

BioMed Realty Trust Inc  
Form 8-K  
November 15, 2010

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

**FORM 8-K  
CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of  
the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): November 15, 2010**

**BioMed Realty Trust, Inc.**

(Exact name of registrant as specified in its charter)

**Maryland**

**1-32261**

**20-1142292**

(State or Other Jurisdiction of  
Incorporation)

(Commission File No.)

(I.R.S. Employer  
Identification No.)

**17190 Bernardo Center Drive  
San Diego, California 92128**

(Address of principal executive offices, including zip code)

Registrant's telephone number, including area code: **(858) 485-9840**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 9.01 Financial Statements and Exhibits.**

Explanatory Note:

On September 22, 2010, BioMed Realty Trust, Inc. (the Company) filed a Current Report on Form 8-K with the Securities and Exchange Commission, which included certain financial statements and related notes for the Gateway Business Park and Science Center at Oyster Point life science campuses in South San Francisco, California (the South San Francisco Properties) and the Company's pro forma financial information and related notes for completed acquisitions of identified properties, including the South San Francisco Properties. The Company completed the acquisition of the South San Francisco Properties on October 26, 2010, which was funded by borrowings on the Company's unsecured line of credit. The interest rate swap was not assumed in connection with the close of the acquisition. This Current Report on Form 8-K updates the financial statements and related notes as of and for the nine months ended September 30, 2010 for the South San Francisco Properties and the Company's pro forma financial information and related notes for completed acquisitions through September 30, 2010. This Current Report on Form 8-K also includes BioMed Realty, L.P.'s pro forma financial information and related notes for completed acquisitions through September 30, 2010, including the South San Francisco Properties.

(a) Financial statements:

*Chamberlin Portfolio (Referred to as the South San Francisco Properties herein)*

Report of Independent Auditor.

Combined Statements of Revenue and Certain Expenses for the nine months ended September 30, 2010 (unaudited) and for the year ended December 31, 2009.

Notes to Statements of Revenues and Certain Expenses.

(b) Pro forma financial information:

**BioMed Realty Trust, Inc.:**

Unaudited Pro Forma Consolidated Balance Sheet as of September 30, 2010.

Unaudited Pro Forma Consolidated Statement of Income of BioMed Realty Trust, Inc. for the nine months ended September 30, 2010.

Unaudited Pro Forma Consolidated Statement of Income of BioMed Realty Trust, Inc. for the year ended December 31, 2009.

Notes to Pro Forma Consolidated Balance Sheet and Statements of Income.

**BioMed Realty, L.P.:**

Unaudited Pro Forma Consolidated Balance Sheet as of September 30, 2010.

Unaudited Pro Forma Consolidated Statement of Income of BioMed Realty, L.P. for the nine months ended September 30, 2010.

Unaudited Pro Forma Consolidated Statement of Income of BioMed Realty, L.P. for the year ended December 31, 2009.

Notes to Pro Forma Consolidated Balance Sheet and Statements of Income.

EX-23.1

(d) Exhibits:

**Exhibit Number**

**Description of Exhibit**

23.1

Consent of KPMG LLP, independent registered public accounting firm.

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**Independent Auditor's Report**

The Board of Directors  
BioMed Realty Trust, Inc.:

We have audited the accompanying combined statement of revenue and certain expenses of the Chamberlin Portfolio (the Portfolio) for the year ended December 31, 2009. This combined statement is the responsibility of the management of BioMed Realty Trust, Inc. Our responsibility is to express an opinion on this combined statement based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Portfolio's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the statement, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the statement. We believe that our audit provides a reasonable basis for our opinion.

The accompanying combined statement of revenue and certain expenses was prepared for the purpose of complying with the rules and regulations of the U.S. Securities and Exchange Commission, as described in note 1. The presentation is not intended to be a complete presentation of the Portfolio's combined revenues and expenses. In our opinion, the combined statement of revenue and certain expenses referred to above presents fairly, in all material respects, the combined revenue and certain expenses described in note 1 of the Chamberlin Portfolio for the year ended December 31, 2009, in conformity with U.S. generally accepted accounting principles.

/s/ KPMG LLP

San Diego, California

September 21, 2010

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**CHAMBERLIN PORTFOLIO**  
**COMBINED STATEMENTS OF REVENUE AND CERTAIN EXPENSES**  
(In thousands)

	<b>Nine Months Ended September 30, 2010 (Unaudited)</b>	<b>Year Ended December 31, 2009</b>
Revenue:		
Rental	\$ 18,147	\$ 18,484
Tenant recoveries	2,394	2,609
Other	8	20
Total revenue	20,549	21,113
Certain expenses:		
Rental operations	1,459	1,627
Real estate taxes	930	982
Total certain expenses	2,389	2,609
Income from operations	18,160	18,504
(Loss)/gain on derivative instrument (Note 5)	(3,529)	129
Revenue in excess of certain expenses	\$ 14,631	\$ 18,633

See accompanying notes to statements of revenue and certain expenses.

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**CHAMBERLIN PORTFOLIO  
NOTES TO COMBINED STATEMENTS OF REVENUE AND CERTAIN  
EXPENSES**

**Nine Months Ended September 30, 2010 (unaudited) and Year Ended  
December 31, 2009**

**(Tabular amounts in thousands)**

**(1) Basis of Presentation**

The accompanying combined statements of revenue and certain expenses of the Chamberlin Portfolio are comprised of eight properties at the Science Center at Oyster Point and Gateway Business Park in South San Francisco, California (the Portfolio). The Portfolio represents approximately 489,000 total rentable square feet of office and laboratory space. The eight properties are 100% leased to 3 tenants.

The Portfolio is owned by Chamberlin Associates (Chamberlin) and certain of its affiliates. A wholly owned subsidiary of BioMed Realty Trust, Inc. plans to acquire the portfolio for approximately \$298 million plus closing costs. The purchase price includes a cash payment of \$290.3 million and the expected assumption of an estimated \$7.9 million interest rate swap liability (see Note 5). The purchase is expected to be consummated during the fourth quarter of 2010. The accompanying combined statements of revenue and certain expenses include the accounts of the Portfolio except as listed below, and all significant intercompany amounts have been eliminated.

The accompanying combined statements of revenue and certain expenses have been prepared for the purpose of complying with Rule 3-14 of Regulation S-X of the U.S. Securities and Exchange Commission for the acquisition of one or more real estate properties which in aggregate are significant. The Portfolio is considered a group of related properties as the individual properties are under common control and management by the Seller and the acquisition of a single property in the Portfolio was conditional on the acquisition of the other properties. Therefore, a single combined statements of revenue and certain expenses is presented. The combined statement of revenue and certain expenses excludes the following expenses and, as a result, may not be reflective of the proposed future operations of the Portfolio:

Depreciation and amortization

Income taxes

Interest expense

Payroll and other costs not directly related to the proposed future operations of the Portfolio

Management is not aware of any material factors relating to the Portfolio other than those already described above that would cause the reported financial information not to be necessarily indicative of future operating results.

**(2) Summary of Significant Accounting Policies and Practices**

**(a) Revenue Recognition**

Rental revenue is recognized on a straight-line basis over the term of the respective leases. The straight-line rent adjustment for minimum rents decreased base contractual rental revenue by \$2.0 million and \$2.5 million, respectively, for the nine months ended September 30, 2010 and for the year ended December 31, 2009. Tenant reimbursements for real estate taxes, management fees (see Note 4) and common area maintenance costs are recognized in the period the expenses are incurred and billed to tenants pursuant to the corresponding lease agreements.

**(b) Use of Estimates**

Management has made a number of estimates and assumptions relating to the reporting and disclosure of revenue and certain expenses during the reporting periods to prepare the combined statements of revenue and certain expenses in conformity with U.S. generally accepted accounting principles. Actual results could differ from those estimates.

**(c) Unaudited Interim Combined Statements**

The combined statements of revenue and certain expenses and associated footnote disclosures for the nine months ended September 30, 2010 are unaudited. In the opinion of management, the statement and disclosures reflect all

adjustments necessary for a fair presentation of the results of the interim period. All such adjustments are of a normal recurring nature.

**(3) Minimum Future Lease Rentals**

Minimum rents to be received under non-cancelable lease agreements as of December 31, 2009, with terms ranging from one year to 14 years are as follows:

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<b>Year</b>	
2010	\$ 26,628
2011	27,136
2012	27,038
2013	16,303
2014	15,764
Thereafter	126,485
	\$ 239,354

**(4) Management fees**

Rental operations expense includes fees charged for property management services provided by Chamberlin to the properties in the amount of \$648,000 and \$656,000, respectively, for the nine months ended September 30, 2010 and for the year ended December 31, 2009.

**(5) Derivative instrument**

An interest rate swap liability with a fair-value of approximately \$7.9 million as of September 30, 2010 is expected to be assumed in conjunction with the acquisition of the portfolio. The related debt, previously hedged by this interest rate swap will not be assumed. Accordingly, the combined statements of revenue and certain expenses include a (loss)/gain on derivative instrument related to changes in the fair-value of the interest rate swap for the periods presented.

**(6) Concentration of Credit Risk**

For the year ended December 31, 2009, one tenant, Elan Pharmaceuticals, Inc. accounted for approximately 91.4% of rental revenues.

**(7a) Subsequent Events**

The Company has evaluated subsequent events related to the Portfolio for recognition or disclosure through September 21, 2010, which is the date the combined statements of revenue and certain expenses was available to be issued, and determined that there are no other items to disclose.

**(7b) Subsequent Events (unaudited)**

The Company completed the acquisition of the Portfolio on October 26, 2010, which was funded by borrowings on the Company's unsecured line of credit. The interest rate swap was not assumed in connection with the close of the acquisition. For purposes of the unaudited interim nine month period ended September 30, 2010, the Company has evaluated subsequent events related to the Portfolio for recognition or disclosure through November 15, 2010, which is the date the combined statement of revenue and certain expenses was available to be issued, and determined that there were no other items to disclose.

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**BIOMED REALTY TRUST, INC.  
PRO FORMA CONSOLIDATED FINANCIAL STATEMENTS  
(Unaudited)**

The unaudited pro forma consolidated financial statements of BioMed Realty Trust, Inc., a Maryland corporation (the Company), as of September 30, 2010, and for the nine months ended September 30, 2010 and the year ended December 31, 2009, are presented as if the completed acquisition of the following properties had occurred on September 30, 2010 for the pro forma consolidated balance sheet, and on January 1, 2009 for the unaudited pro forma consolidated statements of income:

The acquisition of 55 and 65 West Watkins for approximately \$14.4 million, which occurred on February 23, 2010;

The acquisition of Gazelle Court for approximately \$11.6 million, which occurred on March 30, 2010;

The acquisition of Medical Center Drive for approximately \$53.0 million, which occurred on May 3, 2010;

The acquisition of 50 West Watkins for approximately \$14.2 million, which occurred on May 7, 2010;

The acquisition of 4775 and 4785 Executive Drive for approximately \$27.3 million, which occurred on July 15, 2010;

The acquisition of 3500 Paramount Parkway for approximately \$17.5 million, which occurred on July 20, 2010;

The acquisition of 11838 Sorrento Valley Road for approximately \$12.4 million, which occurred on September 10, 2010;

The acquisition of 4570 Executive Drive for approximately \$63.5 million, which occurred on September 17, 2010;

The acquisition of 10240 Science Center Drive for approximately \$17.8 million, which occurred on September 23, 2010;

The acquisition of a nine-building business park located between Roselle Street and Flintkote Avenue in Sorrento Valley for approximately \$29.4 million, including the assumption of a mortgage note of approximately \$13.3 million, which occurred on October 15, 2010;

The acquisition of 11404 and 11408 Sorrento Valley Road for approximately \$9.9 million, which occurred on October 18, 2010; and

The acquisition of the Chamberlin Portfolio for approximately \$298.0 million, which occurred on October 26, 2010.

The unaudited pro forma consolidated financial statements should be read in conjunction with the consolidated historical financial statements of the Company and the notes thereto, included in the Company's Form 10-K for the year ended December 31, 2009, and its Form 10-Q for the quarterly period ended September 30, 2010 filed with the Securities and Exchange Commission.

The pro forma consolidated financial statements do not purport to represent the Company's financial position or the results of operations that would actually have occurred assuming the completion of the actual acquisitions, nor do they purport to project the Company's financial position or results of operations as of any future date or any future period. In addition, the pro forma consolidated financial statements include pro forma allocations of the purchase price of the

completed acquisition of the above properties in some cases based upon preliminary estimates of the fair-value of the assets and liabilities acquired in connection with the acquisition. These allocations may be adjusted in the future upon completion of the acquisition and finalization of these preliminary estimates.

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**BIOMED REALTY TRUST, INC.**  
**PRO FORMA CONSOLIDATED BALANCE SHEET**  
**September 30, 2010**  
**(Unaudited)**  
**(In thousands)**

	<b>September 30, 2010</b>	<b>Chamberlin Portfolio Acquisition (A)</b>	<b>Other Subsequent Acquisitions (B)</b>	<b>Pro Forma BioMed Realty Trust, Inc.</b>
<b>ASSETS</b>				
Investment in real estate, net	\$ 3,207,957	\$ 240,254	\$ 36,059	\$ 3,484,270
Investment in unconsolidated partnerships	58,565			58,565
Cash and cash equivalents	20,687			20,687
Restricted cash	12,384			12,384
Accounts receivable, net	7,333			7,333
Accrued straight-line rents, net	102,567			102,567
Acquired above-market leases, net	3,796	28,783	842	33,421
Deferred leasing costs, net	88,828	29,016	3,383	121,227
Deferred loan costs, net	12,394			12,394
Other assets	58,042	(5,001)	(1,265)	51,776
<b>Total assets</b>	<b>\$ 3,572,553</b>	<b>\$ 293,052</b>	<b>\$ 39,019</b>	<b>\$ 3,904,624</b>
<b>LIABILITIES AND EQUITY</b>				
Liabilities:				
Mortgage notes payable, net	\$ 662,522	\$	\$ 13,771	\$ 676,293
Exchangeable senior notes due 2026, net	19,432			19,432
Exchangeable senior notes due 2030	180,000			180,000
Unsecured senior notes due 2020, net	247,523			247,523
Unsecured line of credit	14,050	292,999	24,666	331,715
Security deposits	10,883			10,883
Dividends and distributions payable	26,992			26,992
Accounts payable, accrued expenses, and other liabilities	75,319			75,319
Derivative instruments	5,453			5,453
Acquired lease obligations, net	8,031	53	582	8,666
<b>Total liabilities</b>	<b>1,250,205</b>	<b>293,052</b>	<b>39,019</b>	<b>1,582,276</b>
Equity:				
Stockholders equity:				
Preferred stock	222,413			222,413
Common stock	1,308			1,308
Additional paid-in capital	2,369,952			2,369,952

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Accumulated other comprehensive loss	(73,840)	(73,840)
Dividends in excess of earnings	(207,419)	(207,419)
Total stockholders equity	2,312,414	2,312,414
Noncontrolling interests	9,934	9,934
Total equity	2,322,348	2,322,348
<b>Total liabilities and stockholders equity</b>	<b>\$ 3,572,553</b>	<b>\$ 293,052</b>
		<b>\$ 39,019</b>
		<b>\$ 3,904,624</b>

See accompanying notes to pro forma consolidated balance sheet and statements of income.

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**BIOMED REALTY TRUST, INC.**  
**PRO FORMA CONSOLIDATED STATEMENT OF INCOME**  
**For the Nine Months Ended September 30, 2010**  
**(Unaudited)**  
**(In thousands, except per share data)**

	<b>September 30, 2010</b>	<b>First, Second and Third Quarter 2010 Acquisitions (AA)</b>	<b>Chamberlin Portfolio Acquisition (BB)</b>	<b>Other Subsequent Acquisitions (CC)</b>	<b>Other Financing Transactions (DD)</b>	<b>Pro Forma BioMed Realty Trust, Inc.</b>
Revenues:						
Rental	\$ 215,950	\$ 7,575	\$ 16,283	\$ 2,320	\$	\$ 242,128
Tenant recoveries	63,823	2,090	3,725	688		70,326
Other income	1,628		8			1,636
<b>Total revenues</b>	<b>281,401</b>	<b>9,665</b>	<b>20,016</b>	<b>3,008</b>		<b>314,090</b>
Expenses:						
Rental operations	54,926	1,344	1,459	659		58,388
Real estate taxes	26,832	1,235	2,261	325		30,653
Depreciation and amortization	83,159	4,837	10,630	2,020		100,646
General and administrative	19,523					19,523
Acquisition related expenses	2,388					2,388
<b>Total expenses</b>	<b>186,828</b>	<b>7,416</b>	<b>14,350</b>	<b>3,004</b>		<b>211,598</b>
Income from operations	94,573	2,249	5,666	4		102,492
Equity in net loss of unconsolidated partnerships	(686)					(686)
Interest income	126					126
Interest expense	(64,719)			(104)	(3,335)	(68,158)
Loss on derivative instruments	(634)					(634)
Loss on extinguishment of debt	(2,286)					(2,286)
<b>Net income</b>	<b>26,374</b>	<b>2,249</b>	<b>5,666</b>	<b>(100)</b>	<b>(3,335)</b>	<b>30,854</b>
Net income attributable to noncontrolling interests	(321)					(321)

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Net income attributable to Company	26,053	2,249	5,666	(100)	(3,335)	30,533
Preferred stock dividends	(12,722)					(12,722)
Net income available to common stockholders	\$ 13,331	\$ 2,249	\$ 5,666	\$ (100)	\$ (3,335)	\$ 17,811
Net income per share available to common stockholders:						
Basic and diluted earnings per share	\$ 0.12					\$ 0.16
Weighted-average common shares outstanding:						
Basic	107,003,096					107,003,096
Diluted	110,028,740					110,028,740

See accompanying notes to pro forma consolidated balance sheet and statements of income.

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**BIOMED REALTY TRUST, INC.**  
**PRO FORMA CONSOLIDATED STATEMENT OF INCOME**  
**For the Year Ended December 31, 2009**  
**(Unaudited)**  
**(In thousands, except per share data)**

	<b>December 31, 2009</b>	<b>First, Second and Third Quarter 2010 Acquisitions (AA)</b>	<b>Chamberlin Portfolio Acquisition (BB)</b>	<b>Other Subsequent Acquisitions (CC)</b>	<b>Other Financing Transaction (DD)</b>	<b>Pro Forma BioMed Realty Trust, Inc.</b>
Revenues:						
Rental	\$ 269,901	\$ 14,349	\$ 16,405	\$ 2,932	\$	\$ 303,587
Tenant recoveries	77,406	4,102	4,643	918		87,069
Other income	13,859		20			13,879
<b>Total revenues</b>	<b>361,166</b>	<b>18,451</b>	<b>21,068</b>	<b>3,850</b>		<b>404,535</b>
Expenses:						
Rental operations	73,213	2,264	1,627	878		77,982
Real estate taxes	31,611	2,391	3,016	433		37,451
Depreciation and amortization	109,620	8,697	12,331	2,693		133,341
General and administrative	22,455					22,455
Acquisition related expenses	464		700	196		1,360
<b>Total expenses</b>	<b>237,363</b>	<b>13,352</b>	<b>17,674</b>	<b>4,200</b>		<b>272,589</b>
Income from operations	123,803	5,099	3,394	(350)		131,946
Equity in net loss of unconsolidated partnerships	(2,390)					(2,390)
Interest income	308					308
Interest expense	(64,998)			(624)	(4,765)	(70,387)
Gain on derivative instruments	203					203
Gain on extinguishment of debt	3,264					3,264
<b>Net income</b>	<b>60,190</b>	<b>5,099</b>	<b>3,394</b>	<b>(974)</b>	<b>(4,765)</b>	<b>62,944</b>
Net income attributable to noncontrolling interests	(1,468)					(1,468)

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Net income attributable to Company	58,722	5,099	3,394	(974)	(4,765)	61,476
Preferred stock dividends	(16,963)					(16,963)
Net income available to common stockholders	\$ 41,759	\$ 5,099	\$ 3,394	\$ (974)	\$ (4,765)	\$ 44,513
Net income per share available to common stockholders:						
Basic and diluted earnings per share	\$ 0.45					\$ 0.48
Weighted-average common shares outstanding:						
Basic	91,011,123					91,011,123
Diluted	91,851,002					95,082,075

See accompanying notes to pro forma consolidated balance sheet and statements of income.

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**BIOMED REALTY TRUST, INC.  
NOTES TO PRO FORMA CONSOLIDATED  
BALANCE SHEET AND STATEMENTS OF INCOME  
(Unaudited)  
(Tabular amounts in thousands)**

**1. Adjustments to the Pro Forma Consolidated Balance Sheet**

***Presentation***

The accompanying unaudited pro forma consolidated balance sheet of the Company reflects adjustments for completed acquisitions as if they occurred on September 30, 2010:

The acquisition of a nine-building business park located between Roselle Street and Flintkote Avenue in Sorrento Valley for approximately \$29.4 million, including the assumption of a mortgage note of approximately \$13.3 million, which occurred on October 15, 2010;

The acquisition of 11404 and 11408 Sorrento Valley Road for approximately \$9.9 million, which occurred on October 18, 2010; and

The acquisition of the Chamberlin Portfolio for approximately \$298.0 million, which occurred on October 26, 2010.

In the opinion of the Company's management, all material adjustments necessary to reflect the effects of the preceding transactions have been made. The unaudited pro forma consolidated balance sheet is presented for illustrative purposes only and is not necessarily indicative of what the actual financial position would have been had the transactions described above occurred on September 30, 2010, nor does it purport to represent the future financial position of the Company.

***Adjustments***

The adjustments to the pro forma consolidated balance sheet as of September 30, 2010 are as follows:

(A) Reflects the acquisition of the Chamberlin Portfolio from a third party that closed on October 26, 2010 for approximately \$298.0 million, excluding closing costs, which was funded by borrowings on the Company's unsecured line of credit and a reduction of \$5.0 million in other assets related to a deposit previously paid for this acquisition:

Investment in real estate, net	\$ 240,254
Intangible assets (1)	57,799
Intangible liabilities(2)	(53)
Net assets acquired	\$ 298,000

(1) A portion of the purchase price has been allocated to identified intangible assets for above-market leases in the amount of \$28.8 million, which is amortized to rental income over the remaining non-cancelable term of the leases, and the value of in-place leases and management fees in the amount of \$29.0 million, which are amortized to depreciation and amortization expense over the remaining non-cancelable term of the respective leases.

(2) A portion of the purchase price has been allocated to identified intangible assets for a below-market lease in the amount of \$53,000, which is amortized to rental income over the remaining non-cancelable term of the lease.

(B) Reflects the other subsequent acquisitions of a nine-building business park located between Roselle Street and Flintkote Avenue in Sorrento Valley, which occurred on October 15, 2010, and 11404 and 11408 Sorrento Valley Road, which occurred on October 18, 2010, for an aggregate purchase price of approximately \$39.3 million, including the assumption of a mortgage note payable in the amount of \$13.3 million (including \$436,000 of debt premium), which was funded by borrowings on the Company's unsecured line of credit and a reduction of \$1.3 million in other assets related to deposits previously paid for these acquisitions as of September 30, 2010:

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Investment in real estate, net	\$ 36,059
Intangible assets (1)	4,225
Acquired debt premium(2)	(436)
Intangible liabilities(3)	(582)
Net assets acquired	\$ 39,266

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- (1) A portion of the purchase price has been allocated to identified intangible assets for above-market leases in the amount of \$842,000, which is amortized to rental income over the remaining non-cancelable term of the leases, and the value of in-place leases and management fees in the amount of \$3.4 million which are amortized to depreciation and amortization expense over the remaining non-cancelable term of the respective leases.
- (2) Debt premiums are recorded upon assumption of mortgages at the time of acquisition to account for above-market interest rates. Amortization of this premium is recorded as a reduction to interest expense over the remaining term of the respective mortgage.
- (3) A portion of the purchase price has been allocated to an identified intangible liability for a below-market lease in the amount of \$582,000, which is amortized to rental income over the remaining non-cancelable term of the lease.

**2. Pro Forma Consolidated Statements of Income**

The adjustments to the pro forma consolidated statements of income for the nine months ended September 30, 2010 and for the year ended December 31, 2009 are as follows:

Adjustments (AA) through (DD) inclusive relate to the pro forma adjustments made to give effect to the acquired properties in accordance with Regulation S-X Rule 11-2 and Rule 3-14. Specifically, in accordance with Rule 3-14(a)(1) audited financial statements of properties acquired should exclude items not comparable to the proposed future operations of the properties including corporate expenses. Prior to the acquisition, the properties were either self-managed or managed by third party management companies. Following the acquisitions, the properties will continue to be managed internally by us or managed by third-party managers under new management contracts. For properties that will be managed internally by us and for properties that will be managed by third-parties, property management revenues and expenses are included in the historical financial statements of the acquired properties.

(AA) Reflects the acquisitions of 55 and 65 West Watkins on February 23, 2010, Gazelle Court on March 30, 2010 (non-operating as it was under development from the date of acquisition), Medical Center Drive on May 3, 2010, 50 West Watkins on May 7, 2010, 4775 and 4785 Executive Drive on July 15, 2010, 3500 Paramount Parkway on July 20, 2010, 11388 Sorrento Valley Road on September 10, 2010, 4570 Executive Drive on September 17, 2010, and 10240 Science Center Drive on September 23, 2010 for an aggregate purchase price of approximately \$231.7 million as if they occurred on January 1, 2009. The Medical Center Drive acquisition was a sale leaseback transaction and the related pro forma adjustments include the rental revenue, tenant recoveries, and rental operations expense directly attributable to the sale leaseback of the owner occupied property based on the leases entered into on May 3, 2010.

	<b>For the Nine Months Ended September 30, 2010</b>		
		<b>Adjustments Resulting from</b>	
	<b>Historical (1)</b>	<b>Purchasing the Properties</b>	<b>Pro Forma Adjustment</b>
Revenues:			
Rental(2)	\$ 5,775	\$ 1,800	\$ 7,575
Tenant recoveries	1,539	551	2,090
Other income			
Total revenues	7,314	2,351	9,665

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Expenses:			
Rental operations	1,208	136	1,344
Real estate taxes	733	502	1,235
Depreciation and amortization(3)		4,837	4,837
Total expenses	1,941	5,475	7,416
Net income	\$ 5,373	\$ (3,124)	\$ 2,249

	<b>For the Year Ended December 31, 2009</b>		
		<b>Adjustments Resulting from Purchasing the Properties</b>	<b>Pro Forma Adjustment</b>
	<b>Historical (1)</b>		
Revenues:			
Rental(2)	\$ 8,035	\$ 6,314	\$ 14,349
Tenant recoveries	2,657	1,445	4,102
Total revenues	10,692	7,759	18,451
Expenses:			
Rental operations	1,856	408	2,264
Real estate taxes	1,593	798	2,391
Depreciation and amortization(3)		8,697	8,697
Total expenses	3,449	9,903	13,352
Net income	\$ 7,243	\$ (2,144)	\$ 5,099

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- (1) The historical financial information presented is the prior owners financial statements recorded on a cash basis.
- (2) The pro forma adjustment to rental revenue is directly attributable to the acquisition of the property and consists of amounts related to above-market leases and straight line rent, which are being amortized over the remaining non-cancelable term of the respective leases.
- (3) The pro forma adjustment to depreciation and amortization is due to depreciation of the acquired buildings and improvements using the straight-line method and an estimated life of 40 years. In addition, the value of in-place leases (exclusive of the value of above and below-market leases) and the value of management agreements are amortized to depreciation and amortization expense over the remaining non-cancelable term of the respective leases and management agreements.

(BB) Reflects the acquisition of the Chamberlin Portfolio from a third party that closed on October 26, 2010 for a purchase price of approximately \$298.0 million, excluding closing costs, which was funded by borrowings on the Company's unsecured line of credit, as if it closed on January 1, 2009:

	<b>For the Nine Months Ended September 30, 2010</b>		
	<b>Historical Revenue and Certain Expenses (1)</b>	<b>Adjustments Resulting from Purchasing the Properties</b>	<b>Pro Forma Adjustment</b>
Revenues:			
Rental(2)	\$18,147	\$ (1,864)	\$16,283
Tenant recoveries(3)	2,394	1,331	3,725
Other income	8		8
Total revenues	20,549	(533)	20,016
Expenses:			
Rental operations	1,459		1,459
Real estate taxes (4)	930	1,331	2,261
Depreciation and amortization(5)		10,630	10,630
Total expenses	2,389	11,961	14,350
Loss on derivative instrument(6)	(3,529)	3,529	
Net income (loss)	\$14,631	\$ (8,965)	\$ 5,666

	<b>For the Year Ended December 31, 2009</b>		
	<b>Historical Revenue and Certain</b>	<b>Adjustments Resulting from Purchasing</b>	<b>Pro Forma Adjustment</b>

	<b>Expenses (1)</b>	<b>the Properties</b>	
Revenues:			
Rental(2)	\$ 18,484	\$ (2,079)	\$ 16,405
Tenant recoveries(3)	2,609	2,034	4,643
Other income	20		20
Total revenues	21,113	(45)	21,068
Expenses:			
Rental operations	1,627		1,627
Real estate taxes (4)	982	2,034	3,016
Depreciation and amortization(5)		12,331	12,331
Acquisition related expenses(7)		700	700
Total expenses	2,609	15,065	17,674
Gain on derivative instrument(6)	129	(129)	
Net income (loss)	\$ 18,633	\$ (15,239)	\$ 3,394

(1) Historical combined statement of revenues and certain expenses reported in accordance with Rule 3-14 of Regulation S-X.

(2) The pro forma adjustment to rental revenue is directly attributable to the acquisition of the Chamberlin Portfolio and consists of amounts related to above and below-market leases, and straight line rents which are being amortized over the remaining non-cancelable term of the respective leases.



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- (3) The pro forma tenant recovery revenue adjustment is based upon amounts to be received from tenants related to the pro forma adjustment to real estate taxes expense.
- (4) The pro forma adjustment to real estate taxes expense relates to the increase in property taxes due to the acquisition of the Chamberlin Portfolio by the Company that may result in a reassessment by the taxing authorities based on the purchase price of the Chamberlin Portfolio.
- (5) The pro forma adjustment to depreciation and amortization is due to depreciation of the acquired buildings and improvements using the straight-line method and an estimated life of 40 years. In addition, the value of in-place leases (exclusive of the value of above and below market leases) and the value of management agreements are amortized to depreciation and amortization expense over the remaining non-cancelable term of the respective leases and management agreements.
- (6) The pro forma adjustment to (loss)/gain on derivative instrument relates to an interest rate swap that was not assumed at the time of acquisition.
- (7) The pro forma adjustment to acquisition related expenses is due to estimated costs incurred to acquire the Chamberlin Portfolio.

(CC) Reflects the other subsequent acquisitions of 11404 and 11408 Sorrento Valley Road on October 15, 2010 and a nine-building business park located between Roselle Street and Flintkote Avenue in Sorrento Valley on October 18, 2010 for an aggregate purchase price of \$39.3 million and includes the assumption of a mortgage note payable in the amount of \$13.3 million (including \$436,000 of debt premium), with the remaining balance funded by borrowings on the Company's unsecured line of credit:

	<b>For the Nine Months Ended September 30, 2010</b>		
		<b>Adjustments Resulting from</b>	
	<b>Historical (1)</b>	<b>Purchasing the Properties</b>	<b>Pro Forma Adjustment</b>
Revenues:			
Rental(2)	\$ 2,400	\$ (80)	\$ 2,320
Tenant recoveries(3)	606	82	688
Total revenues	3,006	2	3,008
Expenses:			
Rental operations	659		659
Real estate taxes(4)	232	93	325
Depreciation and amortization(5)		2,020	2,020
Total expenses	891	2,113	3,004
Income from operations	2,115	(2,111)	4
Interest expense(6)	(164)	60	(104)
Net income (loss)	\$ 1,951	\$ (2,051)	\$ (100)

	<b>For the Year Ended December 31, 2009</b>		
		<b>Adjustments Resulting from</b>	<b>Pro Forma</b>
	<b>Historical (1)</b>	<b>Purchasing the Properties</b>	<b>Adjustment</b>
<b>Revenues:</b>			
Rental(2)	\$ 2,795	\$ 137	\$ 2,932
Tenant recoveries(3)	808	110	918
<b>Total revenues</b>	<b>3,603</b>	<b>247</b>	<b>3,850</b>
<b>Expenses:</b>			
Rental operations	878		878
Real estate taxes(4)	309	124	433
Depreciation and amortization(5)		2,693	2,693
Acquisition related expenses(7)		196	196
<b>Total expenses</b>	<b>1,187</b>	<b>3,013</b>	<b>4,200</b>
<b>Income from operations</b>	<b>2,416</b>	<b>(2,766)</b>	<b>(350)</b>
Interest expense(6)	(984)	360	(624)
<b>Net income (loss)</b>	<b>\$ 1,432</b>	<b>\$ (2,406)</b>	<b>\$ (974)</b>

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- (1) The historical financial information presented is the prior owners financial statements recorded on a cash basis.
- (2) The pro forma adjustment to rental revenue is directly attributable to the acquisition of the properties and consists of amounts related to above and below-market leases and straight line rents, which are being amortized over the remaining non-cancelable term of the respective leases.
- (3) The pro forma tenant recovery revenue adjustment is based upon amounts to be received from tenants related to the pro forma adjustment to real estate taxes expense.
- (4) The pro forma adjustment to real estate taxes expense relates to the increase in property taxes due to the acquisition of the properties by the Company that may result in a reassessment by the taxing authorities based on the purchase price of the properties.
- (5) The pro forma adjustment to depreciation and amortization is due to depreciation of the acquired buildings and improvements using the straight-line method and an estimated life of 40 years. In addition, the value of in-place leases (exclusive of the value of above and below-market leases) and the value of management agreements are amortized to depreciation and amortization expense over the remaining non-cancelable term of the respective leases and management agreements.
- (6) The pro forma adjustment to interest expense is due to the amortization of debt premium associated with the assumption of a mortgage note payable in the amount of \$13.3 million that was recorded upon assumption of the mortgage note to account for above-market interest rates. This adjustment reduces interest expense over the remaining terms of the respective mortgages using the effective interest method.
- (7) The pro forma adjustment to acquisition related expenses is due to estimated costs incurred to acquire the properties.

(DD)Reflects the interest expense as a result of debt incurred in connection with the acquisitions:

	Principal Amount	Interest Rate		Interest Expense	
		For the Nine Months Ended September 30, 2010	For the Year Ended December 31, 2009	For the Nine Months Ended September 30, 2010	For the Year Ended December 31, 2009
Unsecured line of credit	\$ 317,665	1.4%	1.5%	\$ 3,335	\$ 4,765

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**BIOMED REALTY, L.P.**  
**PRO FORMA CONSOLIDATED FINANCIAL STATEMENTS**  
**(Unaudited)**

The unaudited pro forma consolidated financial statements of BioMed Realty, L.P., a Maryland limited partnership (the Operating Partnership), as of September 30, 2010, and for the nine months ended September 30, 2010 and the year ended December 31, 2009, are presented as if the completed acquisition of the following properties had occurred on September 30, 2010 for the pro forma consolidated balance sheet, and on January 1, 2009 for the unaudited pro forma consolidated statements of income:

The acquisition of 55 and 65 West Watkins for approximately \$14.4 million, which occurred on February 23, 2010;

The acquisition of Gazelle Court for approximately \$11.6 million, which occurred on March 30, 2010;

The acquisition of Medical Center Drive for approximately \$53.0 million, which occurred on May 3, 2010;

The acquisition of 50 West Watkins for approximately \$14.2 million, which occurred on May 7, 2010;

The acquisition of 4775 and 4785 Executive Drive for approximately \$27.3 million, which occurred on July 15, 2010;

The acquisition of 3500 Paramount Parkway for approximately \$17.5 million, which occurred on July 20, 2010;

The acquisition of 11838 Sorrento Valley Road for approximately \$12.4 million, which occurred on September 10, 2010;

The acquisition of 4570 Executive Drive for approximately \$63.5 million, which occurred on September 17, 2010;

The acquisition of 10240 Science Center Drive for approximately \$17.8 million, which occurred on September 23, 2010;

The acquisition of a nine-building business park located between Roselle Street and Flintkote Avenue in Sorrento Valley for approximately \$29.4 million, including the assumption of a mortgage note of approximately \$13.3 million, which occurred on October 15, 2010;

The acquisition of 11404 and 11408 Sorrento Valley Road for approximately \$9.9 million, which occurred on October 18, 2010;

The acquisition of the Chamberlin Portfolio for approximately \$298.0 million, which occurred on October 26, 2010;

The unaudited pro forma consolidated financial statements should be read in conjunction with the consolidated historical financial statements of the Operating Partnership and the notes thereto for the year ended December 31, 2009, included in the Operating Partnership's General Form for Registration of Securities on Form 10 and its Form 10-Q for the quarterly period ended September 30, 2010 filed with the Securities and Exchange Commission.

The pro forma consolidated financial statements do not purport to represent the Operating Partnership's financial position or the results of operations that would actually have occurred assuming the completion of the actual or proposed acquisitions, nor do they purport to project the Operating Partnership's financial position or results of operations as of any future date or any future period. In addition, the pro forma consolidated financial statements include pro forma allocations of the purchase price of the completed acquisition of the above properties in some cases

based upon preliminary estimates of the fair-value of the assets and liabilities acquired in connection with the acquisition. These allocations may be adjusted in the future upon completion of the acquisition and finalization of these preliminary estimates.

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**BIOMED REALTY, L.P.**  
**PRO FORMA CONSOLIDATED BALANCE SHEET**  
**September 30, 2010**  
**(Unaudited)**  
**(In thousands)**

	September 30, 2010	Chamberlin Portfolio Acquisition (A)	Other Subsequent Acquisitions (B)	Pro Forma BioMed Realty, L.P.
<b>ASSETS</b>				
Investment in real estate, net	\$ 3,207,957	\$ 240,254	\$ 36,059	\$ 3,484,270
Investment in unconsolidated partnerships	58,565			58,565
Cash and cash equivalents	20,687			20,687
Restricted cash	12,384			12,384
Accounts receivable, net	7,333			7,333
Accrued straight-line rents, net	102,567			102,567
Acquired above-market leases, net	3,796	28,783	842	33,421
Deferred leasing costs, net	88,828	29,016	3,383	121,227
Deferred loan costs, net	12,394			12,394
Other assets	58,042	(5,001)	(1,265)	51,776
<b>Total assets</b>	<b>\$ 3,572,553</b>	<b>\$ 293,052</b>	<b>\$ 39,019</b>	<b>\$ 3,904,624</b>
<b>LIABILITIES AND EQUITY</b>				
Liabilities:				
Mortgage notes payable, net	\$ 662,522	\$	\$ 13,771	\$ 676,293
Exchangeable senior notes due 2026, net	19,432			19,432
Exchangeable senior notes due 2030	180,000			180,000
Unsecured senior notes due 2020, net	247,523			247,523
Unsecured line of credit	14,050	292,999	24,666	331,715
Security deposits	10,883			10,883
Dividends and distributions payable	26,992			26,992
Accounts payable, accrued expenses, and other liabilities	75,319			75,319
Derivative instruments	5,453			5,453
Acquired lease obligations, net	8,031	53	582	8,666
<b>Total liabilities</b>	<b>1,250,205</b>	<b>293,052</b>	<b>39,019</b>	<b>1,582,276</b>
Equity:				
Partners equity:				
Preferred units	222,413			222,413
Limited partners capital	10,124			10,124
General partner s capital	2,162,598			2,162,598

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Accumulated other comprehensive loss	(72,597)				(72,597)
Total partners' equity	2,322,538				2,322,538
Noncontrolling interests	(190)				(190)
Total equity	2,322,348				2,322,348
<b>Total liabilities and equity</b>	\$ 3,572,553	\$ 293,052	\$ 39,019	\$	3,904,624

See accompanying notes to pro forma consolidated balance sheet and statements of income.

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**BIOMED REALTY, L.P.**  
**PRO FORMA CONSOLIDATED STATEMENT OF INCOME**  
**For the Nine Months Ended September 30, 2010**  
**(Unaudited)**  
**(In thousands, except per share data)**

	September 30, 2010	First, Second and Third Quarter 2010 Acquisitions (AA)	Chamberlin Portfolio Acquisition (BB)	Other Subsequent Acquisitions (CC)	Other Financing Transactions (DD)	Pro Forma BioMed Realty, L.P.
Revenues:						
Rental	\$ 215,950	\$ 7,575	\$ 16,283	\$ 2,320	\$	\$ 242,128
Tenant recoveries	63,823	2,090	3,725	688		70,326
Other income	1,628		8			1,636
<b>Total revenues</b>	<b>281,401</b>	<b>9,665</b>	<b>20,016</b>	<b>3,008</b>		<b>314,090</b>
Expenses:						
Rental operations	54,926	1,344	1,459	659		58,388
Real estate taxes	26,832	1,235	2,261	325		30,653
Depreciation and amortization	83,159	4,837	10,630	2,020		100,646
General and administrative	19,523					19,523
Acquisition related expenses	2,388					2,388
<b>Total expenses</b>	<b>186,828</b>	<b>7,416</b>	<b>14,350</b>	<b>3,004</b>		<b>211,598</b>
Income from operations	94,573	2,249	5,666	4		102,492
Equity in net loss of unconsolidated partnerships	(686)					(686)
Interest income	126					126
Interest expense	(64,719)			(104)	(3,335)	(68,158)
Loss on derivative instruments	(634)					(634)
Loss on extinguishment of debt	(2,286)					(2,286)
<b>Net income</b>	<b>26,374</b>	<b>2,249</b>	<b>5,666</b>	<b>(100)</b>	<b>(3,335)</b>	<b>30,854</b>
Net income attributable to noncontrolling interests	38					38

Net income attributable to the Operating Partnership	26,412	2,249	5,666	(100)	(3,335)	30,892
Preferred unit distributions	(12,722)					(12,722)
Net income available to the unitholders	\$ 13,690	\$ 2,249	\$ 5,666	\$ (100)	\$ (3,335)	\$ 18,170
Net income per unit attributable to unitholders:						
Basic and diluted earnings per unit	\$ 0.12					\$ 0.16
Weighted-average units outstanding:						
Basic	109,882,412					109,882,412
Diluted	109,882,412					109,882,412

See accompanying notes to pro forma consolidated balance sheet and statements of income.

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**BIOMED REALTY, L.P.**  
**PRO FORMA CONSOLIDATED STATEMENT OF INCOME**  
**For the Year Ended December 31, 2009**  
**(Unaudited)**  
**(In thousands, except per share data)**

	<b>December 31, 2009</b>	<b>First, Second and Third Quarter 2010 Acquisitions (AA)</b>	<b>Chamberlin Portfolio Acquisition (BB)</b>	<b>Other Subsequent Acquisitions (CC)</b>	<b>Other Financing Transaction (DD)</b>	<b>Pro Forma BioMed Realty, L.P.</b>
<b>Revenues:</b>						
Rental	\$ 269,901	\$ 14,349	\$ 16,405	\$ 2,932	\$	\$ 303,587
Tenant recoveries	77,406	4,102	4,643	918		87,069
Other income	13,859		20			13,879
<b>Total revenues</b>	<b>361,166</b>	<b>18,451</b>	<b>21,068</b>	<b>3,850</b>		<b>404,535</b>
<b>Expenses:</b>						
Rental operations	73,213	2,264	1,627	878		77,982
Real estate taxes	31,611	2,391	3,016	433		37,451
Depreciation and amortization	109,620	8,697	12,331	2,693		133,341
General and administrative	22,455					22,455
Acquisition related expenses	464		700	196		1,360
<b>Total expenses</b>	<b>237,363</b>	<b>13,352</b>	<b>17,674</b>	<b>4,200</b>		<b>272,589</b>
Income from operations	123,803	5,099	3,394	(350)		131,946
Equity in net loss of unconsolidated partnerships	(2,390)					(2,390)
Interest income	308					308
Interest expense	(64,998)			(624)	(4,765)	(70,387)
Gain on derivative instruments	203					203
Gain on extinguishment of debt	3,264					3,264
<b>Net income</b>	<b>60,190</b>	<b>5,099</b>	<b>3,394</b>	<b>(974)</b>	<b>(4,765)</b>	<b>62,944</b>
Net income attributable to noncontrolling interests	64					64

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Net income attributable to the Operating Partnership	60,254	5,099	3,394	(974)	(4,765)	63,008
Preferred unit distributions	(16,963)					(16,963)
Net income available to the unitholders	\$ 43,291	\$ 5,099	\$ 3,394	\$ (974)	\$ (4,765)	\$ 46,045
Net income per unit attributable to the unitholders:						
Basic and diluted earnings per unit	\$ 0.45					\$ 0.48
Weighted-average units outstanding:						
Basic	94,005,382					94,005,382
Diluted	94,005,382					95,082,074

See accompanying notes to pro forma consolidated balance sheet and statements of income.

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**BIOMED REALTY, L.P.**  
**NOTES TO PRO FORMA CONSOLIDATED**  
**BALANCE SHEET AND STATEMENTS OF INCOME**  
**(Unaudited)**  
**(Tabular amounts in thousands)**

**1. Adjustments to the Pro Forma Consolidated Balance Sheet**

***Presentation***

The accompanying unaudited pro forma consolidated balance sheet of the BioMed Realty, L.P., a Maryland limited partnership (the Operating Partnership) reflects adjustments for completed acquisitions as if they occurred on September 30, 2010:

The acquisition of a nine-building business park located between Roselle Street and Flintkote Avenue in Sorrento Valley for approximately \$29.4 million, including the assumption of a mortgage note of approximately \$13.3 million, which occurred on October 15, 2010;

The acquisition of 11404 and 11408 Sorrento Valley Road for approximately \$9.9 million, which occurred on October 18, 2010; and

The acquisition of the Chamberlin Portfolio for approximately \$298.0 million, which occurred on October 26, 2010.

In the opinion of the Operating Partnership's management, all material adjustments necessary to reflect the effects of the preceding transactions have been made. The unaudited pro forma consolidated balance sheet is presented for illustrative purposes only and is not necessarily indicative of what the actual financial position would have been had the transactions described above occurred on September 30, 2010, nor does it purport to represent the future financial position of the Operating Partnership.

***Adjustments***

The adjustments to the pro forma consolidated balance sheet as of September 30, 2010 are as follows:

(A) Reflects the acquisition of the Chamberlin Portfolio from a third party that closed on October 26, 2010 for approximately \$298.0 million, excluding closing costs, which was funded by borrowings on the Operating Partnership's unsecured line of credit and a reduction of \$5.0 million in other assets related to a deposit previously paid for this acquisition:

Investment in real estate, net	\$ 240,254
Intangible assets (1)	57,799
Intangible liabilities(2)	(53)
Net assets acquired	\$ 298,000

(1) A portion of the purchase price has been allocated to identified intangible assets for above-market leases in the amount of \$28.8 million, which is amortized to rental income over the remaining non-cancelable term of the leases, and the value of in-place leases and management fees in the amount of \$29.0 million, which are amortized to depreciation and amortization expense over the remaining non-cancelable term of the respective leases.

(2) A portion of the purchase price has been allocated to identified intangible assets for a below-market lease in the amount of \$53,000, which is amortized to rental income over the remaining non-cancelable term of the lease.

(B) Reflects the other subsequent acquisitions of a nine-building business park located between Roselle Street and Flintkote Avenue in Sorrento Valley, which occurred on October 15, 2010, and 11404 and 11408 Sorrento Valley Road, which occurred on October 18, 2010, for an aggregate purchase price of approximately \$39.3 million, including the assumption of a mortgage note payable in the amount of \$13.3 million (including \$436,000 of debt premium), which was funded by borrowings on the Operating Partnership's unsecured line of credit and a reduction of

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\$1.3 million in other assets related to deposits previously paid for these acquisitions as of September 30, 2010:

Investment in real estate, net	\$ 36,059
Intangible assets (1)	4,225
Acquired debt premium(2)	(436)
Intangible liabilities(3)	(582)
Net assets acquired	\$ 39,266

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- (1) A portion of the purchase price has been allocated to identified intangible assets for above-market leases in the amount of \$842,000, which is amortized to rental income over the remaining non-cancelable term of the leases, and the value of in-place leases and management fees in the amount of \$3.4 million which are amortized to depreciation and amortization expense over the remaining non-cancelable term of the respective leases.
- (2) Debt premiums are recorded upon assumption of mortgages at the time of acquisition to account for above-market interest rates. Amortization of this premium is recorded as a reduction to interest expense over the remaining term of the respective mortgage.
- (3) A portion of the purchase price has been allocated to an identified intangible liability for a below-market lease in the amount of \$582,000, which is amortized to rental income over the remaining non-cancelable term of the lease.

**2. Pro Forma Consolidated Statements of Income**

The adjustments to the pro forma consolidated statements of income for the nine months ended September 30, 2010 and for the year ended December 31, 2009 are as follows:

Adjustments (AA) through (DD) inclusive relate to the pro forma adjustments made to give effect to the acquired properties in accordance with Regulation S-X Rule 11-2 and Rule 3-14. Specifically, in accordance with Rule 3-14(a)(1) audited financial statements of properties acquired should exclude items not comparable to the proposed future operations of the properties including corporate expenses. Prior to the acquisition, the properties were either self-managed or managed by third party management companies. Following the acquisitions, the properties will continue to be managed internally by us or managed by third-party managers under new management contracts. For properties that will be managed internally by us and for properties that will be managed by third-parties, property management revenues and expenses are included in the historical financial statements of the acquired properties.

(AA) Reflects the acquisitions of 55 and 65 West Watkins on February 23, 2010, Gazelle Court on March 30, 2010 (non-operating as it was under development from the date of acquisition), Medical Center Drive on May 3, 2010, 50 West Watkins on May 7, 2010, 4775 and 4785 Executive Drive on July 15, 2010, 3500 Paramount Parkway on July 20, 2010, 11388 Sorrento Valley Road on September 10, 2010, 4570 Executive Drive on September 17, 2010, and 10240 Science Center Drive on September 23, 2010 for an aggregate purchase price of approximately \$231.7 million as if they occurred on January 1, 2009. The Medical Center Drive acquisition was a sale leaseback transaction and the related pro forma adjustments include the rental revenue, tenant recoveries, and rental operations expense directly attributable to the sale leaseback of the owner occupied property based on the leases entered into on May 3, 2010.

	<b>For the Nine Months Ended September 30, 2010</b>		
		<b>Adjustments Resulting from</b>	
	<b>Historical (1)</b>	<b>Purchasing the Properties</b>	<b>Pro Forma Adjustment</b>
Revenues:			
Rental(2)	\$ 5,775	\$ 1,800	\$ 7,575
Tenant recoveries	1,539	551	2,090
Other income			
Total revenues	7,314	2,351	9,665

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Expenses:			
Rental operations	1,208	136	1,344
Real estate taxes	733	502	1,235
Depreciation and amortization(3)		4,837	4,837
Total expenses	1,941	5,475	7,416
Net income	\$ 5,373	\$ (3,124)	\$ 2,249

	<b>For the Year Ended December 31, 2009</b>		
		<b>Adjustments Resulting from Purchasing the Properties</b>	<b>Pro Forma Adjustment</b>
	<b>Historical (1)</b>		
Revenues:			
Rental(2)	\$ 8,035	\$ 6,314	\$ 14,349
Tenant recoveries	2,657	1,445	4,102
Total revenues	10,692	7,759	18,451
Expenses:			
Rental operations	1,856	408	2,264
Real estate taxes	1,593	798	2,391
Depreciation and amortization(3)		8,697	8,697
Total expenses	3,449	9,903	13,352
Net income	\$ 7,243	\$ (2,144)	\$ 5,099

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- (1) The historical financial information presented is the prior owners financial statements recorded on a cash basis.
- (2) The pro forma adjustment to rental revenue is directly attributable to the acquisition of the property and consists of amounts related to above-market leases and straight line rent, which are being amortized over the remaining non-cancelable term of the respective leases.
- (3) The pro forma adjustment to depreciation and amortization is due to depreciation of the acquired buildings and improvements using the straight-line method and an estimated life of 40 years. In addition, the value of in-place leases (exclusive of the value of above and below-market leases) and the value of management agreements are amortized to depreciation and amortization expense over the remaining non-cancelable term of the respective leases and management agreements.

(BB) Reflects the acquisition of the Chamberlin Portfolio from a third party that closed on October 26, 2010 for a purchase price of approximately \$298.0 million, excluding closing costs, which was funded by borrowings on the Operating Partnership's unsecured line of credit, as if it closed on January 1, 2009:

	<b>For the Nine Months Ended September 30, 2010</b>		
	<b>Historical Revenue and Certain Expenses (1)</b>	<b>Adjustments Resulting from Purchasing the Properties</b>	<b>Pro Forma Adjustment</b>
Revenues:			
Rental(2)	\$18,147	\$ (1,864)	\$16,283
Tenant recoveries(3)	2,394	1,331	3,725
Other income	8		8
Total revenues	20,549	(533)	20,016
Expenses:			
Rental operations	1,459		1,459
Real estate taxes (4)	930	1,331	2,261
Depreciation and amortization(5)		10,630	10,630
Total expenses	2,389	11,961	14,350
Loss on derivative instrument(6)	(3,529)	3,529	
Net income (loss)	\$14,631	\$ (8,965)	\$ 5,666

	<b>For the Year Ended December 31, 2009</b>		
	<b>Historical Revenue and Certain Expenses (1)</b>	<b>Adjustments Resulting from Purchasing the Properties</b>	<b>Pro Forma Adjustment</b>

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Revenues:			
Rental(2)	\$ 18,484	\$ (2,079)	\$ 16,405
Tenant recoveries(3)	2,609	2,034	4,643
Other income	20		20
Total revenues	21,113	(45)	21,068
Expenses:			
Rental operations	1,627		1,627
Real estate taxes (4)	982	2,034	3,016
Depreciation and amortization(5)		12,331	12,331
Acquisition related expenses(7)		700	700
Total expenses	2,609	15,065	17,674
Gain on derivative instrument(6)	129	(129)	
Net income (loss)	\$ 18,633	\$ (15,239)	\$ 3,394

(1) Historical combined statement of revenues and certain expenses reported in accordance with Rule 3-14 of Regulation S-X.

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- (2) The pro forma adjustment to rental revenue is directly attributable to the acquisition of the Chamberlin Portfolio and consists of amounts related to above and below-market leases, and straight line rents which are being amortized over the remaining non-cancelable term of the respective leases.
- (3) The pro forma tenant recovery revenue adjustment is based upon amounts to be received from tenants related to the pro forma adjustment to real estate taxes expense.
- (4) The pro forma adjustment to real estate taxes expense relates to the increase in property taxes due to the acquisition of the Chamberlin Portfolio by the Operating Partnership that may result in a reassessment by the taxing authorities based on the purchase price of the Chamberlin Portfolio.
- (5) The pro forma adjustment to depreciation and amortization is due to depreciation of the acquired buildings and improvements using the straight-line method and an estimated life of 40 years. In addition, the value of in-place leases (exclusive of the value of above and below market leases) and the value of management agreements are amortized to depreciation and amortization expense over the remaining non-cancelable term of the respective leases and management agreements.
- (6) The pro forma adjustment to (loss)/gain on derivative instrument relates to an interest rate swap that was not assumed at the time of acquisition.
- (7) The pro forma adjustment to acquisition related expenses is due to estimated costs incurred to acquire the Chamberlin Portfolio.

(CC) Reflects the other subsequent acquisitions of 11404 and 11408 Sorrento Valley Road on October 15, 2010 and a nine-building business park located between Roselle Street and Flintkote Avenue in Sorrento Valley on October 18, 2010 for an aggregate purchase price of \$39.3 million and includes the assumption of a mortgage note payable in the amount of \$13.3 million (including \$436,000 of debt premium), with the remaining balance funded by borrowings on the Operating Partnership's unsecured line of credit:

	<b>For the Nine Months Ended September 30, 2010</b>		
		<b>Adjustments Resulting from</b>	
	<b>Historical (1)</b>	<b>Purchasing the Properties</b>	<b>Pro Forma Adjustment</b>
Revenues:			
Rental(2)	\$ 2,400	\$ (80)	\$ 2,320
Tenant recoveries(3)	606	82	688
Total revenues	3,006	2	3,008
Expenses:			
Rental operations	659		659
Real estate taxes(4)	232	93	325
Depreciation and amortization(5)		2,020	2,020
Total expenses	891	2,113	3,004

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Income from operations	2,115	(2,111)	4
Interest expense(6)	(164)	60	(104)
Net income (loss)	\$ 1,951	\$ (2,051)	\$ (100)

	<b>For the Year Ended December 31, 2009</b>		
	<b>Adjustments Resulting from</b>		
	<b>Historical (1)</b>	<b>Purchasing the Properties</b>	<b>Pro Forma Adjustment</b>
<b>Revenues:</b>			
Rental(2)	\$ 2,795	\$ 137	\$ 2,932
Tenant recoveries(3)	808	110	918
Total revenues	3,603	247	3,850
<b>Expenses:</b>			
Rental operations	878		878
Real estate taxes(4)	309	124	433
Depreciation and amortization(5)		2,693	2,693
Acquisition related expenses(7)		196	196
Total expenses	1,187	3,013	4,200
Income from operations	2,416	(2,766)	(350)
Interest expense(6)	(984)	360	(624)
Net income (loss)	\$ 1,432	\$ (2,406)	\$ (974)

(1) The historical financial information presented is the prior owners financial statements recorded on a cash basis.

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- (2) The pro forma adjustment to rental revenue is directly attributable to the acquisition of the properties and consists of amounts related to above and below-market leases and straight line rents, which are being amortized over the remaining non-cancelable term of the respective leases.
- (3) The pro forma tenant recovery revenue adjustment is based upon amounts to be received from tenants related to the pro forma adjustment to real estate taxes expense.
- (4) The pro forma adjustment to real estate taxes expense relates to the increase in property taxes due to the acquisition of the properties by the Operating Partnership that may result in a reassessment by the taxing authorities based on the purchase price of the properties.
- (5) The pro forma adjustment to depreciation and amortization is due to depreciation of the acquired buildings and improvements using the straight-line method and an estimated life of 40 years. In addition, the value of in-place leases (exclusive of the value of above and below-market leases) and the value of management agreements are amortized to depreciation and amortization expense over the remaining non-cancelable term of the respective leases and management agreements.
- (6) The pro forma adjustment to interest expense is due to the amortization of debt premium associated with the assumption of a mortgage note payable in the amount of \$13.3 million that was recorded upon assumption of the mortgage note to account for above-market interest rates. This adjustment reduces interest expense over the remaining terms of the respective mortgages using the effective interest method.
- (7) The pro forma adjustment to acquisition related expenses is due to estimated costs incurred to acquire the properties.

(DD) Reflects the interest expense as a result of debt incurred in connection with the acquisitions:

	<b>Principal Amount</b>	<b>Interest Rate</b>		<b>Interest Expense</b>	
		<b>For the Nine Months Ended September 30, 2010</b>	<b>For the Year Ended December 31, 2009</b>	<b>For the Nine Months Ended September 30, 2010</b>	<b>For the Year Ended December 31, 2009</b>
Unsecured line of credit	\$ 317,665	1.4%	1.5%	\$ 3,335	\$ 4,765

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**SIGNATURES**

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

Date: November 15, 2010

BIOMED REALTY TRUST, INC.

By: /s/ GREG N. LUBUSHKIN

Name: Greg N. Lubushkin

Title: Chief Financial Officer

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**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Description of Exhibit</b>
23.1	Consent of KPMG LLP, independent registered public accounting firm.