

**Report of Organizational Actions  
 Affecting Basis of Securities**

▶ See separate instructions.

**Part I Reporting Issuer**

1 Issuer's name <b>BRANDYWINE REALTY TRUST</b>		2 Issuer's employer identification number (EIN) <b>23-2413352</b>	
3 Name of contact for additional information <b>GABE MAINARDI</b>	4 Telephone No. of contact <b>610-832-4980</b>	5 Email address of contact <b>Gabe.Mainardi@bdnreit.com</b>	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact <b>555 E. LANCASTER AVE, SUITE 100</b>		7 City, town, or post office, state, and Zip code of contact <b>RADNOR, PA 19087</b>	
8 Date of action <b>1/18/2013, 4/19/2013, 7/19/2013, 10/18/2013</b>		9 Classification and description <b>COMMON STOCK</b>	
10 CUSIP number <b>105368203</b>	11 Serial number(s)	12 Ticker symbol <b>BDN</b>	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 2013 TAX YEAR. A PORTION OF THESE DISTRIBUTIONS REPRESENT NON-DIVIDEND DISTRIBUTIONS. THESE NON-DIVIDEND DISTRIBUTIONS WERE PAID ON JANUARY 18, 2013, APRIL 19, 2013, JULY 19, 2013, AND OCTOBER 18, 2013.**

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 \$.019711 PER SHARE OF COMMON STOCK ON JANUARY 18, 2013; BY \$.019711 PER SHARE OF COMMON STOCK ON APRIL 19, 2013; BY \$.019711 PER SHARE OF COMMON STOCK ON JULY 19, 2013; AND BY \$.019711 PER SHARE OF COMMON STOCK ON OCTOBER 18, 2013.**

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 2013 TAX YEAR WHICH ARE IN EXCESS OF THE CURRENT YEAR AND ACCUMULATED EARNINGS & 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).

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

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

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**Sign Here**

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.

Signature ▶ Gabe Macinardi Date ▶ 1/29/14

Print your name ▶ Gabe Macinardi Title ▶ VP & CAO

<b>Paid Preparer Use Only</b>	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.