

Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

Part I Reporting Issuer

1 Issuer's name Brandywine Realty Trust		2 Issuer's employer identification number (EIN) 23-2413352	
3 Name of contact for additional information Daniel Palazzo	4 Telephone No. of contact 610-832-7411	5 Email address of contact daniel.palazzo@bdnreit.com	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact 555 E. Lancaster Avenue, Suite 100		7 City, town, or post office, state, and Zip code of contact Radnor, PA 19087	
8 Date of action 1/20/2015, 4/20/2015, 7/20/2015, 10/19/2015		9 Classification and description COMMON STOCK	
10 CUSIP number 105368203	11 Serial number(s)	12 Ticker symbol BDN	13 Account number(s)

Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ **BDN DISTRIBUTED QUARTERLY CASH DISTRIBUTIONS TO ITS COMMON SHAREHOLDERS DURING THE 2015 TAX YEAR. PORTION OF THESE DISTRIBUTIONS REPRESENTS NON-DIVIDEND DISTRIBUTIONS. THESE NON-DIVIDEND DISTRIBUTIONS WERE PAID ON JANUARY 20, 2015, APRIL 20, 2015, JULY 20, 2015 AND OCTOBER 19, 2015.**

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ **THE BASIS OF THE SECURITY SHOULD BE REDUCED BY \$0.026151 PER COMMON STOCK ON JANUARY 20, 2015; BY \$0.026151 PER COMMON STOCK ON APRIL 20, 2015; BY \$0.026151 PER COMMON STOCK ON JULY 20, 2015; AND BY \$0.026151 PER COMMON STOCK ON OCTOBER 19, 2015.**

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ **THE NON-DIVIDEND DISTRIBUTIONS REPRESENT DISTRIBUTIONS ASSOCIATED WITH THE 2015 TAX YEAR WHICH ARE IN EXCESS OF THE CURRENT YEAR AND ACCUMULATED EARNINGS AND PROFITS.**

Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ I.R.C SECTION 301(C)(2).

18 Can any resulting loss be recognized? ▶ N/A

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ N/A

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here Signature ▶ *Daniel Palazzo* Date ▶ 1/19/16

Print your name ▶ **DANIEL PALAZZO** Title ▶ **VP-CHIEF ACCOUNTING OFFICER**

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶			Firm's EIN ▶	
	Firm's address ▶			Phone no.	