two Logan Square	\$ 82,805	\$ 84,440	3.98%	May 2020
Four Tower Bridge	9,526	-	4.50%	(a) Feb 2021
One Commerce Square.....	120,183	123,667	3.64%	Apr 2023
Two Commerce Square	110,518	112,000	4.51%	Apr 2023
Principal balance outstanding.....	323,032	320,107		
Plus: fair market value premium (discount), net.....	(1,759)	(2,325)		
Less: deferred financing costs.....	(404)	(566)		
Mortgage indebtedness.....	<u>\$ 320,869</u>	<u>\$ 317,216</u>		
<u>UNSECURED DEBT</u>				
\$600 million Unsecured Credit Facility	\$ 92,500	\$ -	LIBOR + 1.10%	Jul 2022
Seven-Year Term Loan - Swapped to fixed.....	250,000	250,000	2.87%	(b) Oct 2022
\$350.0M 3.95% Guaranteed Notes due 2023.....	350,000	350,000	3.87%	Feb 2023
\$250.0M 4.10% Guaranteed Notes due 2024.....	250,000	250,000	4.33%	Oct 2024
\$450.0M 3.95% Guaranteed Notes due 2027.....	450,000	450,000	4.03%	Nov 2027
\$250.0M 4.55% Guaranteed Notes due 2029.....	250,000	250,000	4.60%	Oct 2029
Indenture IA (Preferred Trust I)	27,062	27,062	LIBOR + 1.25%	Mar 2035
Indenture IB (Preferred Trust I) - Swapped to fixed	25,774	25,774	3.30%	Apr 2035
Indenture II (Preferred Trust II) - Swapped to fixed	25,774	25,774	3.09%	Jul 2035
Principal balance outstanding.....	1,721,110	1,628,610		
Plus: original issue premium (discount), net.....	(4,096)	(4,423)		
Less: deferred financing costs.....	(9,837)	(10,575)		
Total unsecured indebtedness.....	<u>\$ 1,707,177</u>	<u>\$ 1,613,612</u>		
Total Debt Obligations	<u>\$ 2,028,046</u>	<u>\$ 1,930,828</u>		

- (a) This loan was assumed upon acquisition of the related property on January 5, 2018. The interest rate reflects the market rate at the time of acquisition.
- (b) On December 13, 2018, the Company amended and restated its \$250.0 million seven-year term loan maturing October 8, 2022. In connection with the terms of the amendment, the credit spread on the term loan decreased from LIBOR plus 1.80% to LIBOR plus 1.25%, reducing the Company's effective interest rate by 0.55%. Through a series of interest rate swaps, the \$250.0 million outstanding balance of the term loan has a fixed interest rate of 2.87%.

During 2018, 2017, and 2016, the Company's weighted-average effective interest rate on its mortgage notes payable was 4.05%, 4.04%, and 4.03%, respectively.

The Parent Company unconditionally guarantees the unsecured debt obligations of the Operating Partnership (or is a co-borrower with the Operating Partnership) but does not by itself incur unsecured indebtedness. The Parent Company has no material assets other than its investment in the Operating Partnership.

On July 17, 2018, the Company amended and restated its revolving credit agreement (as amended and restated, the "2018 Credit Facility"). The amendment and restatement, among other things: (i) maintained the total commitment of the revolving line of credit of \$600.0 million; (ii) extended the maturity date from May 15, 2019 to July 15, 2022, with two six-month extensions at the Company's election subject to specified conditions and subject to payment of an extension fee; (iii) reduced the interest rate margins applicable to Eurodollar loans; (iv) provided for an additional interest rate option based on a floating LIBOR rate; and (v) removed the covenant requiring the Company to maintain a minimum net worth. In connection with the amendments, the Company capitalized \$2.7 million in financing costs, which will be amortized through the July 15, 2022 maturity date.

At the Company's option, loans outstanding under the 2018 Credit Facility will bear interest at a rate per annum equal to (1) LIBOR plus between 0.775% and 1.45%, based on the Company's credit rating, or (2) a base rate equal to the greatest of (a) the Administrative Agent's prime rate, (b) the Federal Funds rate plus 0.5% or (c) LIBOR for a one month period plus 1.00%, in each case, plus a margin ranging from 0.0% to 0.45% based on the Company's credit rating. The 2018 Credit Facility also contains a

competitive bid option that allows banks that are part of the lender consortium to bid to make loan advances to the Company at a reduced interest rate. In addition, the Company is also obligated to pay (1) in quarterly installments a facility fee on the total commitment at a rate per annum ranging from 0.125% to 0.30% based on the Company's credit rating and (2) an annual fee on the undrawn amount of each letter or credit equal to the LIBOR Margin. Based on the Company's current credit rating, the LIBOR margin is 1.10% and the facility fee is 0.25%.

The terms of the 2018 Credit Facility require that the Company maintain customary financial and other covenants, including: (i) a fixed charge coverage ratio greater than or equal to 1.5 to 1.00; (ii) a leverage ratio less than or equal to 0.60 to 1.00, subject to specified exceptions; (iii) a ratio of unsecured indebtedness to unencumbered asset value less than or equal to 0.60 to 1.00, subject to specified exceptions; (iv) a ratio of secured indebtedness to total asset value less than or equal to 0.40 to 1.00; and (v) a ratio of unencumbered cash flow to interest expense on unsecured debt greater than 1.75 to 1.00. In addition, the 2018 Credit Facility restricts payments of dividends and distributions on shares in excess of 95% of the Company's funds from operations (FFO) except to the extent necessary to enable the Company to continue to qualify as a REIT for Federal income tax purposes.

The Company had \$92.5 million of borrowings under the 2018 Credit Facility as of the twelve-month period ended December 31, 2018. During the twelve months ended December 31, 2018, the weighted-average interest rate on 2018 Credit Facility borrowings was 3.24% resulting in \$1.0 million of interest expense. As of December 31, 2018, the effective interest rate on 2018 Credit Facility borrowings was 3.61%. As of December 31, 2017, the Company had no borrowings under the Credit Facility. During the twelve months ended December 31, 2017, the weighted-average interest rate on Credit Facility borrowings was 2.28% resulting in \$2.6 million of interest expense.

On November 17, 2017, the Company completed an underwriting offering of its \$450.0 million 3.95% Guaranteed Notes due 2027 (the "2027 Notes") and reopened the 3.95% Guaranteed Notes due 2023 (the "2023 Notes") for an additional \$100.0 million. The 2027 Notes were priced at 99.25% of their face amount with a yield to maturity of 4.04%, representing a spread at the time of pricing of 1.70% over the ten-year treasury rate. The 2023 Notes were priced at 102.497% of their face amount with a yield to maturity of 3.40%, representing a spread at the time of pricing of 1.40% over the five-year treasury rate. The 2027 Notes and 2023 Notes have been reflected net of a discount of \$3.4 million and a premium of \$2.5 million, respectively, in the consolidated balance sheet as of December 31, 2017. The Company received \$546.6 million after the deduction for underwriting discounts and offering expenses.

On November 17, 2017, the Company used a portion of the net proceeds from the offering of the 2027 Notes and 2023 Notes to repurchase \$115.1 million aggregate principal amount of 2018 Notes, through a tender offer, which consists of a \$113.4 million principal repayment of the 2018 Notes, \$1.2 million of prepayment penalties and \$0.5 million of accrued interest. The Company recognized a \$1.4 million loss on early extinguishment of debt related to the total repurchase.

On December 18, 2017, the Company redeemed in full the \$211.6 million aggregate principal amount of 2018 Notes that remained outstanding following completion of the tender offer, at a cash redemption price of \$215.7 million (inclusive of prepayment penalties of \$2.3 million and accrued interest of \$1.8 million). The Company recognized a \$2.5 million loss on early extinguishment of debt related to the total repurchase.

The following table provides additional information on the Company's repurchase of \$325.0 million in the aggregate principal amount of its outstanding unsecured notes (consisting of the 2018 Notes, as indicated above) during the twelve months ended December 31, 2017 (in thousands). There were no repurchases of unsecured debt during the twelve months ended December 31, 2018 or 2016.

Notes	Principal	Repurchase Amount (a)	Loss on Early Extinguishment of Debt (b)
2018 4.95% Notes	\$ 325,000	\$ 330,792	\$ (3,933)

(a) Includes prepayment penalties with respect to the redemption of debt.

(b) Includes unamortized balance of the original issue discount and deferred financing costs.

The Company was in compliance with all financial covenants as of December 31, 2018. Management continuously monitors the Company's compliance with and anticipated compliance with the covenants. Certain of the covenants restrict the Company's ability to obtain alternative sources of capital. While the Company currently believes it will remain in compliance with its covenants, in the event that the economy deteriorates in the future, the Company may not be able to remain in compliance with such covenants, in which case a default would result absent a lender waiver.

As of December 31, 2018, the Company's aggregate scheduled principal payments of debt obligations, excluding amortization of discounts and premiums, are as follows (in thousands):

2019	\$ 7,595
2020	87,226
2021	15,143
2022	348,832
2023	556,736
Thereafter.....	<u>1,028,610</u>
Total principal payments	2,044,142
Net unamortized premiums/(discounts).....	(5,855)
Net deferred financing costs	<u>(10,241)</u>
Outstanding indebtedness	<u>\$ 2,028,046</u>

8. FAIR VALUE OF FINANCIAL INSTRUMENTS

The Company determined the fair values disclosed below using available market information and discounted cash flow analyses as of December 31, 2018 and 2017, respectively. The discount rate used in calculating fair value is the sum of the current risk free rate and the risk premium on the date of measurement of the instruments or obligations. Considerable judgment is necessary to interpret market data and to develop the related estimates of fair value. Accordingly, the estimates presented are not necessarily indicative of the amounts that the Company could realize upon disposition. The use of different estimation methodologies may have a material effect on the estimated fair value amounts shown. The Company believes that the carrying amounts reflected in the consolidated balance sheets at December 31, 2018 and 2017 approximate the fair values for cash and cash equivalents, accounts receivable, other assets, accounts payable and accrued expenses because they are short-term in duration.

The following are financial instruments for which the Company's estimates of fair value differ from the carrying amounts (in thousands):

	December 31, 2018		December 31, 2017	
	Carrying Amount (a)	Fair Value	Carrying Amount (a)	Fair Value
Unsecured notes payable.....	\$ 1,288,024	\$ 1,262,570	\$ 1,286,573	\$ 1,314,900
Variable rate debt	\$ 419,153	\$ 402,924	\$ 327,039	\$ 308,872
Mortgage notes payable	\$ 320,869	\$ 318,515	\$ 317,216	\$ 304,665
Notes receivable (b)	\$ 47,771	\$ 47,747	\$ 3,532	\$ 3,605

(a) The carrying amounts presented in the table above are net of deferred financing costs of \$7.9 million and \$8.9 million for unsecured notes payable, \$5.1 million and \$1.3 million for variable rate debt and \$0.4 million and \$0.6 million for mortgage notes payable as of December 31, 2018 and December 31, 2017, respectively.

(b) The inputs to originate the notes receivable are unobservable and, as a result, are categorized as Level 3. The Company determined fair value by calculating the present value of the cash payments to be received through the maturity date of the loans.

On June 26, 2018, the Company provided a \$44.4 million mortgage loan to Brandywine 1919 Ventures, an unconsolidated real estate venture in which the Company holds a 50% ownership interest, and recorded a note receivable of \$44.4 million. For additional information regarding the transaction, see Note 4, "Investment in Unconsolidated Real Estate Ventures."

As of December 31, 2018, notes receivable also consisted of a \$3.4 million note receivable that was provided to a third party to acquire a property. The mortgage bears interest at 7.0% through March 2019 and 8.0% interest thereafter until its maturity date in March of 2020. The loan principal amortizes down to the balloon payment of \$3.1 million which the Company expects to receive at maturity of the note in March of 2020.

The Company periodically assesses collectability of the notes receivable in accordance with the accounting standard for loan receivables. As of December 31, 2018, the Company's notes receivable are collectible.

The inputs utilized to determine the fair value of the Company's unsecured notes payable are categorized as Level 2. This is because the Company valued these instruments using quoted market prices as of December 31, 2018 and December 31, 2017. For the fair value of the Company's unsecured notes, the Company uses a discount rate based on the indicative new issue pricing provided by lenders.

The inputs utilized to determine the fair value of the Company's mortgage notes payable and variable rate debt are categorized as Level 3. The fair value of the variable rate debt was estimated using a discounted cash flow analysis valuation on the borrowing rates currently available to the Company for loans with similar terms and maturities, as applicable. The fair value of the mortgage debt was determined by discounting the future contractual interest and principal payments by a blended market rate for loans with similar terms,

maturities and loan-to-value. These inputs have been categorized as Level 3 because the Company considers the rates used in the valuation techniques to be unobservable inputs.

The inputs to originate the notes receivable are unobservable and, as a result, are categorized as Level 3. The Company determined fair value by calculating the present value of the cash payments to be received through the maturity dates of the loans.

For the Company's mortgage loans, the Company uses an estimate based discounted cash flow analyses and its knowledge of the mortgage market. An increase in the discount rate used in the discounted cash flow model would result in a decrease in the fair value of the Company's long-term debt. Conversely, a decrease in the discount rate used in the discounted cash flow model would result in an increase in the fair value of the Company's long-term debt.

Disclosure about the fair value of financial instruments is based upon pertinent information available to management as of December 31, 2018 and December 31, 2017. Although management is not aware of any factors that would significantly affect the fair value amounts, such amounts were not comprehensively revalued for purposes of these financial statements since December 31, 2018. Current estimates of fair value may differ from the amounts presented herein.

9. RISK MANAGEMENT AND USE OF DERIVATIVE FINANCIAL INSTRUMENTS

Risk Management

In the course of its ongoing business operations, the Company encounters economic risk. There are three main components of economic risk: interest rate risk, credit risk, and market risk. The Company is subject to interest rate risk on its interest-bearing liabilities. Credit risk is primarily the risk of inability or unwillingness of tenants to make contractually required payments and of counterparties on derivatives contracts to fulfill their obligations. Market risk is the risk of declines in the value of Company properties due to changes in rental rates, interest rates, supply and demand of similar products and other market factors affecting the valuation of properties.

Risks and Uncertainties

In the U.S., market and economic conditions have been improving, resulting in an increase of the volume of real estate transactions in the market. If the economy deteriorates, vacancy rates may increase through 2019 and possibly beyond. The financial markets also have an effect on the Company's Real Estate Venture partners and contractual counterparties, including counterparties in derivative contracts.

The Company's Credit Facility, term loans and the indenture governing its unsecured public debt securities (See Note 7, "Debt Obligations") contain restrictions, requirements and other limitations on the ability to incur indebtedness, including total debt to asset ratios, secured debt to total asset ratios, debt service coverage ratios and minimum ratios of unencumbered assets to unsecured debt which it must maintain. The ability to borrow under the unsecured revolving credit facility is subject to compliance with such financial and other covenants. In the event that the Company fails to satisfy these covenants, it would be in default under the unsecured revolving credit facility, the term loans and the indenture and may be required to repay such debt with capital from other sources. Under such circumstances, other sources of capital may not be available, or may be available only on unattractive terms.

Availability of borrowings under the unsecured revolving credit facility is subject to a traditional material adverse effect clause. Each time the Company borrows it must represent to the lenders that there have been no events of a nature which would have a material adverse effect on the business, assets, operations, condition (financial or otherwise) or prospects of the Company taken as a whole or which could negatively affect the ability of the Company to perform its obligations under the unsecured revolving credit facility. While the Company believes that there are currently no material adverse effect events, it is possible that such an event could arise which would limit the Company's borrowings under the unsecured revolving credit facility. If an event occurs which is considered to have a material adverse effect, the lenders could consider the Company in default under the terms of the unsecured revolving credit facility and any borrowings under the unsecured revolving credit facility would become unavailable. If the Company is unable to obtain a waiver, this would have a material adverse effect on the Company's financial position and results of operations.

The Company was in compliance with all financial covenants as of December 31, 2018. Management continuously monitors the Company's compliance with and anticipated compliance with the covenants. Certain of the covenants restrict management's ability to obtain alternative sources of capital. While the Company currently believes it will remain in compliance with its covenants, in the event that the economy deteriorates in the future, the Company may not be able to remain in compliance with such covenants, in which case a default would result absent a lender waiver.

Use of Derivative Financial Instruments

The Company's use of derivative instruments is limited to the utilization of interest rate agreements or other instruments to manage interest rate risk exposures and not for speculative purposes. The principal objective of such arrangements is to minimize the risks and/or costs associated with the Company's operating and financial structure, as well as to hedge specific transactions. The

counterparties to these arrangements are major financial institutions with which the Company and its affiliates may also have other financial relationships. The Company is potentially exposed to credit loss in the event of non-performance by these counterparties. However, because of the high credit ratings of the counterparties, the Company does not anticipate that any of the counterparties will fail to meet these obligations as they come due. The Company does not hedge credit or property value market risks through derivative financial instruments.

The Company formally assesses, both at the inception of a hedge and on an on-going basis, whether each derivative is highly-effective in offsetting changes in cash flows of the hedged item. If management determines that a derivative is not highly-effective as a hedge or if a derivative ceases to be a highly-effective hedge, the Company will discontinue hedge accounting prospectively for either the entire hedge or the portion of the hedge that is determined to be ineffective. The related ineffectiveness would be charged to the consolidated statement of operations.

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 and implied volatilities. 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.

To comply with the provisions of the accounting standard for fair value measurements and disclosures, the Company incorporates credit valuation adjustments to appropriately reflect both its own nonperformance risk and the respective counterparty's nonperformance risk in the fair value measurements. In adjusting the fair value of its derivative contracts for the effect of nonperformance risk, the Company has considered the impact of netting and any applicable credit enhancements, such as collateral postings, thresholds, mutual puts, and guarantees.

The following table summarizes the terms and fair values of the Company's derivative financial instruments as of December 31, 2018 and December 31, 2017. The notional amounts provide an indication of the extent of the Company's involvement in these instruments at that time but do not represent exposure to credit, interest rate or market risks (amounts presented in thousands).

Hedge Product	Hedge Type	Designation	Notional Amount		Strike	Trade Date	Maturity Date	Fair value	
			12/31/2018	12/31/2017				12/31/2018	12/31/2017
Assets									
Swap.....	Interest Rate	Cash Flow	(a) \$ 250,000	\$ 250,000	2.868%	October 8, 2015	October 8, 2022	\$ 7,008	\$ 5,694
Swap.....	Interest Rate	Cash Flow	(a) 25,774	25,774	3.300%	December 22, 2011	January 30, 2021	292	25
Swap.....	Interest Rate	Cash Flow	(a) 25,774	25,774	3.090%	January 6, 2012	October 30, 2019	183	59
			<u>\$ 301,548</u>	<u>\$ 301,548</u>					

(a) Hedging unsecured variable rate debt.

The Company measures its derivative instruments at fair value and records them in the "Other assets" and ("Other liabilities") captions on the Company's consolidated balance sheets.

Although the Company has determined that the majority of the inputs used to value its derivatives fall within Level 2 of the fair value hierarchy, the credit valuation adjustments associated with its derivatives utilize Level 3 inputs, such as estimates of current credit spreads to evaluate the likelihood of default by itself and its counterparties. The Company has assessed the significance of the impact of the credit valuation adjustments on the overall valuation of its derivative positions and has determined that the credit valuation adjustments are not significant to the overall valuation of its derivatives. As a result, the Company has determined that the inputs utilized to determine the fair value of derivative instruments are classified in Level 2 of the fair value hierarchy.

Disclosure about the fair value of derivative instruments is based upon pertinent information available to management as of December 31, 2018 and December 31, 2017. Although management is not aware of any factors that would significantly affect the fair value amounts, such amounts have not been comprehensively revalued for purposes of these financial statements since December 31, 2018. Current estimates of fair value may differ from the amounts presented herein.

Concentration of Credit Risk

Concentrations of credit risk arise for the Company when multiple tenants of the Company are engaged in similar business activities, or are located in the same geographic region, or have similar economic features that impact in a similar manner their ability to meet contractual obligations, including those to the Company. The Company regularly monitors its tenant base to assess potential concentrations of credit risk. Management believes the current credit risk portfolio is reasonably well diversified and does not contain an unusual concentration of credit risk. No tenant accounted for 10% or more of the Company's rents during 2018, 2017 and 2016.

Conditions in the general economy and the global credit markets have had a significant adverse effect on numerous industries. The Company has tenants concentrated in various industries that may be experiencing adverse effects from the current economic conditions and the Company could be adversely affected if such tenants were to default under their leases.

10. LIMITED PARTNERS' NONCONTROLLING INTERESTS IN THE PARENT COMPANY

Noncontrolling interests in the Parent Company's financial statements relate to redeemable common limited partnership interests in the Operating Partnership held by parties other than the Parent Company and properties which are consolidated but not wholly owned.

Operating Partnership

The aggregate book value of the noncontrolling interests associated with the redeemable common limited partnership interests that were consolidated in the accompanying consolidated balance sheet of the Parent Company as of December 31, 2018 and December 31, 2017, was \$10.1 million and \$15.2 million, respectively. Under the applicable accounting guidance, the redemption value of limited partnership units are carried at, on a limited partner basis, the greater of historical cost adjusted for the allocation of income and distributions or fair value. The Parent Company believes that the aggregate settlement value of these interests (based on the number of units outstanding and the closing price of the common shares on the balance sheet date) was approximately \$12.6 million and \$26.9 million, respectively, as of December 31, 2018 and December 31, 2017.

11. BENEFICIARIES' EQUITY OF THE PARENT COMPANY

Earnings per Share (EPS)

The following tables detail the number of shares and net income used to calculate basic and diluted earnings per share (in thousands, except share and per share amounts; results may not add due to rounding):

	Year ended December 31,					
	2018		2017		2016	
	Basic	Diluted	Basic	Diluted	Basic	Diluted
Numerator						
Net income.....	\$ 137,289	\$ 137,289	\$ 121,859	\$ 121,859	\$ 40,501	\$ 40,501
Net income attributable to noncontrolling interests	(965)	(965)	(1,009)	(1,009)	(310)	(310)
Nonforfeitable dividends allocated to unvested restricted shareholders.....	(369)	(369)	(327)	(327)	(341)	(341)
Distribution to preferred shareholders.....	-	-	(2,032)	(2,032)	(6,900)	(6,900)
Preferred share redemption charge.....	-	-	(3,181)	(3,181)	-	-
Net income attributable to common shareholders.....	<u>\$ 135,955</u>	<u>\$ 135,955</u>	<u>\$ 115,310</u>	<u>\$ 115,310</u>	<u>\$ 32,950</u>	<u>\$ 32,950</u>
Denominator						
Weighted-average shares outstanding	178,519,748	178,519,748	175,484,350	175,484,350	175,018,163	175,018,163
Contingent securities/Share based compensation.....	-	1,121,744	-	1,323,816	-	992,651
Weighted-average shares outstanding	<u>178,519,748</u>	<u>179,641,492</u>	<u>175,484,350</u>	<u>176,808,166</u>	<u>175,018,163</u>	<u>176,010,814</u>
Earnings per Common Share:						
Net income attributable to common shareholders.....	<u>\$ 0.76</u>	<u>\$ 0.76</u>	<u>\$ 0.66</u>	<u>\$ 0.65</u>	<u>\$ 0.19</u>	<u>\$ 0.19</u>

The contingent securities/share based compensation impact is calculated using the treasury stock method and relates to employee awards settled in shares of the Parent Company. The effect of these securities is anti-dilutive for periods that the Parent Company incurs a net loss from continuing operations available to common shareholders and therefore is excluded from the dilutive earnings per share calculation in such periods.

Redeemable common limited partnership units, totaling 982,871 in 2018, and 1,479,799 in both 2017 and 2016, were excluded from the diluted earnings per share computations because they are not dilutive.

Unvested restricted shares are considered participating securities which require the use of the two-class method for the computation of basic and diluted earnings per share. For the years ended December 31, 2018, 2017 and 2016, earnings representing nonforfeitable dividends were allocated to the unvested restricted shares issued to the Company's executives and other employees under the Amended and Restated 1997 Long-Term Incentive Plan.

Common and Preferred Shares

On December 6, 2018, the Parent Company declared a distribution of \$0.19 per common share, totaling \$33.6 million, which was paid on January 22, 2019 to shareholders of record as of January 8, 2019.

Of the 20,000,000 preferred shares authorized, none were outstanding as of December 31, 2018 or December 31, 2017.

On April 11, 2017, the Parent Company redeemed all of its outstanding 4,000,000 Series E Preferred Shares at an aggregate redemption price of \$25.51 per share, which includes \$2.0 million of dividends accrued through the redemption date. The redemption was funded with existing cash balances on hand.

Also on April 11, 2017, the Parent Company recognized a \$3.2 million charge related to the underwriting discount and related expenses incurred at issuance of the Series E Preferred Shares on April 11, 2012. This charge is included in the earnings per share calculations above, as well as within the Parent Company's consolidated statements of operations as a reduction in net income to arrive at net income attributable to common shareholders under the caption "Preferred share redemption charge." There were no comparable charges for the years ended December 31, 2018 or 2016.

Common Share Repurchases

The Parent Company maintains a common share repurchase program under which the Board of Trustees has authorized the Parent Company to repurchase common shares. On January 3, 2019, the Board of Trustees replenished this program by authorizing the Parent Company to repurchase up to \$150 million common shares under the program from and after January 3, 2019. During the year ended 2018, the Company repurchased and retired 1,729,278 common shares at an average price of \$12.64 per share, totaling \$21.9 million. During the years ended December 31, 2017 and 2016, there were no share repurchases under the program. The Company expects to fund any additional share repurchases with a combination of available cash balances and availability under its unsecured revolving credit facility. The timing and amounts of any repurchases will depend on a variety of factors, including market conditions, regulatory requirements, share prices, capital availability and other factors as determined by the Company's management team. The repurchase program does not require the purchase of any minimum number of shares and may be suspended or discontinued at any time without notice.

In connection with the Parent Company's common share repurchase program, one common unit of the Operating Partnership is retired for each common share repurchased. During the year ended December 31, 2018, the Company repurchased and retired 1,729,278 common units at an average price of \$12.64 per unit, totaling \$21.9 million. During the years ended December 31, 2017 and 2016, there were no unit repurchases under the program. The Company expects to fund any additional unit repurchases with a combination of available cash balances and availability under its unsecured revolving credit facility. The timing and amounts of any purchases will depend on a variety of factors, including market conditions, regulatory requirements, unit prices, capital availability and other factors as determined by the Company's management team. The repurchase program does not require the purchase of any minimum number of units and may be suspended or discontinued at any time without notice.

The common shares repurchased were retired and, as a result, were accounted for in accordance with Maryland law, which does not contemplate treasury stock. The repurchases were recorded as a reduction of common shares (at \$0.01 par value per unit) and a decrease to General Partnership Capital.

Continuous Offering Program

On January 10, 2017, the Parent Company entered into a continuous offering program (the "Offering Program"), under which it may sell up to an aggregate of 16,000,000 common shares until January 10, 2020 in at-the-market offerings. In connection with the commencement of the Offering Program, \$0.2 million of upfront costs were recorded to additional paid-in capital. This program is a replacement of a prior continuous offering program that expired on November 3, 2016.

During 2018 and 2017, the Parent Company issued 23,311 and 2,858,991 common shares under the Offering Program at weighted average prices per share of \$18.04 and \$18.19, receiving net cash proceeds of \$0.4 million and \$51.2 million, respectively. No shares were issued during 2016 under the prior continuous offering program that expired on November 3, 2016. At December 31, 2018, 13,117,698 common shares remain available for issuance under the Offering Program.

12. PARTNERS' EQUITY OF THE OPERATING PARTNERSHIP

Earnings per Common Partnership Unit

The following tables detail the number of units and net income used to calculate basic and diluted earnings per common partnership unit (in thousands, except unit and per unit amounts; results may not add due to rounding):

	Year ended December 31,					
	2018		2017		2016	
	Basic	Diluted	Basic	Diluted	Basic	Diluted
Numerator						
Net income.....	\$ 137,289	\$ 137,289	\$ 121,859	\$ 121,859	\$ 40,501	\$ 40,501
Net income attributable to noncontrolling interests	(55)	(55)	(29)	(29)	(15)	(15)
Nonforfeitable dividends allocated to unvested restricted unitholders	(369)	(369)	(327)	(327)	(341)	(341)
Preferred unit dividends	-	-	(2,032)	(2,032)	(6,900)	(6,900)
Preferred unit redemption charge	-	-	(3,181)	(3,181)	-	-
Net income attributable to common unitholders	<u>\$ 136,865</u>	<u>\$ 136,865</u>	<u>\$ 116,290</u>	<u>\$ 116,290</u>	<u>\$ 33,245</u>	<u>\$ 33,245</u>
Denominator						
Weighted-average units outstanding	179,959,370	179,959,370	176,964,149	176,964,149	176,523,800	176,523,800
Contingent securities/Share based compensation.....	-	1,121,744	-	1,323,816	-	992,651
Total weighted-average units outstanding.....	<u>179,959,370</u>	<u>181,081,114</u>	<u>176,964,149</u>	<u>178,287,965</u>	<u>176,523,800</u>	<u>177,516,451</u>
Earnings per Common Partnership Unit:						
Net income attributable to common unitholders	<u>\$ 0.76</u>	<u>\$ 0.76</u>	<u>\$ 0.66</u>	<u>\$ 0.65</u>	<u>\$ 0.19</u>	<u>\$ 0.19</u>

Unvested restricted units are considered participating securities which require the use of the two-class method for the computation of basic and diluted earnings per unit. For the years ended December 31, 2018, 2017 and 2016, earnings representing nonforfeitable dividends were allocated to the unvested restricted units issued to the Parent Company's executives and other employees under the Parent Company's shareholder-approved long-term incentive plan.

Common Partnership Units and Preferred Mirror Units

The Operating Partnership issues partnership units to the Parent Company in exchange for the contribution of the net proceeds of any equity security issuance by the Parent Company. The number and terms of such partnership units correspond to the number and terms of the related equity securities issued by the Parent Company. In addition, the Operating Partnership may also issue separate classes of partnership units. Historically, the Operating Partnership has had the following types of partnership units outstanding: (i) Preferred Partnership Units which have been issued to parties other than the Parent Company; (ii) Preferred Mirror Partnership Units which have been issued to the Parent Company; and (iii) Common Partnership Units which include both interests held by the Parent Company and those held by other limited partners.

Preferred Mirror Partnership Units

In exchange for the proceeds received in corresponding offerings by the Parent Company of preferred shares of beneficial interest, the Operating Partnership has issued to the Parent Company a corresponding amount of Preferred Mirror Partnership Units with terms consistent with that of the preferred securities issued by the Parent Company.

No preferred units were outstanding as of December 31, 2018 or December 31, 2017.

Common Partnership Units (Redeemable and General)

The Operating Partnership has two classes of Common Partnership Units outstanding as of December 31, 2018: (i) Class A Limited Partnership Interest which are held by both the Parent Company and outside third parties and (ii) General Partnership Interests which are held solely by the Parent Company (collectively, the Class A Limited Partnership Interest, and General Partnership Interests are referred to as "Common Partnership Units"). The holders of the Common Partnership Units are entitled to share in cash distributions from, and in profits and losses of, the Operating Partnership, in proportion to their respective percentage interests, subject to preferential distributions on the preferred mirror units and the preferred units.

The Common Partnership Units held by the Parent Company (comprised of both General Partnership Units and Class A Limited Partnership Units) are presented as partner's equity in the consolidated financial statements. Class A Limited Partnership Interest held by parties other than the Parent Company are redeemable at the option of the holder for a like number of common shares of the Parent Company, or cash, or a combination thereof, at the election of the Parent Company. Because the form of settlement of these

redemption rights are not within the control of the Operating Partnership, these Common Partnership Units have been excluded from partner's equity and are presented as redeemable limited partnership units measured at the potential cash redemption value as of the end of the periods presented based on the closing market price of the Parent Company's common shares at December 31, 2018, 2017 and 2016, which was \$12.87, \$18.19 and \$16.51, respectively. As of December 31, 2018, 982,871 Class A Units were outstanding and owned by outside limited partners of the Operating Partnership. As of both December 31, 2017 and 2016, 1,479,799 Class A Units were outstanding and owned by outside limited partners of the Operating Partnership.

On December 6, 2018, the Operating Partnership declared a distribution of \$0.19 per common unit, totaling \$33.6 million, which was paid on January 22, 2019 to unitholders of record as of January 8, 2019.

On April 11, 2017, the Operating Partnership redeemed all of its outstanding 4,000,000 Series E-Linked Preferred Mirror Units at an aggregate redemption price of \$25.51 per unit, which includes \$2.0 million of dividends accrued through the redemption date. The redemption of preferred units was funded with existing cash balances on hand.

Also on April 11, 2017, the Operating Partnership recognized a \$3.2 million charge related to the underwriting discount and related expenses incurred at issuance of the Series E-Linked Preferred Mirror Units on April 11, 2012. This charge is included in the earnings per share calculations above, as well as within the Operating Partnership's consolidated statements of operations as a reduction in net income to arrive at net income attributable to common partnership unitholders under the caption "Preferred unit redemption charge." There were no comparable charges for the years ended December 31, 2018 or 2016.

Common Unit Repurchases

In connection with the Parent Company's common share repurchase program, one common unit of the Operating Partnership is retired for each common share repurchased. On January 3, 2019, the Board of Trustees replenished this program by authorizing the Parent Company to repurchase of up to \$150.0 million common shares under the program from and after January 3, 2019. During the year ended December 31, 2018, the Company repurchased and retired 1,729,278 common units at an average price of \$12.64 per unit, totaling \$21.9 million. During the years ended December 31, 2017 and 2016, there were no unit repurchases under the program. The Company expects to fund any additional unit repurchases with a combination of available cash balances and availability under its unsecured revolving credit facility. The timing and amounts of any purchases will depend on a variety of factors, including market conditions, regulatory requirements, unit prices, capital availability and other factors as determined by the Company's management team. The repurchase program does not require the purchase of any minimum number of units and may be suspended or discontinued at any time without notice.

The common units repurchased were retired and, as a result, were accounted for in accordance with Maryland law, which does not contemplate treasury stock. The repurchases were recorded as a reduction of common units (at \$0.01 par value per unit) and a decrease to General Partnership Capital.

Continuous Offering Program

On January 10, 2017, the Parent Company entered into a continuous offering program (the "Offering Program"), under which it may sell up to an aggregate of 16,000,000 common units until January 10, 2020 in at-the-market offerings. In connection with the commencement of the Offering Program, \$0.2 million of upfront costs were recorded to General Partner Capital. This program is a replacement of a prior continuous offering program that expired on November 3, 2016.

During 2018 and 2017, the Parent Company issued 23,311 and 2,858,991 common units under the Offering Program at weighted average prices per unit of \$18.04 and \$18.19, receiving net cash proceeds of \$0.4 million and \$51.2 million, respectively. No shares were issued during 2016 under the prior continuous offering program that expired on November 3, 2016. As of December 31, 2018, 13,117,698 common shares remain available for issuance under the Offering Program.

13. SHARE BASED COMPENSATION, 401(k) PLAN AND DEFERRED COMPENSATION

Stock Options

On December 31, 2018, options exercisable for 964,359 common shares were outstanding under the Parent Company's shareholder approved equity incentive plan (referred to as the "Equity Incentive Plan"). During the years ended December 31, 2018, 2017 and 2016, the Company did not recognize any compensation expense related to unvested options. During the years ended December 31, 2018, 2017 and 2016, the Company did not capitalize any compensation expense related to stock options as part of the Company's review of employee salaries eligible for capitalization.

Option activity as of December 31, 2018 and changes during the year-ended December 31, 2018 were as follows:

	Shares	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term (in years)	Aggregate Intrinsic Value
Outstanding at January 1, 2018.....	2,238,590	\$ 15.67	1.10	
Exercised	-	\$ -		\$ -
Forfeited/Expired	(1,274,231)	\$ 20.61		
Outstanding at December 31, 2018.....	<u>964,359</u>	\$ 9.13	1.25	\$ 3,652,903
Vested/Exercisable at December 31, 2018.....	964,359	\$ 9.13	1.25	\$ 3,652,903

401(k) Plan

The Company sponsors a 401(k) defined contribution plan for its employees. Each employee may contribute up to 100% of annual compensation, subject to specific limitations under the Internal Revenue Code. At its discretion, the Company can make matching contributions equal to a percentage of the employee's elective contribution and profit sharing contributions. The Company funds its 401(k) contributions annually and plan participants must be employed as of December 31st in order to receive contributions, except for employees eligible for qualifying retirement, as defined under the Internal Revenue Code. Prior to 2016, employer contributions were funded in each pay period and automatically vested. The Company contributions were \$0.4 million in 2018 and \$0.5 million and \$0.4 million in 2017 and 2016, respectively.

Restricted Share Rights Awards

As of December 31, 2018, 466,439 restricted share rights were outstanding under the Equity Incentive Plan and vest over two to three years from the initial grant dates. The remaining compensation expense to be recognized with respect to these awards at December 31, 2018 was approximately \$1.8 million and is expected to be recognized over a weighted average remaining vesting period of 1.3 years. For the year ended December 31, 2018, the Company recognized compensation expense related to outstanding restricted shares of \$3.6 million, of which \$0.6 million was capitalized as part of the Company's review of employee salaries eligible for capitalization. For the years ended December 31, 2017 and 2016, the Company recognized \$2.8 million (of which \$0.4 million was capitalized) and \$2.6 million (of which \$0.4 million was capitalized), respectively, of compensation expense included in general and administrative expense in the respective periods related to outstanding restricted shares.

The following table summarizes the Company's restricted share activity during the year-ended December 31, 2018:

	Shares	Weighted Average Grant Date Fair Value	Aggregate Intrinsic Value
Non-vested at January 1, 2018	455,643	\$ 14.95	\$ 8,288,146
Granted	220,241	15.71	-
Vested	(197,344)	<u>15.87</u>	<u>5,923</u>
Forfeited	(12,101)	15.04	23,292
Non-vested at December 31, 2018	<u>466,439</u>	\$ 14.93	\$ 70,677

On February 28, 2018, the Compensation Committee of the Parent Company's Board of Trustees awarded to officers of the Company an aggregate of 134,487 restricted common share rights ("Restricted Share Rights"), which cliff vest on April 15, 2021. Each Restricted Share Right is scheduled to vest or be settled on April 15, 2021 and, upon completion of vesting, each Restricted Share Right will be settled for one common share. The Parent Company pays dividend equivalents on the Restricted Share Rights prior to the vesting or settlement date. Vesting or settlement would accelerate if the recipient of the award were to die, become disabled or retire in a qualifying retirement prior to the vesting or settlement date. Qualifying retirement generally means the recipient's voluntary termination of employment after reaching at least age 57 and accumulating at least 15 years of service with the Company. In addition, vesting would also accelerate if the Parent Company were to undergo a change of control and, on or before the first anniversary of the change of control, the recipient's employment were to cease due to a termination without cause or resignation with good reason.

In addition, on February 28, 2018, the Compensation Committee awarded non-officer employees an aggregate of 44,062 Restricted Share Rights that vest in three equal annual installments on April 15 of 2019, 2020 and 2021. Vesting of these awards is subject to acceleration upon death, disability or termination without cause within one year following a change of control.

In accordance with the accounting standard for share-based compensation, the Company amortizes share-based compensation costs through the qualifying retirement dates for those executives who meet the conditions for qualifying retirement during the scheduled vesting period and whose award agreements provide for vesting upon a qualifying retirement.

Restricted Performance Share Units Plan

The Compensation Committee of the Parent Company’s Board of Trustees has granted performance share-based awards (referred to as Restricted Performance Share Units, or RPSUs) to officers of the Parent Company. The RPSUs are settled in common shares, with the number of common shares issuable in settlement determined based on the Company’s total shareholder return over specified measurement periods compared to total shareholder returns of comparative groups over the measurement periods. The table below presents certain information as to unvested RPSU awards.

	RPSU Grant			Total
	2/22/2016	3/1/2017	2/28/2018	
(Amounts below in shares, unless otherwise noted)				
Non-vested at January 1, 2018.....	228,077	172,411	-	400,488
Units Granted	-	-	209,193	209,193
Units Cancelled	(3,354)	(2,886)	(3,168)	(9,408)
Non-vested at December 31, 2018.....	<u>224,723</u>	<u>169,525</u>	<u>206,025</u>	<u>600,273</u>
Measurement Period Commencement Date.....	1/1/2016	1/1/2017	1/1/2018	
Measurement Period End Date	12/31/2018	12/31/2019	12/31/2020	
Units Granted	231,388	174,854	209,193	
Fair Value of Units on Grant Date (in thousands).....	\$ 3,558	\$ 3,735	\$ 4,276	

The Company values each RPSU on its grant date using a Monte Carlo simulation. The fair values of each award are being amortized over the three year cliff vesting period. The vesting of RPSUs is subject to acceleration upon a change in control or if the recipient of the award were to die, become disabled or retire in a qualifying retirement prior to the vesting date. In accordance with the accounting standard for share-based compensation, the Company amortizes stock-based compensation costs through the qualifying retirement date for those executives who meet the conditions for qualifying retirement during the scheduled vesting period.

For the year ended December 31, 2018, the Company recognized total compensation expense for the 2018, 2017 and 2016 RPSU awards of \$3.9 million, of which \$1.1 million was capitalized consistent with the Company’s policies for capitalizing eligible portions of employee compensation. For the year ended December 31, 2017, the Company recognized total compensation expense for the 2017, 2016 and 2015 RPSU awards of \$3.4 million, of which \$0.8 million was capitalized consistent with the Company’s policies for capitalizing eligible portions of employee compensation. For the year ended December 31, 2016, the Company recognized total compensation expense for the 2016, 2015 and 2014 RPSU awards of \$2.8 million, of which \$0.6 million was capitalized consistent with the Company’s policies for capitalizing eligible portions of employee compensation.

The remaining compensation expense to be recognized at December 31, 2018 was approximately \$2.0 million and is expected to be recognized over a weighted average remaining vesting period of 1.1 years.

The Company issued 193,516 common shares on February 1, 2018 in settlement of RPSUs that had been awarded on February 23, 2015 (with a three-year measurement period ended December 31, 2017). Holders of these RPSUs also received a cash dividend of \$0.18 per share for these common shares on February 9, 2018.

Employee Share Purchase Plan

The Parent Company’s shareholders approved the 2007 Non-Qualified Employee Share Purchase Plan (the “ESPP”), which is intended to provide eligible employees with a convenient means to purchase common shares of the Parent Company through payroll deductions and voluntary cash purchases at an amount equal to 85% of the average closing price per share for a specified period. Under the plan document, the maximum participant contribution for the 2018 plan year is limited to the lesser of 20% of compensation or \$50,000. The ESPP allows the Parent Company to make open market purchases, which reflects all purchases made under the plan to date. In addition, the number of shares separately reserved for issuance under the ESPP is 1.25 million. During the year ended December 31, 2018, employees made purchases under the ESPP of \$0.5 million and the Company recognized \$0.1 million of compensation expense related to the ESPP. During each of the years ended December 31, 2017 and 2016, employees made purchases under the ESPP of \$0.4 million. For the years ended December 31, 2017 and 2016, the Company recognized \$0.1 million and \$0.2 million of compensation expense related to the ESPP, respectively. Compensation expense represents the 15% discount on the purchase price. The Board of Trustees of the Parent Company may terminate the ESPP at its sole discretion at any time.

Deferred Compensation

In January 2005, the Parent Company adopted a Deferred Compensation Plan (the “Plan”) that allows trustees and certain key employees to defer compensation voluntarily. Compensation expense is recorded for the deferred compensation and a related liability is recognized. Participants may elect designated benchmark investment options for the notional investment of their deferred compensation. The deferred compensation obligation is adjusted for deemed income or loss related to the investments selected. At the time the participants defer compensation, the Company records a liability, which is included in the Company’s consolidated balance sheets. The liability is adjusted for changes in the market value of the participant-selected investments at the end of each accounting period, and the impact of adjusting the liability is recorded as an increase or decrease to compensation cost.

The Company has purchased mutual funds which can be utilized as a funding source for the Company’s obligations under the Plan. Participants in the Plan have no interest in any assets set aside by the Company to meet its obligations under the Plan. For each of the years ended December 31, 2018, December 31, 2017 and December 31, 2016, the Company recorded a nominal amount of deferred compensation costs, net of investments in the company-owned policies and mutual funds.

Participants in the Plan may elect to have all or a portion of their deferred compensation invested in the Company’s common shares. The Company holds these shares in a rabbi trust, which is subject to the claims of the Company’s creditors in the event of the Company’s bankruptcy or insolvency. The Plan does not permit diversification of a participant’s deferral allocated to the Company common shares and deferrals allocated to Company common shares can only be settled with a fixed number of shares. In accordance with the accounting standard for deferred compensation arrangements where amounts earned are held in a rabbi trust and invested, the deferred compensation obligation associated with the Company’s common shares is classified as a component of shareholder’s equity and the related shares are treated as shares to be issued and are included in total shares outstanding. At December 31, 2018 and 2017, 1.0 million and 0.9 million of such shares were included in total shares outstanding, respectively. Subsequent changes in the fair value of the common shares are not reflected in operations or shareholders’ equity of the Company.

14. DISTRIBUTIONS

The following table provides the tax characteristics of the 2018, 2017 and 2016 distributions paid:

	Years ended December 31,		
	2018	2017	2016
	(in thousands, except per share amounts)		
Common Share Distributions:			
Ordinary income.....	\$ 0.55	\$ 0.38	\$ -
Capital gain.....	-	0.26	0.62
Non-taxable distributions	0.17	-	-
Distributions per share.....	<u>\$ 0.72</u>	<u>\$ 0.64</u>	<u>\$ 0.62</u>
Percentage classified as ordinary income.....	76.20%	60.00%	0.00%
Percentage classified as capital gain	0.00%	40.00%	100.00%
Percentage classified as non-taxable distribution.	23.80%	0.00%	0.00%
Preferred Share Distributions:			
Total distributions paid.....	<u>\$ -</u>	<u>\$ 2,032</u>	<u>\$ 6,900</u>
Percentage classified as ordinary income.....	0.00%	60.00%	0.00%
Percentage classified as capital gain	0.00%	40.00%	100.00%
Percentage classified as non-taxable distribution.	0.00%	0.00%	0.00%

15. INCOME TAXES AND TAX CREDIT TRANSACTIONS

Income Tax Provision/Benefit

The Company accounts for income taxes using the asset and liability method. Under this method, deferred tax assets and liabilities are recognized for the estimated future tax consequences attributable to the differences between the financial statement carrying amounts of existing assets and liabilities and their respective income tax bases, and for net operating loss, capital loss and tax credit carryforwards. The deferred tax assets and liabilities are measured using the enacted income tax rates in effect for the year in which those temporary differences are expected to be realized or settled. The effect on the deferred tax assets and liabilities from a change in tax rates is recognized in earnings in the period when the new rate is enacted. However, deferred tax assets are recognized only to the extent that it is more likely than not that they will be realized based on consideration of all available evidence, including the future reversals of existing taxable temporary differences, future projected taxable income and tax planning strategies. Valuation allowances are provided if, based upon the weight of the available evidence, it is more likely than not that some or all of the deferred tax assets will not be realized.

As of December 31, 2018, net deferred tax assets totaled \$0.1 million and are included in the “Other assets” caption within the Company’s consolidated balance sheets. There were \$0.6 million of net deferred tax assets at December 31, 2017 included in the “Other assets” caption within the Company’s consolidated balance sheets.

In projecting future taxable income, the analysis begins with historical results and incorporates assumptions about the amount of future state and federal pretax operating income adjusted for items that do not have tax consequences. The assumptions about future taxable income require significant judgment and are consistent with the plans and estimates the Company is using to manage the underlying businesses.

The Company had no accruals for tax uncertainties as of December 31, 2018 and December 31, 2017.

For the year ended December 31, 2018, there were \$0.3 million of deferred income tax expense and \$0.1 million of current income tax expense. For the year ended December 31, 2017, there were \$0.6 million of deferred income tax benefits. For the year ended December 31, 2016, there was a nominal amount of income tax expense. These amounts are included in the “Income tax (provision) benefit” caption in the Company’s consolidated statements of operations for each respective year ended.

16. ACCUMULATED OTHER COMPREHENSIVE INCOME (LOSS)

The following table details the components of accumulated other comprehensive income (loss) of the Parent Company and the Operating Partnership as of and for the three years ended December 31, 2018 (in thousands):

<i>Parent Company</i>	Cash Flow Hedges
Balance at January 1, 2016	\$ (5,192)
Change in fair market value during year.....	2,371
Allocation of unrealized (gains)/losses on derivative financial instruments to noncontrolling interests.....	(28)
Amortization of interest rate contracts reclassified from comprehensive income to interest expense	1,104
Balance at December 31, 2016	\$ (1,745)
Change in fair market value during year.....	2,948
Allocation of unrealized (gains)/losses on derivative financial instruments to noncontrolling interests.....	(34)
Amortization of interest rate contracts reclassified from comprehensive income to interest expense	1,230
Balance at December 31, 2017	\$ 2,399
Change in fair market value during year.....	1,478
Allocation of unrealized (gains)/losses on derivative financial instruments to noncontrolling interests.....	(39)
Amortization of interest rate contracts reclassified from comprehensive income to interest expense	1,191
Balance at December 31, 2018	\$ 5,029
<i>Operating Partnership</i>	Cash Flow Hedges
Balance at January 1, 2016	\$ (5,597)
Change in fair market value during year.....	2,371
Amortization of interest rate contracts reclassified from comprehensive income to interest expense	1,104
Balance at December 31, 2016	\$ (2,122)
Change in fair market value during year.....	2,948
Amortization of interest rate contracts reclassified from comprehensive income to interest expense	1,230
Balance at December 31, 2017	\$ 2,056
Change in fair market value during year.....	1,478
Amortization of interest rate contracts reclassified from comprehensive income to interest expense	1,191
Balance at December 31, 2018	\$ 4,725

Over time, the unrealized gains and losses held in Accumulated Other Comprehensive Income (“AOCI”) will be reclassified to interest expense when the related hedged items are recognized in earnings. The current balance held in AOCI is expected to be reclassified to interest expense for realized losses on forecasted debt transactions over the related term of the debt obligation, as applicable. The Company expects to reclassify \$0.8 million from AOCI into interest expense within the next twelve months.

17. SEGMENT INFORMATION

During the year ended December 31, 2018, the Company owned and managed its portfolio within five segments: (1) Philadelphia Central Business District (Philadelphia CBD), (2) Pennsylvania Suburbs, (3) Austin, Texas (4) Metropolitan Washington, D.C., and (5) Other. The Philadelphia CBD segment includes properties located in the City of Philadelphia, Pennsylvania. The Pennsylvania Suburbs segment includes properties in Chester, Delaware, and Montgomery counties in the Philadelphia suburbs. The Austin, Texas segment includes properties in the City of Austin, Texas. The Metropolitan Washington, D.C. segment includes properties in the District of Columbia, Northern Virginia and southern Maryland. The Other segment includes properties located in Camden County in New Jersey and properties in New Castle County in Delaware. In addition to the five segments, the corporate group is responsible for cash and investment management, development of certain real estate properties during the construction period, and certain other general support functions. Land held for development and construction in progress is transferred to operating properties by region upon completion of the associated construction or project.

The following tables provide selected asset information and results of operations of the Company’s reportable segments for the three years ended December 31, 2018, 2017 and 2016 (in thousands):

Real estate investments, at cost:

	December 31, 2018	December 31, 2017	December 31, 2016
Philadelphia CBD	\$ 1,670,388	\$ 1,643,296	\$ 1,320,974
Pennsylvania Suburbs.....	1,004,537	958,796	1,005,446
Metropolitan Washington, D.C. (a).....	524,190	978,257	975,987
Austin, Texas (b)	667,698	163,653	146,794
Other	86,506	88,346	137,094
	<u>\$ 3,953,319</u>	<u>\$ 3,832,348</u>	<u>\$ 3,586,295</u>
Assets held for sale (c).....	-	-	73,591
Operating Properties	<u>\$ 3,953,319</u>	<u>\$ 3,832,348</u>	<u>\$ 3,659,886</u>
Corporate			
Construction-in-progress	\$ 150,263	\$ 121,188	\$ 297,462
Land held for development (d).....	\$ 86,401	\$ 98,242	\$ 150,970
Prepaid leasehold interests in land held for development, net (e).....	\$ 39,999	\$ -	\$ -

- (a) On December 20, 2018, the Company contributed a portfolio of eight properties containing an aggregate of 1,293,197 square feet, located in its Metropolitan Washington, D.C. segment, known as the Rockpoint Portfolio, to the Herndon Innovation Center Metro Portfolio Venture, LLC for a gross sales price of \$312.0 million. The Company and its partner own 15% and 85% interests in the Herndon Innovation Center Metro Portfolio Venture, LLC, respectively. The Herndon Innovation Center Metro Portfolio Venture, LLC funded the acquisition with \$265.2 million of cash, which was distributed to the Company at closing. After funding its share of closing costs and working capital contributions of \$2.2 million and \$0.6 million, respectively, the Company received \$262.4 million of cash proceeds at settlement. For further information related to this transaction, see the “*Herndon Innovation Center Metro Portfolio Venture, LLC*” section in Note 4, “*Investment in Unconsolidated Real Estate Ventures,*” for further information.
- (b) On December 11, 2018, the Company acquired from DRA Advisors its 50% ownership interest in the G&I Austin Office LLC real estate venture for an aggregate purchase price of \$535.1 million. The DRA Austin Venture owned twelve office properties containing an aggregate 1,570,123 square feet, located in Austin, Texas. As a result of the acquisition, the Company acquired complete ownership of the Austin Venture Portfolio. For further information related to this transaction, see the “*Acquisitions*” section in Note 3, “*Real Estate Investments.*”
- (c) As of December 31, 2016, three office properties in the Metropolitan Washington, D.C. segment and two office properties in the Other segment were classified as held for sale in accordance with applicable accounting standards for long-lived assets. See the “*2016*” section of Note 3, “*Real Estate Investments,*” for further information.

- (d) As of December 31, 2018, the Company classified 37.9 acres of land held for development, comprised of 2.7 acres and 35.2 acres, located in its Pennsylvania Suburbs segment and Other segment, respectively, as held for sale in accordance with applicable accounting standards for long lived assets. See Note 3, “Real Estate Investments,” for further information. As of December 31, 2017, the Company classified 13.1 acres of land held for development located in its Other segment as held for sale in accordance with applicable accounting standards for long lived assets.
- (e) As of December 31, 2018, this caption comprised leasehold interests in prepaid 99-year ground leases at 3025 and 3001-3003 JFK Boulevard, in Philadelphia, Pennsylvania. See Note 3, “Real Estate Investments,” for further information.

None of the above aforementioned sales or properties classified as held for sale are considered significant dispositions under the accounting guidance for discontinued operations.

	Years ended December 31,								
	2018			2017			2016		
	Total revenue	Operating expenses (a)	Net operating income (loss)	Total revenue	Operating expenses (a)	Net operating income	Total revenue	Operating expenses (a)	Net operating income
Philadelphia CBD	\$ 256,717	\$ (99,449)	\$ 157,268	\$ 226,673	\$ (88,818)	\$ 137,855	\$ 200,245	\$ (78,708)	\$ 121,537
Pennsylvania Suburbs	138,279	(49,357)	88,922	139,785	(47,769)	92,016	144,338	(49,208)	95,130
Metropolitan Washington, D.C.	90,308	(34,072)	56,236	92,024	(35,014)	57,010	99,781	(39,036)	60,745
Austin, Texas	38,665	(16,739)	21,926	34,301	(15,456)	18,845	34,585	(13,222)	21,363
Other	16,757	(11,888)	4,869	18,347	(11,749)	6,598	39,359	(23,204)	16,155
Corporate	3,619	(6,518)	(2,899)	9,363	(7,193)	2,170	7,155	(6,070)	1,085
Operating properties	<u>\$ 544,345</u>	<u>\$ (218,023)</u>	<u>\$ 326,322</u>	<u>\$ 520,493</u>	<u>\$ (205,999)</u>	<u>\$ 314,494</u>	<u>\$ 525,463</u>	<u>\$ (209,448)</u>	<u>\$ 316,015</u>

- (a) Includes property operating expense, real estate taxes and third party management expense.

Unconsolidated real estate ventures:

	Investment in real estate ventures, at equity			Equity in income (loss) of real estate venture		
	As of			Years ended December 31,		
	December 31, 2018	December 31, 2017	December 31, 2016	2018	2017	2016
Philadelphia CBD	\$ 19,897	\$ 39,939	\$ 48,691	\$ (105)	\$ 255	\$ (686)
Pennsylvania Suburbs	-	3,503	15,421	-	631	748
Metropolitan Washington, D.C. (a)	136,142	119,817	141,786	(15,065)	(5,044)	(6,293)
MAP Venture (b)	11,173	15,450	20,893	(2,155)	(3,443)	(4,218)
Other	1,888	1,939	1,654	407	285	814
Austin, Texas (c)	-	13,973	52,886	1,687	(990)	(1,868)
Total	<u>\$ 169,100</u>	<u>\$ 194,621</u>	<u>\$ 281,331</u>	<u>\$ (15,231)</u>	<u>\$ (8,306)</u>	<u>\$ (11,503)</u>

- (a) On December 20, 2018, the Company formed a joint venture with Rockpoint. See footnote (a) to the “Real estate investments, at cost” table above for further information regarding this transaction.
- (b) The MAP Venture represents a joint venture formed between the Company and MAP Ground Lease Holdings LLC, an affiliate of Och-Ziff Capital Management Group, LLC, on February 4, 2016. The MAP Venture’s business operations, including properties in Richmond, Virginia; Metropolitan Washington, D.C.; New Jersey/Delaware and Pennsylvania Suburbs, are centrally managed with the results reported to management of the Company on a consolidated basis. As a result, the investment in the MAP Venture is separately presented. All other unconsolidated real estate ventures are managed consistently with the Company’s regional segments.
- (c) See footnote (b) to the “Real estate investments, at cost” table above for further information regarding this transaction.

Net operating income (“NOI”) is a non-GAAP financial measure defined as total revenue less property operating expenses, real estate taxes and third party management expenses. Property operating expenses that are included in determining NOI consist of costs that are necessary and allocable to our operating properties such as utilities, property-level salaries, repairs and maintenance, property insurance, management fees and bad debt expense. General and administrative expenses that are not reflected in NOI primarily consist of corporate-level salaries, amortization of share awards and professional fees that are incurred as part of corporate office management. All companies may not calculate NOI in the same manner. NOI is the measure that is used by the Company to evaluate the operating performance of its real estate assets by segment. The Company believes NOI provides useful information to investors regarding the financial condition and results of operations because it reflects only those income and expense items that are incurred at

the property level. While NOI is a relevant and widely used measure of operating performance of real estate investment trusts, it does not represent cash flow from operations or net income as defined by GAAP and should not be considered as an alternative to those measures in evaluating our liquidity or operating performance. NOI does not reflect interest expenses, real estate impairment losses, depreciation and amortization costs, capital expenditures and leasing costs. The Company believes that net income (loss), as defined by GAAP, is the most appropriate earnings measure. The following is a reconciliation of consolidated net income (loss), as defined by GAAP, to consolidated NOI, (in thousands):

	<u>Years Ended December 31,</u>		
	<u>2018</u>	<u>2017</u>	<u>2016</u>
Net income.....	\$ 137,289	\$ 121,859	\$ 40,501
Plus:			
Interest expense	78,199	81,886	84,708
Interest expense - amortization of deferred financing costs	2,498	2,435	2,696
Interest expense - financing obligation...	-	-	679
Depreciation and amortization.....	174,259	179,357	189,676
General and administrative expenses.....	27,802	28,538	26,596
Equity in loss of Real Estate Ventures ...	15,231	8,306	11,503
Provision for impairment.....	71,707	3,057	40,517
Loss on early extinguishment of debt.....	105	3,933	66,590
Less:			
Interest income.....	4,703	1,113	1,236
Income tax (provision) benefit.....	(423)	628	-
Net gain on disposition of real estate.....	2,932	31,657	116,983
Net gain on sale of undepreciated real estate	3,040	953	9,232
Net gain on real estate venture transactions	142,233	80,526	20,000
Gain on promoted interest in unconsolidated real estate venture	28,283	-	-
Consolidated net operating income	<u>\$ 326,322</u>	<u>\$ 314,494</u>	<u>\$ 316,015</u>

18. OPERATING LEASES

The Company leases properties to tenants under operating leases with various expiration dates extending to 2082. Minimum future rentals on non-cancelable leases at December 31, 2018 are as follows (in thousands):

<u>Year</u>	<u>Minimum Rent</u>
2019	\$ 392,058
2020	372,619
2021	349,160
2022	304,445
2023	277,388
Thereafter	1,265,810

Total minimum future rentals presented above do not include amounts to be received as tenant reimbursements for operating costs.

19. COMMITMENTS AND CONTINGENCIES

Legal Proceedings

The Company is involved from time to time in litigation on various matters, including disputes with tenants, disputes with vendors, employee disputes and disputes arising out of agreements to purchase or sell properties or joint ventures or disputes relating to state and local taxes. Given the nature of the Company's business activities, these lawsuits are considered routine to the conduct of its business. The result of any particular lawsuit cannot be predicted, because of the very nature of litigation, the litigation process and its adversarial nature, and the jury system. The Company will establish reserves for specific legal proceedings when it determines that the likelihood of an unfavorable outcome is probable and when the amount of loss is reasonably estimable. The Company does not expect that the liabilities, if any, that may ultimately result from such legal actions will have a material adverse effect on the consolidated financial position, results of operations or cash flows of the Company.

Letters-of-Credit

Under certain mortgages, the Company has funded required leasing and capital reserve accounts for the benefit of the mortgage lenders with letters-of-credit. There were no associated letters-of-credit for a mortgage lender on December 31, 2018. Certain of the tenant rents at properties that secure these mortgage loans are deposited into the loan servicer's depository accounts, which are used to fund debt service, operating expenses, capital expenditures and the escrow and reserve accounts, as necessary. Any excess cash is included in cash and cash equivalents.

Environmental

As an owner of real estate, the Company is subject to various environmental laws of federal, state, and local governments. The Company's compliance with existing laws has not had a material adverse effect on its financial condition and results of operations, and the Company does not believe it will have a material adverse effect in the future. However, the Company cannot predict the impact of unforeseen environmental contingencies or new or changed laws or regulations on its current Properties or on properties that the Company may acquire.

Ground Rent

Future minimum rental payments under the terms of all non-cancellable ground leases under which the Company is the lessee are expensed on a straight-line basis regardless of when payments are due. The Company's ground leases have remaining lease terms ranging from 10 to 66 years. Minimum future rental payments on non-cancelable leases at December 31, 2018 are as follows (in thousands):

<u>Year</u>	<u>Minimum Rent</u>
2019	\$ 1,222
2020	1,222
2021	1,222
2022	1,222
2023	1,222
Thereafter	55,689
Total	<u>\$ 61,799</u>

The Company obtained ground tenancy rights related to three properties in Philadelphia, Pennsylvania, which provide for contingent rent participation by the lessor in certain capital transactions and net operating cash flows of the properties after certain returns are achieved by the Company. Such amounts, if any, will be reflected as contingent rent when incurred. The leases also provide for payment by the Company of certain operating costs relating to the land, primarily real estate taxes. The above schedule of future minimum rental payments does not include any contingent rent amounts or any reimbursed expenses.

Fair Value of Contingent Consideration

On April 2, 2015, the Company purchased 618 Market Street in Philadelphia, Pennsylvania. The allocated purchase price included contingent consideration of \$2.0 million payable to the seller upon commencement of development. The liability was recorded at a fair value of \$1.6 million and will accrete through interest expense to \$2.0 million over the expected period until development is commenced. The fair value of this contingent consideration was determined using a probability weighted discounted cash flow model. The significant inputs to the discounted cash flow model were the discount rate and weighted probability scenarios. As the inputs are unobservable, the Company determined the inputs used to value this liability fall within Level 3 for fair value reporting. As of December 31, 2018, the liability had accreted to \$1.9 million. As there were no significant changes to the inputs, the liability remains within Level 3 for fair value reporting.

Debt Guarantees

As of December 31, 2018, the Company's unconsolidated real estate ventures had aggregate indebtedness of \$370.3 million. These loans are generally mortgage or construction loans, most of which are non-recourse to the Company, except for customary carve-outs. As of December 31, 2018, the loans for which there is recourse to the Company consist of the following: (i) a \$0.3 million payment guarantee on a loan with a \$3.8 million outstanding principal balance, provided to PJP VII and (ii) up to a \$41.3 million payment guarantee on a \$150.0 million construction loan provided to 4040 Wilson. In addition, during construction undertaken by real estate ventures, including 4040 Wilson, the Company has provided and expects to continue to provide cost overrun and completion guarantees, with rights of contribution among partners or members in the real estate ventures, as well as customary environmental indemnities and guarantees of customary exceptions to nonrecourse provisions in loan agreements.

Other Commitments or Contingencies

On October 13, 2017, the Company acquired a leasehold interest in the office building known as The Bulletin Building, in Philadelphia, Pennsylvania. See Note 3, "Real Estate Investments," for further information. In connection with the acquisition, the Company is required to spend no less than \$8.0 million in capital improvements to the property. As of December 31, 2018, \$1.2 million of the funding related to this requirement had been met. The Company estimates that it will incur \$37.3 million in excess of this funding requirement and expects to complete the redevelopment of The Bulletin Building during the second quarter of 2020 at an estimated aggregate cost of \$83.1 million, inclusive of the acquisition cost of \$37.8 million.

Also on October 13, 2017, the Company acquired a leasehold interest in the land parcel at 3001 Market Street in Philadelphia, Pennsylvania ("Drexel Square"). During the fourth quarter of 2017, the Company broke ground on the construction of a public park on the site, marking the commencement of construction of its Schuylkill Yards Project with Drexel. Under the terms of the Development Agreement with Drexel, the Company has until July 2019 to complete development of Drexel Square. If the Company is unable to complete such development within this timeframe, it may be subject to damages under the Development Agreement. As of December 31, 2018, the project is substantially complete.

During the fourth quarter of 2017, in connection with the Schuylkill Yards Project, the Company entered into a neighborhood engagement program and, as of December 31, 2018, had \$2.7 million of future contractual obligations. In addition, the Company estimates \$0.6 million of potential additional contributions for which the Company is not currently contractually obligated.

As part of the Company's September 2004 acquisition of a portfolio of properties from The Rubenstein Company (which the Company refers to as the "TRC acquisition"), the Company acquired its interest in Two Logan Square, a 708,844 square foot office building in Philadelphia, primarily through its ownership of a second and third mortgage secured by this property. This property is consolidated, as the borrower is a variable interest entity and the Company, through its ownership of the second and third mortgages, is the primary beneficiary. The Company currently does not expect to take title to Two Logan Square until, at the earliest, on or about August 2020. If the Company takes fee title to Two Logan Square upon foreclosure of its mortgage, the Company has agreed to pay an unaffiliated third party that holds a residual interest in the fee owner of this property an amount equal to \$2.9 million. On the TRC acquisition date, the Company recorded a liability of \$0.7 million and this amount will accrete up to \$2.9 million through January 2020. As of December 31, 2018, the Company had a balance of \$2.7 million for this liability in its consolidated balance sheets.

As part of the Company's 2006 merger with Prentiss Properties Trust ("Prentiss"), the 2004 TRC acquisition and several of our other transactions, the Company agreed not to sell certain of the properties it acquired in transactions that would trigger taxable income to the former owners. In the case of the TRC acquisition, the Company agreed not to sell acquired properties in non-exempt transactions for periods up to 15 years from the date of the TRC acquisition as follows at December 31, 2018: One Logan Square, Two Logan Square and Radnor Corporate Center (January 2020). The Company subsequently agreed to extend the no-sale period applicable to

Two Logan Square to on or about August 2020. In the Prentiss acquisition, the Company assumed the obligation of Prentiss not to sell Concord Airport Plaza before March 2018. The Company's agreements generally provide that it may dispose of the subject properties only in transactions that qualify as tax-free exchanges under Section 1031 of the Internal Revenue Code or in other tax deferred transactions. On February 2, 2017, the Company completed the disposition of Concord Airport Plaza in a transaction that qualified as a tax-free exchange under Section 1031 of the Internal Revenue Code. See Note 3, "Real Estate Investments," for further information. If the Company were to sell a restricted property before the expiration of the restricted period in a non-exempt transaction, the Company may be required to make significant payments to the parties who sold the applicable property on account of tax liabilities attributed to them. Similarly, as part of the 2013 acquisition of substantially all of the equity interests in the partnerships that own One and Two Commerce Square, the Company agreed, for the benefit of affiliates of the holder of the 1% residual ownership interest in these properties, to not sell these two properties in certain taxable transactions prior to October 20, 2021 without the holder's consent.

As part of the Company's acquisition of properties from time to time in tax-deferred transactions, the Company has agreed to provide certain of the prior owners of the acquired properties with the right to guarantee the Company's indebtedness. If the Company were to seek to repay the indebtedness guaranteed by the prior owner before the expiration of the applicable agreement, the Company would be required to provide the prior owner an opportunity to guaranty qualifying replacement debt. These debt maintenance agreements may limit the Company's ability to refinance indebtedness on terms favorable to the Company. As part of our 2013 acquisition of substantially all of the equity interests in the partnerships that own One and Two Commerce Square, the Company agreed, for the benefit of affiliates of the holder of the 1% residual ownership interest in these properties, to maintain qualifying mortgage debt through October 20, 2021, in the amounts of not less than \$125.0 million on One Commerce Square and \$100.0 million on Two Commerce Square. Similarly, the Company has agreements in place with other contributors of assets that obligate it to maintain debt available for them to guaranty.

The Company invests in its properties and regularly incurs capital expenditures in the ordinary course of business to maintain the properties. The Company believes that such expenditures enhance its competitiveness. The Company also enters into construction, utility and service contracts in the ordinary course of business which may extend beyond one year. These contracts typically provide for cancellation with insignificant or no cancellation penalties.

20. SUBSEQUENT EVENTS

On January 3, 2019, the Board of Trustees authorized the repurchase of up to \$150.0 million common shares from and after January 3, 2019. During January 2019, the Company repurchased and retired 1,337,169 common shares at an average price of \$12.92 per share, totaling \$17.3 million.

21. SUMMARY OF QUARTERLY RESULTS (UNAUDITED)

The following is a summary of quarterly financial information as of and for the years ended December 31, 2018 and 2017 (in thousands, except per share data):

	Brandywine Realty Trust			
	1st Quarter	2nd Quarter	3rd Quarter	4th Quarter
2018				
Total revenue	\$ 136,358	\$ 133,786	\$ 134,998	\$ 139,203 (b)
Net income (loss)	44,705	13,136	(43,262) (a)	122,710 (c)
Net income (loss) allocated to Common Shares	44,215	12,920	(43,003)	121,823
Basic earnings (loss) per Common Share	\$ 0.25	\$ 0.07	\$ (0.24)	\$ 0.68
Diluted earnings (loss) per Common Share	\$ 0.25	\$ 0.07	\$ (0.24)	\$ 0.68
2017				
Total revenue	\$ 130,920	\$ 127,791	\$ 128,438	\$ 133,344
Net income	21,271	7,698	19,046	73,844
Net income allocated to Common Shares	19,278	4,092	18,803	73,137
Basic earnings per Common Share	\$ 0.11	\$ 0.02	\$ 0.11	\$ 0.42
Diluted earnings per Common Share	\$ 0.11	\$ 0.02	\$ 0.11	\$ 0.41

The summation of quarterly earnings per share amounts does not necessarily equal the full year amounts due to rounding.

(a) The decrease in third quarter net income primarily relates to a \$56.9 million impairment charge which related to eight office properties in the Company's Metropolitan Washington, D.C. segment. See Note 3, "Real Estate Investments," for further information.

- (b) The increase in fourth quarter revenues primarily relates to the acquisition of the Austin Portfolio, located in Austin, Texas, on December 11, 2018. See Note 3, "Real Estate Investments," for further information on this transaction.
- (c) The increase in net income for the fourth quarter primarily relates to gains of \$103.8 million and \$28.3 million, recorded in the "Net gain on real estate venture transactions" and "Gain on promoted interest in unconsolidated real estate venture" captions within the Company's consolidated statements of operations, respectively, from the Austin Portfolio transaction. For further details, see Note 3, "Real Estate Investments."

Brandywine Operating Partnership, L.P.

	1st Quarter	2nd Quarter	3rd Quarter	4th Quarter	
2018					
Total revenue	\$ 136,358	\$ 133,786	\$ 134,998	\$ 139,203	(b)
Net income (loss)	44,705	13,136	(43,262)	122,710	(c)
Net income (loss) attributable to Common Partnership Unitholders	44,586	13,029	(43,362)	122,612	
Basic earnings (loss) per Common Partnership Unit	\$ 0.25	\$ 0.07	\$ (0.24)	\$ 0.68	
Diluted earnings (loss) per Common Partnership Unit	\$ 0.25	\$ 0.07	\$ (0.24)	\$ 0.68	
2017					
Total revenue	\$ 130,920	\$ 127,791	\$ 128,438	\$ 133,344	
Net income	21,271	7,698	19,046	73,844	
Net income attributable to Common Partnership Unitholders	19,442	4,129	18,961	73,758	
Basic earnings per Common Partnership Unit	\$ 0.11	\$ 0.02	\$ 0.11	\$ 0.42	
Diluted earnings per Common Partnership Unit	\$ 0.11	\$ 0.02	\$ 0.11	\$ 0.41	

The summation of quarterly earnings per share amounts does not necessarily equal the full year amounts due to rounding.

- (a) (a) The decrease in third quarter net income primarily relates to a \$56.9 million impairment charge which related to eight office properties in the Company's Metropolitan Washington, D.C. segment. See Note 3, "Real Estate Investments," for further information.
- (b) The increase in fourth quarter revenues primarily relates to the acquisition of the Austin Portfolio, located in Austin, Texas, on December 11, 2018. See Note 3, "Real Estate Investments," for further information on this transaction.
- (c) The increase in net income for the fourth quarter primarily relates to gains of \$103.8 million and \$28.3 million, recorded in the "Net gain on real estate venture transactions" and "Gain on promoted interest in unconsolidated real estate venture" captions within the Company's consolidated statements of operations, respectively, from the Austin Portfolio transaction. For further details, see Note 3, "Real Estate Investments."

Brandywine Realty Trust and Brandywine Operating Partnership, L.P.
Schedule II
Valuation and Qualifying Accounts
(in thousands)

Description	Balance at Beginning of Year	Additions	Deductions (1)	Balance at End of Year
Allowance for doubtful accounts:				
Year-ended December 31, 2018.....	\$ 17,112	\$ 1,775	\$ 5,968	\$ 12,919
Year-ended December 31, 2017.....	\$ 16,116	\$ 1,912	\$ 916	\$ 17,112
Year-ended December 31, 2016.....	\$ 16,178	\$ 2,207	\$ 2,269	\$ 16,116

(1) Deductions represent amounts that the Company had fully reserved for in prior years and for which the pursuit of collection of such amounts was ceased during the year.

BRANDYWINE REALTY TRUST AND BRANDYWINE OPERATING PARTNERSHIP, L.P.

Schedule III

Real Estate and Accumulated Depreciation — December 31, 2018
(in thousands)

Property Name	City	State	Encumbrances (a)	Initial Cost			Net Improvements (Retirements) Since Acquisition	Gross Amount Which Carried December 31, 2018			Year of Construction	Year Acquired	Depreciable Life
				Land	Building & Improvements	Improvements (Retirements) Since Acquisition		Land	Building & Improvements	Total (b)			
PENNSYLVANIA SUBURBS													
400 Berwyn Park.....	Berwyn	PA	-	2,657	4,462	12,985	2,657	\$ 17,447	20,104.00	8,060	1999	1999	40
300 Berwyn Park.....	Berwyn	PA	-	2,206	13,422	3,331	4,241	\$ 16,753	18,959.00	9,777	1989	1989	40
1050 Westlakes Drive.....	Berwyn	PA	-	2,611	10,445	2,416	4,222	\$ 12,861	15,472.00	5,990	1984	1999	40
1200 Swedesford Road.....	Berwyn	PA	-	2,595	11,809	2,18	2,770	\$ 12,027	14,622.00	6,211	1994	2001	40
200 Berwyn Park.....	Berwyn	PA	-	1,533	9,460	2,074	2,772	\$ 11,534	13,067.00	6,586	1987	1997	40
1180 Swedesford Road.....	Berwyn	PA	-	2,086	8,342	3,110	2,773	\$ 11,452	13,538.00	5,496	1987	2001	40
100 Berwyn Park.....	Berwyn	PA	-	1,180	7,290	1,636	2,168	\$ 8,926	10,106.00	5,012	1986	1997	40
1160 Swedesford Road.....	Berwyn	PA	-	1,781	7,124	6,831	2,045	\$ 13,691	15,736.00	5,864	1986	2001	40
1100 Cassett Road.....	Berwyn	PA	-	1,695	6,779	1,662	1,695	\$ 8,441	10,136.00	3,714	1997	2001	40
Six Tower Bridge (181 Washington Street).....	Conshohocken	PA	-	6,927	14,722	2,448	6,237	\$ 17,860	24,097.00	2,920	1999	2013	40
52 Swedesford Square.....	East Whiteland Twp.	PA	-	4,241	16,579	5,418	4,241	\$ 21,997	26,238.00	10,712	1988	1998	40
640 Freedom Business Center.....	King Of Prussia	PA	-	16,891	4,222	4,827	4,222	\$ 21,718	25,940.00	11,254	1991	1998	40
620 Freedom Business Center.....	King Of Prussia	PA	-	2,770	11,014	2,147	2,770	\$ 13,161	15,931.00	6,925	1986	1998	40
1000 First Avenue.....	King Of Prussia	PA	-	2,772	10,936	3,660	2,772	\$ 14,596	17,368.00	7,255	1998	1998	40
1060 First Avenue.....	King Of Prussia	PA	-	2,712	10,953	3,539	2,712	\$ 14,492	17,204.00	7,111	1987	1998	40
630 Freedom Business Center Drive.....	King Of Prussia	PA	-	2,773	11,144	3,592	2,773	\$ 14,736	17,509.00	7,517	1989	1998	40
1020 First Avenue.....	King Of Prussia	PA	-	2,168	8,576	3,939	2,168	\$ 12,515	14,683.00	6,004	1984	1998	40
1040 First Avenue.....	King Of Prussia	PA	-	2,860	11,282	5,037	2,860	\$ 16,319	19,179.00	7,941	1985	1998	40
610 Freedom Business Center Drive.....	King Of Prussia	PA	-	2,017	8,070	2,547	2,017	\$ 10,617	12,634.00	5,319	1985	1998	40
650 Park Avenue.....	King Of Prussia	PA	-	1,916	4,378	1,357	1,916	\$ 5,735	7,651.00	3,418	1968	1998	40
600 Park Avenue.....	King Of Prussia	PA	-	1,012	4,048	385	1,012	\$ 4,433	5,445.00	2,527	1964	1998	40
933 First Avenue.....	King Of Prussia	PA	-	3,127	20,794	(1,125)	3,127	\$ 19,669	22,796.00	1,345	2017	N/A	40
500 North Gulph Road.....	King Of Prussia	PA	-	1,303	5,201	18,777	1,303	\$ 23,978	25,281.00	82	1979	1996	40
401 Plymouth Road.....	Plymouth Meeting	PA	-	6,199	16,131	16,184	6,199	\$ 32,315	38,514.00	14,477	2001	2000	40
Metroplex (4000 Chemical Road).....	Plymouth Meeting	PA	-	4,373	24,546	452	4,373	\$ 24,998	29,371.00	6,941	2007	2001	40
610 West Germantown Pike.....	Plymouth Meeting	PA	-	3,651	14,514	3,313	3,651	\$ 17,827	21,478.00	7,996	1987	2002	40
600 West Germantown Pike.....	Plymouth Meeting	PA	-	3,652	15,288	2,377	3,652	\$ 17,665	21,317.00	7,422	1986	2002	40
630 West Germantown Pike.....	Plymouth Meeting	PA	-	3,558	14,743	2,522	3,558	\$ 17,265	20,823.00	7,157	1988	2002	40
620 West Germantown Pike.....	Plymouth Meeting	PA	-	3,572	14,435	1,561	3,572	\$ 15,996	19,568.00	6,517	1990	2002	40
660 West Germantown Pike.....	Plymouth Meeting	PA	-	3,694	5,487	20,715	5,405	\$ 24,491	29,896.00	5,636	1987	2012	30
351 Plymouth Road.....	Plymouth Meeting	PA	-	1,043	555	-	1,043	\$ 555	1,598.00	191	N/A	2000	40
150 Radnor Chester Road.....	Radnor	PA	-	11,925	36,986	9,273	11,897	\$ 46,287	58,184.00	20,332	1983	2004	29
One Radnor Corporate Center.....	Radnor	PA	-	7,323	28,613	23,155	7,323	\$ 51,768	59,091.00	28,913	1998	2004	29
201 King of Prussia Road.....	Radnor	PA	-	8,956	29,811	3,064	8,949	\$ 32,882	41,831.00	18,605	2001	2004	25
555 Lancaster Avenue.....	Radnor	PA	-	8,014	16,508	19,201	8,609	\$ 35,114	43,723.00	16,532	1973	2004	24
Four Radnor Corporate Center.....	Radnor	PA	-	5,406	21,390	12,918	5,705	\$ 34,009	39,714.00	14,908	1995	2004	30
Five Radnor Corporate Center.....	Radnor	PA	-	6,506	25,525	5,887	6,578	\$ 31,340	37,918.00	11,579	1998	2004	38
Three Radnor Corporate Center.....	Radnor	PA	-	4,773	17,961	1,372	4,791	\$ 19,315	24,106.00	9,731	1998	2004	29
Two Radnor Corporate Center.....	Radnor	PA	-	3,957	15,484	3,402	3,942	\$ 18,881	22,823.00	9,359	1998	2004	29
130 Radnor Chester Road.....	Radnor	PA	-	2,573	8,338	3,188	2,567	\$ 11,532	14,099.00	6,206	1983	2004	25
170 Radnor Chester Road.....	Radnor	PA	-	2,514	8,147	2,165	2,509	\$ 10,317	12,826.00	4,210	1983	2004	25
200 Radnor Chester Road.....	Radnor	PA	-	3,366	-	3,572	3,366	\$ 3,572	6,938.00	636	2014	2005	40
101 West Elm Street.....	W. Conshohocken	PA	-	6,251	25,209	3,633	6,251	\$ 28,842	35,093.00	9,723	1999	2005	40
1 West Elm Street.....	W. Conshohocken	PA	-	3,557	14,249	3,372	3,557	\$ 17,621	21,178.00	5,673	1999	2005	40
Four Tower Bridge (200 Barr Harbor Drive).....	W. Conshohocken	PA	9,526	6,000	14,734	19	6,000	\$ 14,753	20,753.00	369	1998	2018	40

Gross Amount Which Carried December 31, 2018

Initial Cost

Property Name	City	State	Encumbrances (a)	Net		Land	Building & Improvements	Improvements (Retirements) Since Acquisition	Gross Amount Which Carried December 31, 2018			Year of Construction	Year Acquired	Depreciable Life
				Land	Building & Improvements				Total (b)	Accumulated Depreciation at December 31, 2018 (c)				
PHILADELPHIA CBD														
Cira Centre (2929 Arch Street)	Philadelphia	PA	-	-	208,570	(13,907)	12,586	\$ 182,077	194,663.00	65,851	2005	N/A	40	
Three Logan Square (1717 Arch Street)	Philadelphia	PA	-	-	98,188	63,532	25,195	\$ 136,525	161,720.00	34,908	1990	2010	40	
Two Commerce Square (2001 Market Street)	Philadelphia	PA	110,518	15,323	120,200	24,144	15,323	\$ 144,344	159,667.00	22,184	1992	2013	40	
One Logan Square (130 North 18th Street)	Philadelphia	PA	-	14,496	107,736	28,657	14,473	\$ 136,416	150,889.00	56,850	1998	2004	34	
Two Logan Square (100 North 18th Street)	Philadelphia	PA	82,805	16,066	100,255	19,053	16,066	\$ 119,308	135,374.00	45,211	1988	2004	36	
One Commerce Square (2005 Market Street)	Philadelphia	PA	120,183	15,161	105,021	27,997	15,160	\$ 133,019	148,179.00	19,848	1987	2013	40	
Cira Centre South Garage (129 South 30th Street)	Philadelphia	PA	-	-	76,008	14,183	-	\$ 90,191	90,191.00	17,015	2010	N/A	40	
1900 Market Street	Philadelphia	PA	-	7,768	17,263	51,364	7,768	\$ 68,627	76,395.00	11,327	1981	2012	30	
3020 Market Street	Philadelphia	PA	-	-	21,417	8,100	-	\$ 29,517	29,517.00	9,013	1959	2011	26	
The Lift at Juniper Street (101 - 103 Juniper Street)	Philadelphia	PA	-	-	14,401	(14,401)	-	\$ -	-	-	2010	2006	40	
618-634 Market Street (d)	Philadelphia	PA	-	13,365	5,791	1,952	13,365	\$ 7,743	21,108.00	4,601	1966	2015	5	
FMC Tower at Cira Centre South (2929 Walnut Street)	Philadelphia	PA	-	-	400,294	12,964	-	\$ 413,258	413,258.00	31,439	2016	N/A	40	
2100 Market Street (e)	Philadelphia	PA	-	18,827	-	6,594	18,854	\$ 6,567	25,421.00	547	N/A	2015	40	
3000 Market Street (f)	Philadelphia	PA	-	18,924	13,080	600	18,924	\$ 13,680	32,604.00	1,720	1937	2017	12	
The Bulletin Building (3025 Market Street (f))	Philadelphia	PA	-	-	24,377	6,968	-	\$ 31,345	31,345.00	978	1953	2017	40	
3001-3003 JFK Boulevard (h)	Philadelphia	PA	-	-	-	78	-	\$ 78	78.00	2	N/A	2018	N/A	
3025 JFK Boulevard (h)	Philadelphia	PA	-	-	-	-	-	\$ -	-	-	N/A	2018	N/A	
METROPOLITAN WASHINGTON, D.C.														
6600 Rockledge Drive	Bethesda	MD	-	-	37,421	9,349	-	\$ 46,770	46,770.00	13,469	1981	2006	50	
2340 Dulles Corner Boulevard	Hemdon	VA	-	-	97,538	82,248	16,129	\$ 66,119	82,248.00	20,429	1987	2006	40	
1676 International Drive	McLean	VA	-	18,437	33,964	3,412	18,785	\$ 100,602	119,387.00	25,864	1999	2006	55	
8260 Greensboro Drive	McLean	VA	-	7,952	31,110	4,559	8,102	\$ 38,373	46,475.00	10,083	1980	2006	52	
2273 Research Boulevard	Rockville	MD	-	5,167	29,668	4,538	5,237	\$ 35,578	40,815.00	10,624	1999	2006	45	
2275 Research Boulevard	Rockville	MD	-	5,059	26,952	8,034	5,154	\$ 37,607	42,761.00	12,388	1990	2006	45	
2277 Research Boulevard	Rockville	MD	-	4,649	47,817	18,854	4,733	\$ 45,722	50,455.00	14,723	1986	2006	45	
1900 Gallows Road	Vienna	VA	-	7,797	30,885	(2,381)	5,566	\$ 47,667	53,233.00	19,418	1989	2006	52	
8521 Leesburg Pike	Vienna	VA	-	4,316	22,702	6,826	4,397	\$ 37,630	42,027.00	11,046	1984	2006	51	
AUSTIN, TX														
11501 Burnet Road - Building 1	Austin	TX	-	3,755	16,305	117	3,755	\$ 22,819	26,574.00	2,489	1991	2015	35	
11501 Burnet Road - Building 2	Austin	TX	-	2,732	22,348	1,562	2,732	\$ 17,867	20,599.00	2,268	1991	2015	35	
11501 Burnet Road - Building 3	Austin	TX	-	3,688	15,740	115	3,688	\$ 22,463	26,151.00	2,449	1991	2015	35	
11501 Burnet Road - Building 4	Austin	TX	-	2,614	22,354	81	2,614	\$ 15,821	18,435.00	1,725	1991	2015	35	
11501 Burnet Road - Building 5	Austin	TX	-	3,689	15,972	115	3,689	\$ 22,469	26,158.00	2,450	1991	2015	35	
11501 Burnet Road - Building 6 (g)	Austin	TX	-	2,676	7,422	13,396	2,676	\$ 29,368	32,044.00	1,387	1991	2015	40	
11501 Burnet Road - Building 8	Austin	TX	-	1,400	19,826	100	1,400	\$ 7,522	8,922.00	828	1991	2015	35	
11501 Burnet Road - Parking Garage ... One Barton Skyway (1501 South MoPac Expressway)	Austin	TX	-	-	47,670	102	10,495	\$ 47,632	58,127.00	103	1999	2018	40	
Two Barton Skyway (1601 South MoPac Expressway)	Austin	TX	-	10,849	53,868	(39)	10,848	\$ 53,829	64,677.00	116	2000	2018	40	
Three Barton Skyway (1221 South MoPac Expressway)	Austin	TX	-	10,374	47,624	(39)	10,373	\$ 47,586	57,959.00	100	2001	2018	40	
Four Barton Skyway (1301 South MoPac Expressway)	Austin	TX	-	13,301	57,041	(40)	13,300	\$ 57,002	70,302.00	121	2001	2018	40	

Gross Amount Which Carried December 31, 2018

Initial Cost

Property Name	City	State	Encumbrances (a)	Initial Cost		Net Improvements (Retirements) Since Acquisition	Gross Amount Which Carried December 31, 2018		Accumulated Depreciation at December 31, 2018 (c)	Year of Construction	Year Acquired	Depreciable Life
				Land	Building & Improvements		Land	Building & Improvements				
Four Points Centre (11305 Four Points Drive).....	Austin	TX	-	7,800	43,581	(40)	7,800	\$ 43,541	91	2008	2018	40
River Place - Building 1 (6500 River Place Boulevard).....	Austin	TX	-	2,004	17,680	(39)	2,004	\$ 17,641	36	2000	2018	40
River Place - Building 2 (6500 River Place Boulevard).....	Austin	TX	-	3,137	29,254	(40)	3,137	\$ 29,214	61	2000	2018	40
River Place - Building 3 (6500 River Place Boulevard).....	Austin	TX	-	3,064	26,705	(40)	3,064	\$ 26,665	56	2000	2018	40
River Place - Building 4 (6500 River Place Boulevard).....	Austin	TX	-	2,273	18,617	(39)	2,273	\$ 18,578	39	2000	2018	40
River Place - Building 5 (6500 River Place Boulevard).....	Austin	TX	-	1,752	14,315	(39)	1,752	\$ 14,276	30	2001	2018	40
River Place - Building 6 (6500 River Place Boulevard).....	Austin	TX	-	1,598	12,945	(39)	1,598	\$ 12,906	27	2001	2018	40
River Place - Building 7 (6500 River Place Boulevard).....	Austin	TX	-	1,801	16,486	(39)	1,801	\$ 16,447	35	2002	2018	40
Quarry Lake II (4516 Seton Center Parkway).....	Austin	TX	-	3,970	30,546	604	3,867	\$ 31,253	-	1998	2018	40
OTHER												
10 Foster Avenue.....	Gibbsboro	NJ	-	244	971	69	244	\$ 1,040	597	1983	1997	40
7 Foster Avenue.....	Gibbsboro	NJ	-	231	921	31	231	\$ 952	522	1983	1997	40
2 Foster Avenue.....	Gibbsboro	NJ	-	185	730	11	185	\$ 741	741	1974	1997	40
4 Foster Avenue.....	Gibbsboro	NJ	-	183	726	6	183	\$ 732	732	1974	1997	40
1 Foster Avenue.....	Gibbsboro	NJ	-	93	364	8	93	\$ 372	372	1972	1997	40
5 U.S. Avenue.....	Gibbsboro	NJ	-	21	81	2	21	\$ 83	59	1987	1997	40
5 Foster Avenue.....	Gibbsboro	NJ	-	9	32	3	9	\$ 35	25	1968	1997	40
Main Street - Plaza 1000.....	Voorhees	NJ	-	2,732	10,942	376	2,732	\$ 11,318	11,064	1988	1997	40
Main Street - Piazza.....	Voorhees	NJ	-	696	2,802	3,701	705	\$ 6,494	3,124	1990	1997	40
Main Street - Promenade.....	Voorhees	NJ	-	532	2,052	405	532	\$ 2,457	1,445	1988	1997	40
920 North King Street.....	Wilmington	DE	-	6,141	21,140	7,969	6,141	\$ 29,109	11,593	1989	2004	30
300 Delaware Avenue.....	Wilmington	DE	-	6,369	13,739	1,991	6,369	\$ 15,729	8,202	1989	2004	23
Total:			\$ 323,032	\$ 453,723	\$ 2,863,832	\$ 635,764	\$ 508,363	\$ 3,444,955	\$ 865,462			

(a) Excludes the effect of any net interest premium/(discount) and deferred financing costs.

(b) Reconciliation of Real Estate:

The following table reconciles the real estate investments from January 1, 2016 to December 31, 2018 (in thousands):

	2018	2017	2016
Balance at beginning of year	\$ 3,832,348	\$ 3,659,886	\$ 4,487,588
Additions:			
Acquisitions	509,654	62,586	-
Capital expenditures and assets placed into service	129,274	356,857	213,996
Less:			
Dispositions/impairments/placed into redevelopment.....	(469,441)	(189,395)	(962,676)
Retirements	(48,516)	(57,586)	(79,022)
Balance at end of year.....	<u>\$ 3,953,319</u>	<u>\$ 3,832,348</u>	<u>\$ 3,659,886</u>
Less:			
Assets held for sale	-	-	(73,591)
Per consolidated balance sheet	<u>\$ 3,953,319</u>	<u>\$ 3,832,348</u>	<u>\$ 3,586,295</u>

The aggregate cost for federal income tax purposes is \$3.3 billion as of December 31, 2018.

(c) Reconciliation of Accumulated Depreciation:

The following table reconciles the accumulated depreciation on real estate investments from January 1, 2016 to December 31, 2018 (in thousands):

	2018	2017	2016
Balance at beginning of year	\$ 895,091	\$ 885,392	\$ 1,080,616
Additions:			
Depreciation expense.....	135,473	135,822	131,859
Less:			
Dispositions/impairments/placed into redevelopment.....	(117,589)	(74,178)	(250,110)
Retirements	(47,513)	(51,945)	(76,973)
Balance at end of year.....	<u>\$ 865,462</u>	<u>\$ 895,091</u>	<u>\$ 885,392</u>
Less:			
Assets held for sale	-	-	(32,916)
Per consolidated balance sheet	<u>\$ 865,462</u>	<u>\$ 895,091</u>	<u>\$ 852,476</u>

(d) At acquisition it was determined that the useful life of the parking structure is five years, which reflects the expected demolition date.

(e) Building and improvements consists of capital improvements, which are depreciated over the lease term.

(f) Reflects original construction date. Significant improvements were made to 3000 Market Street in 1988 and The Bulletin Building in 2012.

(g) The property was partially placed into service during 2017.

(h) Represent leasehold interests in two land parcels, each acquired through prepaid 99-year ground leases.

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James C. Diggs

Retired Senior Vice President and General Counsel, PPG Industries, Inc.

- Chair of Compensation Committee
- Member of Audit Committee

Wyche Fowler

Former U.S. Senator and U.S. Ambassador, Saudi Arabia

- Member of Compensation Committee
- Member of Corporate Governance Committee

H. Richard Haverstick, Jr.

Retired Managing Partner, Ernst & Young LLP

- Chair of Audit Committee

Terri A Herubin

Managing Director, Portfolio Management, Greystar

- Member of Audit Committee

Michael J. Joyce

Retired New England Managing Partner, Deloitte & Touche USA LLP

- Chair of Board
- Member of Compensation Committee
- Member of Executive Committee
- Member of Audit Committee
- Member of Corporate Governance Committee

Anthony A. Nichols, Sr.

Chairman Emeritus, Brandywine Realty Trust

- Member of Corporate Governance Committee

BOARD OF TRUSTEES

Charles P. Pizzi

Retired President and Chief Executive Officer, Tasty Baking Company

- Chair of Corporate Governance Committee
- Member of Compensation Committee

Gerard H. Sweeney

President and Chief Executive Officer, Brandywine Realty Trust

- Chair of Executive Committee

CERTIFICATIONS

The Company's Chief Executive Officer has submitted to the New York Stock Exchange the annual certification required by Section 303A.12(a) of the NYSE Company Manual. In addition, the Company has filed with the Securities and Exchange Commission as exhibits to its Form 10-K for the fiscal year ended December 31, 2018, the certifications of its Chief Executive Officer and Chief Financial Officer required pursuant to Section 302 of the Sarbanes-Oxley Act relating to the quality of its public disclosure.

DISTRIBUTION INFORMATION

The Company is required to distribute at least 90% of its taxable income to maintain its status as a real estate investment trust. Total distributions paid in 2018 were \$0.72 per common share. Although the Company expects to continue making distributions to shareholders, there is no assurance of future distributions, as they are dependent upon earnings, cash flow, the financial condition of the Company and other factors.

INCOME TAX INFORMATION

Each common shareholder should have received a Form 1099-DIV reflecting the distributions paid or declared by the Company. Distributions paid to shareholders in 2018 totaled \$0.72 per share of which 76% per share is taxable as an ordinary dividend and 24% per share represented a nondividend distribution. Additional information on the taxability of our distributions is available on our web site at www.brandywinerealty.com.

SHAREHOLDER INFORMATION

Shareholders who hold our common shares in certificate form should direct any inquiries regarding share transfers, address changes, lost certificates, distributions (including inquiries regarding participation in our Distribution Reinvestment and Share Purchase Plan) or account consolidations to our transfer agent:

Computershare
P.O. Box 30170
College Station, TX 77845-3170
Toll free: 1-888-985-2061
Outside the U.S.: 1-781-575-2724
www.computershare.com/investor

Shareholders who hold our common shares in "street name" with a brokerage firm should direct their inquiries to their broker or to our investor relations department.

INVESTOR RELATIONS

For information about our Company or any other inquiries, please contact:

Tom Wirth
Accounting and Investment Services
(610) 325-5600

INDEPENDENT REGISTERED ACCOUNTING FIRM

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Two Commerce Square, Suite 1700
2001 Market Street
Philadelphia, PA 19103-7042

LEGAL COUNSEL

Pepper Hamilton LLP
3000 Two Logan Square
Eighteenth & Arch Streets
Philadelphia, PA 19103-2799



Brandywine Realty Trust (NYSE: BDN) is one of the largest, publicly-traded, full-service, integrated real estate companies in the United States with a core focus in the Philadelphia, PA, Washington, D.C., and Austin, TX markets. Organized as a real estate investment trust (REIT), we own, develop, lease and manage an urban, town center and transit-oriented portfolio.

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