

BRANDYWINE REALTY TRUST
Form 424B5
April 02, 2012
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Filed Pursuant to Rule 424(b)(5)
Registration No. 333-174700

This preliminary prospectus supplement relates to an effective registration statement under the Securities Act of 1933, but the information in this preliminary prospectus supplement is not complete and may be changed. This preliminary prospectus supplement and the accompanying prospectus are not an offer to sell and are not soliciting an offer to buy these securities in any jurisdiction where the offer or sale is not permitted.

SUBJECT TO COMPLETION, DATED APRIL 2, 2012

PROSPECTUS SUPPLEMENT

(to Prospectus dated June 3, 2011)

Shares

% Series E Cumulative Redeemable Preferred Shares of Beneficial Interest (Liquidation Preference \$25 Per Share)

Brandywine Realty Trust is offering _____ shares of its _____ % Series E Cumulative Redeemable Preferred Shares of Beneficial Interest, \$0.01 par value per share and liquidation preference \$25.00 per share, or _____ Series E Preferred Shares.

Distributions on the Series E Preferred Shares will be payable on a cumulative basis quarterly in arrears on or about January 15, April 15, July 15 and October 15 of each year. The distribution rate will be _____ % per annum of the \$25.00 liquidation preference, which is equivalent to \$ _____ per annum per Series E Preferred Share. The first distribution on the Series E Preferred Shares sold in this offering will be paid on July 15, 2012 and will be in the amount of \$ _____ per share.

Generally, we may not redeem the Series E Preferred Shares until _____, 2017. On and after _____, 2017, we may, at our option, redeem the Series E Preferred Shares, in whole or in part, at any time at a redemption price of \$25.00 per share, plus any accumulated and unpaid distributions to, but not including the redemption date. In addition, upon the occurrence of a change of control the result of which is that our common shares of beneficial interest, \$0.01 par value per share, or _____ common shares, and the common securities of the acquiring or surviving entity (or American Depositary Receipts representing such securities) are not listed on the New York Stock Exchange, the NYSE Amex or NASDAQ or listed or quoted on a successor exchange or quotation system, we may, at our option, redeem the Series E Preferred Shares, in whole or in part, no later than 120 days after the first date on which such change of control occurs, at a redemption price of \$25.00 per share, plus any accumulated and unpaid distributions to, but not including the redemption date. If we exercise any of our redemption rights relating to the Series E Preferred Shares, the holders of Series E Preferred Shares will not have the conversion right described below. The Series E Preferred Shares will have no maturity date and will remain outstanding indefinitely unless redeemed by us or converted into common shares in connection with a change of control by the holders of Series E Preferred Shares.

Upon the occurrence of a change of control event, each holder of Series E Preferred Shares will have the right (unless, prior to the change of control conversion date, we have provided or provide notice of our election to redeem the Series E Preferred Shares) to convert some or all of the Series E Preferred Shares held by such holder on the change of control conversion date into a number of our common shares per Series E Preferred Share to be converted equal to the lesser of:

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the quotient obtained by dividing (i) the sum of the \$25.00 liquidation preference plus the amount of any accumulated and unpaid distributions to, but not including the change of control conversion date (unless the change of control conversion date is after a record date for a Series E Preferred Share distribution payment and prior to the corresponding Series E Preferred Share distribution payment date, in which case no additional amount for such accumulated and unpaid distribution will be included in this sum) by (ii) the common share price (as defined herein); and

, subject to certain adjustments;

subject, in each case, to an aggregate cap on the total number of common shares issuable upon exercise of the change of control conversion right and to provisions for the receipt of alternative consideration as described under **Description of the Series E Preferred Shares** **Conversion Rights** in this prospectus supplement.

We are organized and conduct our operations to qualify as a real estate investment trust, or REIT, for federal income tax purposes. To assist us in qualifying as a REIT, among other purposes, ownership of our outstanding Series E Preferred Shares by any person is subject to certain restrictions on ownership and transfer. See **Description of the Series E Preferred Shares** **Restrictions on Ownership and Transfer** in this prospectus supplement and **Description of the Shares of Beneficial Interest** **Shares** **Restrictions on Transfer** in the accompanying prospectus.

There is currently no public market for the Series E Preferred Stock. We intend to file an application to list the Series E Preferred Shares on the New York Stock Exchange under the symbol BDN PrE. If this listing is approved, we expect trading to commence within 30 days after initial delivery of the Series E Preferred Shares. Our common shares are listed on the New York Stock Exchange under the symbol BDN. The last reported sale price of our common shares on the New York Stock Exchange on March 30, 2012 was \$11.48 per share.

Investing in our Series E Preferred Shares involves a high degree of risk. Before investing in our Series E Preferred Shares, you should carefully read the discussion of material risks of investing in our Series E Preferred Shares under **Risk Factors beginning on page S-8 of this prospectus supplement and beginning on page 14 of our Annual Report on Form 10-K for the year ended December 31, 2011.**

We have granted the underwriters a 30-day option to purchase up to an additional Series E Preferred Shares from us at the public offering price, less the underwriting discount, if the underwriters sell more than Series E Preferred Shares in this offering.

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

The underwriters expect to deliver the Series E Preferred Shares on or about , 2012.

BofA Merrill Lynch

Citigroup

Prospectus Supplement dated April , 2012.

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You should rely only on the information contained or incorporated by reference in this prospectus supplement, the accompanying prospectus or any applicable free writing prospectus filed with the Securities and Exchange Commission, or SEC, in connection with this offering. We have not, and the underwriters have not, authorized anyone to provide you with additional or different information. If any person provides you with additional or different information, you should not rely on it. Neither we nor the underwriter is making an offer to sell Series E Preferred Shares in any jurisdiction where the offer or sale is not permitted. You should assume that the information appearing in this prospectus supplement, the accompanying prospectus, any such free writing prospectus and the documents incorporated by reference herein and therein is accurate only as of their respective dates. Our business, financial condition, results of operations and prospects may have changed since those dates.

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ABOUT THIS PROSPECTUS SUPPLEMENT

This document is in two parts. The first part is this prospectus supplement, which describes certain matters relating to us and this offering. The second part is the accompanying prospectus, which gives more general information about our preferred shares and other securities we may offer from time to time.

You should carefully read this prospectus supplement, the accompanying prospectus and the additional information incorporated by reference herein before investing in our Series E Preferred Shares. See **Incorporation of Certain Information By Reference** and **Where You Can Find More Information** in this prospectus supplement. These documents contain important information that you should consider before making your investment decision. This prospectus supplement and the accompanying prospectus contain the terms of this offering of Series E Preferred Shares. This prospectus supplement may add, update or change information contained in or incorporated by reference in the accompanying prospectus. If the information in or incorporated by reference in this prospectus supplement is inconsistent with any information contained in or incorporated by reference in the accompanying prospectus, the information in or incorporated by reference in this prospectus supplement will apply and will supersede the inconsistent information contained in or incorporated by reference in the accompanying prospectus.

As used in this prospectus supplement, unless the context otherwise requires, references to **Brandywine** refer to Brandywine Realty Trust, a Maryland real estate investment trust, or **REIT**; references to the **Operating Partnership** refer to Brandywine Operating Partnership, L.P., a Delaware limited partnership; and references to **we**, **us**, **our** or similar expressions refer collectively to Brandywine Realty Trust and its consolidated subsidiaries (including the Operating Partnership).

CAUTIONARY STATEMENT CONCERNING FORWARD-LOOKING STATEMENTS

This prospectus supplement and the accompanying prospectus, together with other documents and information incorporated by reference into this prospectus, contain certain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, or **Securities Act**, and Section 21E of the Securities Exchange Act of 1934, as amended, or **Exchange Act**, including statements relating to business and real estate development activities, acquisitions, dispositions, future capital expenditures, financing sources, governmental regulation (including environmental regulation) and competition. These statements are based on assumptions and expectations that may not be realized and are inherently subject to risks, uncertainties and other factors, many of which cannot be predicted with accuracy and some of which might not even be anticipated. Although we believe the expectations reflected in these forward-looking statements are based on reasonable assumptions, future events and actual results, performance, transactions or achievements, financial and otherwise, may differ materially from the results, performance, transactions or achievements expressed or implied by the forward-looking statements contained in or contemplated by this prospectus supplement or the accompanying prospectus. Any forward-looking statements should be considered in light of the risks and uncertainties referred to in this prospectus supplement, the accompanying prospectus and our Annual Report on Form 10-K for the year ended December 31, 2011 and, from time to time, in other reports we file with the SEC or in other documents that we publicly disseminate. The most significant of these risks, uncertainties and other factors that might cause such differences include, but are not limited to:

the continuing impact of the global economic slowdown, which is having and may continue to have a negative effect on the following, among other things:

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

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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

a decline in real estate asset valuations, 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);

changes in the economic conditions affecting industries in which our principal tenants compete;

the unavailability of equity and debt financing;

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 to perform as expected;

unanticipated costs associated with the acquisition, 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;

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increased costs for, or lack of availability of, adequate insurance, including for terrorist acts;

actual or threatened terrorist attacks;

demand for tenant services beyond those traditionally provided by landlords;

liability under environmental or other laws;

failure or bankruptcy of real estate venture partners;

inability of real estate venture partners to fund venture obligations;

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failure of dispositions to close in a timely manner;

failure of buyers of our properties to comply with terms of their financing agreements to us;

earthquakes and other natural disasters;

the unforeseen 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 REIT and the adverse consequences of our failure to qualify as a REIT; and

the impact of newly adopted accounting principles on our accounting policies and on period-to-period comparisons of financial results. In light of these uncertainties and risks, prospective investors are cautioned not to place undue reliance on these forward-looking statements. Except with respect to such material changes to our risk factors as may be reflected from time to time in our periodic reports or as otherwise required by law, we are under no obligation to, and expressly disclaim any obligation to, update or revise any forward-looking statements included or incorporated by reference in this prospectus supplement or the accompanying prospectus, whether as a result of new information, future events or otherwise. Because of the factors referred to above, the future events discussed in or incorporated by reference in this prospectus supplement or the accompanying prospectus may not occur and actual results, performance or achievement could differ materially from that anticipated or implied in the forward-looking statements.

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SUMMARY

The information below is only a summary of more detailed information included elsewhere in or incorporated by reference in this prospectus supplement and the accompanying prospectus. This summary does not contain all the information that is important to you or that you should consider before investing in our Series E Preferred Shares. You should read carefully this prospectus supplement and the accompanying prospectus, as well as the information incorporated by reference.

Brandywine Realty Trust

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 and industrial properties. We own our assets and conduct our operations through our operating subsidiary, Brandywine Operating Partnership, L.P., and its subsidiaries. We control the Operating Partnership as its sole general partner and, as of December 31, 2011, owned an approximate 98.1% interest in the Operating Partnership.

As of December 31, 2011, we owned and consolidated 232 properties (collectively, the Properties) containing an aggregate of approximately 25.2 million net rentable square feet. The Properties include 207 office properties, 20 industrial properties and five mixed-use properties. As of December 31, 2011, we also owned interests in 18 unconsolidated real estate ventures (collectively, the Real Estate Ventures) that own properties that contain approximately 6.7 million net rentable square feet. In addition, as of December 31, 2011, we owned 444 acres of undeveloped land, and held options to purchase approximately 52 additional acres of undeveloped land. The Properties and the properties owned by the Real Estate Ventures are located in or near Philadelphia, Pennsylvania; Metropolitan Washington, D.C.; Southern and Central New Jersey; Richmond, Virginia; Wilmington, Delaware; Austin, Texas; and Oakland, Concord, Carlsbad and Rancho Bernardo, California. In addition to managing properties that we own, as of December 31, 2011, we managed approximately 7.4 million square feet of office and industrial properties for third parties and Real Estate Ventures. Unless otherwise indicated, all references to square feet represent net rentable area.

We were organized and commenced operations in 1986 as a Maryland REIT. Our Operating Partnership was formed and commenced operations in 1996 as a Delaware limited partnership.

Our principal executive offices are located at 555 East Lancaster Avenue, Radnor, Pennsylvania 19087, and our telephone number is (610) 325-5600.

We maintain an Internet website at <http://www.brandywinerealty.com>. We have not incorporated by reference into this prospectus supplement or the accompanying prospectus the information in, or that can be accessed through, our website, and you should not consider it to be a part of this prospectus supplement or the accompanying prospectus.

Recent Developments

Herndon Property

On March 22, 2012, we sold a 268,240 square foot office property located in Herndon, Virginia for \$91.1 million to Wells Core REIT-South Lake at Dulles Corner LLC. We estimate that we will recognize a gain on the sale in the amount of \$14.5 million during the three-month period ended March 31, 2012.

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Credit Facilities

On February 1, 2012, we refinanced our unsecured loan facilities. We entered into a new \$600 million four-year unsecured revolving credit facility and three unsecured term loans in the aggregate amount of \$600 million (collectively, the New Term Loans), which will mature on dates ranging from three to seven years. We used the proceeds of the New Term Loans to repay all balances outstanding under, and concurrently terminate, our then-existing \$600 million unsecured revolving credit facility and \$183 million unsecured term loan, each of which had been scheduled to mature on June 29, 2012.

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The Offering

Issuer	Brandywine Realty Trust.
Securities Offered	Series E Preferred Shares (or Series E Preferred shares if the underwriters exercise in full their option to purchase additional Series E Preferred Shares). We reserve the right to issue and sell additional Series E Preferred Shares at any time or from time to time.
Distributions	Holders of the Series E Preferred Shares will be entitled to receive cumulative cash distributions on the Series E Preferred Shares at the rate of % per annum of the \$25.00 per share liquidation preference (equivalent to \$ per annum per Series E Preferred Share). Distributions on the Series E Preferred Shares will be payable quarterly in arrears on or about January 15, April 15, July 15 and October 15 of each year. The first distribution on the Series E Preferred Shares sold in this offering will be paid on July 15, 2012 and will be in the amount of \$ per share.
No Maturity	The Series E Preferred Shares will have no maturity date, and we are not required to redeem the Series E Preferred Shares. In addition, we are not required to set apart funds to redeem the Series E Preferred Shares. Accordingly, the Series E Preferred Shares will remain outstanding indefinitely unless we decide to redeem them or, under circumstances where the holders of Series E Preferred Shares have a conversion right, the holders of Series E Preferred Shares decide to convert them into common shares.
Optional Redemption	We may not redeem the Series E Preferred Shares prior to , 2017, except as described under Special Optional Redemption and in limited circumstances relating to our continuing qualification as a REIT. On and after , 2017, we may, at our option, redeem the Series E Preferred Shares, in whole or in part, at any time at a redemption price of \$25.00 per share, plus any accumulated and unpaid distributions to, but not including the redemption date.
Special Optional Redemption	In connection with a Change of Control (as defined below), we may, at our option, redeem the Series E Preferred Shares, in whole or in part, no later than 120 days after the first date on which such Change of Control occurs, at a redemption price of \$25.00 per share, plus any accumulated and unpaid distributions to, but not including the redemption date. If, prior to the Change of Control Conversion Date (as defined herein), we have provided or provide notice of exercise of redemption with respect to the Series E Preferred Shares (whether pursuant to our optional redemption right or our special optional redemption right), the holders of Series E Preferred Shares will not have the conversion rights described below.

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A Change of Control means the following events have occurred and are continuing:

the acquisition by any person or group (within the meaning of Section 13(d)(3) of the Exchange Act) of beneficial ownership, directly or indirectly, through a purchase, merger or other acquisition transaction or series of purchases, mergers or other acquisition transactions of our shares entitling that person to exercise more than 50% of the total voting power of all of our shares entitled to vote generally in elections of trustees (except that such person will be deemed to have beneficial ownership of all securities that such person has the right to acquire, whether such right is currently exercisable or is exercisable only upon the passage of time or occurrence of a subsequent condition); and

following the closing of any transaction referred to in the above bullet point, neither we nor the acquiring or surviving entity has a class of common securities (or American Depositary Receipts (ADRs) representing such securities) listed on the New York Stock Exchange, the NYSE Amex or NASDAQ or listed or quoted on an exchange or quotation system that is a successor to the New York Stock Exchange, the NYSE Amex or NASDAQ.

Conversion Rights

Upon the occurrence of a Change of Control, each holder of Series E Preferred Shares will have the right, unless, prior to the Change of Control Conversion Date, we have provided or provide notice of exercise of our redemption rights with respect to the Series E Preferred Shares (whether pursuant to our optional redemption right or our special optional redemption right), to convert some or all of the Series E Preferred Shares held by such holder on the Change of Control Conversion Date into a number of our common shares per Series E Preferred Share to be converted equal to the lesser of:

the quotient obtained by dividing (i) the sum of the \$25.00 liquidation preference plus the amount of any accumulated and unpaid distributions to, but not including the Change of Control Conversion Date (unless the Change of Control Conversion Date is after a record date for a Series E Preferred Share distribution payment and prior to the corresponding Series E Preferred Share distribution payment date, in which case no additional amount for such accumulated and unpaid distribution will be included in this sum) by (ii) the Common Share Price (as defined herein); and

(the Share Cap), subject to certain adjustments;

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subject, in each case, to an aggregate cap on the total number of common shares issuable upon exercise of the change of control conversion right and to provisions for the receipt of alternative consideration as described under Description of the Series E Preferred Shares Conversion Rights in this prospectus supplement.

If we have provided or provide a redemption notice (whether pursuant to our optional redemption right or our special optional redemption right) in connection with a Change of Control, holders of Series E Preferred Shares will not have any right to convert the Series E Preferred Shares in connection with the Change of Control Conversion Right, and any Series E Preferred Shares subsequently selected for redemption that have been tendered for conversion will be redeemed on the related redemption date instead of converted on the Change of Control Conversion Date.

For definitions of Change of Control Conversion Right, Change of Control Conversion Date and Common Share Price and for a description of the adjustments, limitations and provisions for the receipt of alternative consideration that may be applicable to the Change of Control Conversion Right, see Description of the Series E Preferred Shares Conversion Rights in this prospectus supplement.

Except as provided above in connection with a Change of Control, the Series E Preferred Shares will not be convertible into or exchangeable for any other securities or property.

Liquidation Preference

If we liquidate, dissolve or wind up, the holders of the Series E Preferred Shares will have the right to receive \$25.00 per share, plus any accumulated and unpaid distributions to, but not including the payment date, before any payments are made to the holders of our common shares or any other shares of beneficial interest that rank junior to the Series E Preferred Shares.

Ranking

The Series E Preferred Shares will rank (a) senior to our common shares and any preferred shares or other equity securities ranking junior to the Series E Preferred Shares, (b) on a parity with our outstanding 7.50% Series C Cumulative Redeemable Preferred Shares, or Series C Preferred Shares, our 7.375% Series D Cumulative Redeemable Preferred Shares, or Series D Preferred Shares, and any other parity preferred shares (as defined herein) that we may issue in the future (including additional Series E Preferred Shares), and (c) junior to any preferred shares or other equity securities ranking senior to the Series E Preferred Shares, in each case, as to distribution rights and rights upon our liquidation, dissolution or winding up.

Voting Rights

Holders of Series E Preferred Shares generally will have no voting rights. However, if distributions on any Series E Preferred Shares are in arrears for six or more quarterly periods, whether or not consecutive, the holders of the Series E Preferred Shares, voting as a single class with the holders of any other parity preferred shares upon which like voting rights have been conferred and are exercisable, will be entitled to vote for the election of two additional trustees to serve

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on our board of trustees until we pay, or set apart for payment, all distributions which we owe on the Series E Preferred Shares. In addition, the affirmative vote of the holders of at least two-thirds of the outstanding Series E Preferred Shares, voting together as a single class with the holders of any other parity preferred shares upon which like voting rights have been conferred and are exercisable, will be required for us to authorize, create or increase the number of authorized shares ranking senior to the Series E Preferred Shares. Furthermore, the affirmative vote of at least two-thirds of the outstanding Series E Preferred Shares will be required for us to amend our Declaration of Trust, whether by merger, consolidation, transfer, conveyance of substantially all of our assets or otherwise, or to consummate a merger or consolidation, so as to affect materially and adversely any rights of the Series E Preferred Shares or the holders thereof.

Among other things, we may, without any vote of the holders of the Series E Preferred Shares, issue additional Series E Preferred Shares and parity preferred shares.

Restrictions on Ownership and Transfer

For us to qualify as a REIT under the Internal Revenue Code of 1986, as amended (the Code), ownership of the Series E Preferred Shares by any person is subject to certain restrictions on ownership and transfers pursuant to Article 6 of our Declaration of Trust as described in the accompanying prospectus, as may be modified from time to time as provided therein, under which Series E Preferred Shares owned by a shareholder in excess of certain ownership limits will be transferred to a special trust and may be purchased by us under certain circumstances. Our board of trustees may, in its sole discretion, and subject to certain limitations, effect increases to, or exempt a person from, the ownership limits and restrictions, as described in Description of the Shares of Beneficial Interest Shares Restrictions on Transfer in the accompanying prospectus.

Listing

We intend to file an application to list the Series E Preferred Shares on the NYSE under the symbol BDN PrE. If this listing is approved, we expect trading to commence within 30 days after initial delivery of the Series E Preferred Shares.

Use of Proceeds

We estimate that the net proceeds of this offering, after deducting the underwriting discount and other estimated offering expenses payable by us, will be approximately \$ million (or approximately \$ million if the underwriters exercise in full their option to purchase additional Series E Preferred Shares). We intend to contribute the net proceeds of this offering to the Operating Partnership. The Operating Partnership intends to use the net proceeds from this offering for working capital, capital expenditures or other general corporate purposes, which may include acquisitions, real estate development activities, redemption of all or a portion of our Series C Preferred Shares and Series D Preferred Shares, and repurchases and redemption of debt.

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Risk Factors	See Risk Factors beginning on page S-8 of this prospectus supplement and beginning on page 14 of our Annual Report on Form 10-K for the year ended December 31, 2011 for a discussion of certain risks that you should consider before making an investment in our Series E Preferred Shares.
Tax Consequences	Certain federal income tax considerations of purchasing, owning and disposing of the Series E Preferred Shares are summarized under Material United States Federal Income Tax Consequences in this prospectus supplement and Material Federal Income Tax Considerations in the accompanying prospectus.

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RISK FACTORS

Investing in our Series E Preferred Shares involves a high degree of risk. You should carefully consider the risk factors set forth below or incorporated by reference to our most recent Annual Report on Form 10-K and the other information contained or incorporated by reference in this prospectus supplement and the accompanying prospectus, as updated by our subsequent filings under the Exchange Act. The occurrence of any of these risks might cause you to lose all or part of your investment in the Series E Preferred Shares. See also Cautionary Statement Concerning Forward-Looking Statements.

The Series E Preferred Shares will be subordinate to our existing and future debt, and your interests could be diluted by the issuance of additional preferred shares and by other transactions.

The Series E Preferred Shares will rank junior to all of our existing and future debt and to other nonequity claims on us and our assets available to satisfy claims against us, including claims in bankruptcy, liquidation or similar proceedings. Our future debt may include restrictions on our ability to pay distributions to preferred shareholders. Our Declaration of Trust currently authorizes the issuance of up to 20,000,000 preferred shares in one or more classes or series. In addition, subject to certain exceptions, our board of trustees has the power under our Declaration of Trust to classify any of our unissued preferred shares, and to reclassify any of our previously classified but unissued preferred shares of any series, from time to time, into one or more series of preferred shares. Our board of trustees also may, without any vote of the holders of the Series E Preferred Shares, issue and sell additional Series E Preferred Shares and other preferred shares. The issuance of additional preferred shares on parity with or senior to the Series E Preferred Shares would dilute the interests of the holders of the Series E Preferred Shares, and any issuance of preferred shares senior to the Series E Preferred Shares or of additional indebtedness could affect our ability to pay distributions on, or redeem or pay the liquidation preference on, the Series E Preferred Shares. Other than the conversion right afforded to holders of Series E Preferred Shares that may occur in connection with a Change of Control as described under Description of the Series E Preferred Shares Conversion Rights, none of the provisions relating to the Series E Preferred Shares contains any provisions relating to or limiting our indebtedness or affording the holders of the Series E Preferred Shares protection in the event of a highly leveraged or other transaction, including a merger or the sale, lease or conveyance of all or substantially all our assets or business, so long as the rights of the Series E Preferred Shares are not materially and adversely affected.

As a holder of Series E Preferred Shares, you will have extremely limited voting rights.

Your voting rights as a holder of Series E Preferred Shares will be limited. Our common shares are the only class of our securities that carry full voting rights. Holders of Series E Preferred Shares will be entitled to elect, voting together with any then outstanding preferred shares on a parity with the Series E Preferred Shares upon which like voting rights have been conferred and are exercisable, including our Series C Preferred Shares and Series D Preferred Shares, two additional trustees to serve on our board of trustees in the event that six or more quarterly distributions (whether or not consecutive) payable on the Series E Preferred Shares are in arrears. In addition, holders of Series E Preferred Shares will be entitled to vote on amendments to our Declaration of Trust, including the articles supplementary relating to the Series E Preferred Shares, whether by merger, consolidation, transfer, conveyance of substantially all of our assets or otherwise, or on a merger or consolidation, so as to affect materially and adversely any rights of the Series E Preferred Shares. Furthermore, holders of Series E Preferred Shares will be entitled to vote, together as a single class with any then outstanding parity preferred shares upon which like voting rights have been conferred and are exercisable, with respect to authorization, creation or issuance of additional shares ranking senior to the Series E Preferred Shares. Other than the limited circumstances described in this prospectus supplement, holders of Series E Preferred Shares will not have any voting rights. See Description of the Series E Preferred Shares Voting Rights.

We will be able to redeem the Series E Preferred Shares at our option at any time beginning on _____, 2017 and under certain other circumstances but are under no obligation to do so.

The Series E Preferred Shares will have no maturity date. We may, at our option, on and after _____, 2017, redeem the Series E Preferred Shares, in whole or in part, at any time at a redemption price of \$25 per share, plus

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accumulated and unpaid dividends, if any, to but not including the redemption date. We may also redeem the Series E Preferred Shares, in whole or in part upon the occurrence of certain changes of control before _____, 2017 at a redemption price of \$25 per share, plus accumulated and unpaid dividends, if any, to but not including the redemption date.

We do not need your consent in order to redeem the Series E Preferred Shares as described above. If we redeem your Series E Preferred Shares, you may not be able to invest the proceeds in an investment with a comparable return. You may not require us to redeem or repurchase the Series E Preferred Shares under any circumstances.

We expect that the Series E Preferred Shares will be rated below investment grade. Additionally, the ratings on the Series E Preferred Shares could be revised downward or withdrawn at the discretion of the issuing rating agency.

We expect to obtain a rating for the Series E Preferred Shares. We currently anticipate that the rating of the Series E Preferred Shares, if obtained, will be below investment grade, which could adversely impact the market price of the Series E Preferred Shares. Non-investment grade preferred securities are subject to a higher risk of price volatility than similar, higher-rated securities. Furthermore, increases in leverage or deteriorating outlooks for the issuer, or volatile markets, could lead to continued significant deterioration in market prices of non-investment grade rated securities. In addition, any ratings assigned to the Series E Preferred Shares or our other securities in the future, if they are lower than market expectations or are subsequently lowered or withdrawn, could adversely affect the market for or the market value of the Series E Preferred Shares. A rating is not a recommendation to purchase, sell or hold any particular security, including the Series E Preferred Shares. Ratings do not reflect market prices or suitability of a security for a particular investor and any future rating of the Series E Preferred Shares may not reflect all risks related to us and our business, or the structure or market value of the Series E Preferred Shares. Ratings only reflect the views of the rating agency or agencies issuing the ratings and such ratings could be revised downward or withdrawn entirely at the discretion of the issuing rating agency if in its judgment circumstances so warrant. Any such downward revision or withdrawal of a rating could have an adverse effect on the market price of the Series E Preferred Shares.

The change of control conversion feature of the Series E Preferred Shares may not adequately compensate you, and the change of control conversion and redemption features of the Series E Preferred Shares may make it more difficult for a party to take over Brandywine or discourage a party from taking over Brandywine.

Upon the occurrence of a Change of Control the result of which is that our common shares and the common securities of the acquiring or surviving entity (or ADRs representing such securities) are not listed on the New York Stock Exchange, the NYSE Amex or NASDAQ or listed or quoted on an exchange or quotation system that is a successor to the New York Stock Exchange, the NYSE Amex or NASDAQ, holders of the Series E Preferred Shares will have the right (unless, prior to the Change of Control Conversion Date, we have provided or provide notice of our election to redeem the Series E Preferred Shares) to convert some or all of their Series E Preferred Shares into our common shares (or equivalent value of alternative consideration) and under these circumstances we will also have a special optional redemption right to redeem the Series E Preferred Shares. See Description of the Series E Preferred Shares Conversion Rights and Special Optional Redemption. Upon such a conversion, the holders will be limited to a maximum number of our common shares equal to the Share Cap multiplied by the number of Series E Preferred Shares converted. If the Common Share Price is less than

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\$ (which is approximately % of the per-share closing sale price of our common shares on , 2012), subject to adjustment, the holders will receive a maximum of common shares per Series E Preferred Share, which may result in a holder receiving value that is less than the liquidation preference of the Series E Preferred Shares. In addition, these features of the Series E Preferred Shares may have the effect of inhibiting a third party from making an acquisition proposal for Brandywine or of delaying, deferring or preventing a change of control of Brandywine under circumstances that otherwise could provide the holders of our common shares and Series E Preferred Shares with the opportunity to realize a premium over the then-current market price or that shareholders may otherwise believe is in their best interests.

There is no established trading market for the Series E Preferred Shares, listing on the New York Stock Exchange will not guarantee the development of an active market for the Series E Preferred Shares, and the market price and trading volume of the Series E Preferred Shares may fluctuate significantly.

The Series E Preferred Shares will be a new issue of securities with no established trading market. We intend to file an application to list the Series E Preferred Shares on the New York Stock Exchange, but there can be no assurance that the New York Stock Exchange will approve the Series E Preferred Shares for listing. Even if the listing of the Series E Preferred Shares is approved, an active trading market on the New York Stock Exchange for the Series E Preferred Shares may not develop or, if it does develop, may not continue, in which case the market price of the Series E Preferred Shares could be materially and adversely affected. If an active trading market does develop on the New York Stock Exchange, the Series E Preferred Shares may trade at prices lower than the public offering price. The market price of the Series E Preferred Shares would depend on many factors, including, among others, the following:

prevailing interest rates;

the market for similar securities;

general economic and financial market conditions;

our issuance, as well as the issuance by our subsidiaries, of additional preferred shares or debt securities; and

our financial condition, cash flows, liquidity, results of operations, funds from operations and prospects.

We have been advised by the underwriters that they intend to make a market in the Series E Preferred Shares; however, the underwriters are not obligated to do so and may discontinue market-making at any time without notice.

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USE OF PROCEEDS

We estimate that the net proceeds from this offering, after deducting the underwriting discount and other estimated offering expenses payable by us, will be approximately \$ million (or approximately \$ million if the underwriters exercise in full their option to purchase additional Series E Preferred Shares). We intend to contribute the net proceeds of this offering of Series E Preferred Shares to the Operating Partnership, in exchange for additional partnership interests in the Operating Partnership having economic terms identical to those of the Series E Preferred Shares. We own our assets and conduct our operations through the Operating Partnership and its subsidiaries. We control the Operating Partnership as its sole general partner and, as of December 31, 2011, owned an approximate 98.1% interest in the Operating Partnership.

The Operating Partnership intends to use the net proceeds from this offering for working capital, capital expenditures or other general corporate purposes, which may include acquisitions, real estate development activities, redemption of all or a portion of our Series C Preferred Shares and Series D Preferred Shares, and repurchases and redemption of debt.

Pending the uses described above, we may invest the net proceeds in marketable securities or other short-term investments, consistent with our intention to continue to qualify as a REIT.

Table of Contents**RATIO OF EARNINGS TO COMBINED FIXED CHARGES AND PREFERENCE DIVIDENDS**

For the purpose of calculating the ratios of earnings to combined fixed charges and preferred share distributions, earnings have been calculated by adding fixed charges, distributed income of equity investees and amortization of capitalized interest to income from continuing operations before non-controlling interest and equity in earnings from unconsolidated real estate ventures of Brandywine, less capitalized interest and preferred distributions of consolidated subsidiaries. Fixed charges consist of interest costs (whether expensed or capitalized), amortization of deferred financing costs, amortization of discounts or premiums related to indebtedness, Brandywine's share of interest expense from unconsolidated equity method investments, the interest portion of rent expense and preferred distributions of consolidated subsidiaries. Preferred share distributions includes income allocated to holders of Brandywine's preferred shares.

The following table sets forth Brandywine's ratios of earnings to combined fixed charges and preferred share distributions for the periods indicated.

	For the years ended December 31,				
	2011	2010	2009	2008	2007
Ratio of earnings to fixed charges and preferred share distributions	(1)	(1)	(1)	(1)	(1)

- (1) Brandywine's ratio of earnings to combined fixed charges and preferred share distributions was less than 1.00 because of its losses from continuing operations in the relevant periods. In the period the coverage ratio was less than 1.00, Brandywine must generate additional earnings of \$20,832 for the year ended December 31, 2011, \$50,774 for the year ended December 31, 2010, \$12,643 for the year ended December 31, 2009, \$25,210 for the year ended December 31, 2008 and \$18,559 for the year ended December 31, 2007 in order to achieve a coverage ratio of 1:1.

Table of Contents**CAPITALIZATION**

The following table sets forth our capitalization as of December 31, 2011 (1) on an actual basis and (2) on an as adjusted basis to give effect to the consummation of this offering. This table should be read in conjunction with our consolidated financial statements and the notes thereto incorporated by reference in this prospectus supplement.

	December 31, 2011	
	Actual	As Adjusted(2)
	(in thousands)	
Cash and Cash Equivalents:	\$ 410	\$
Debt:		
Mortgage notes payable	\$ 511,061	\$ 511,061
Unsecured credit facility	275,500	275,500
Unsecured term loan	37,500	37,500
Unsecured senior notes, net of discounts	1,569,934	1,569,934
Total debt	2,393,995	2,393,995
		&