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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

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**FORM 10-K**

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

For the fiscal year ended December 31, 2011

OR

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_  
Commission file number 0-50209

**Boston Properties Limited Partnership**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation or organization)

**04-3372948**  
(I.R.S. Employer  
Identification Number)

**Prudential Center, 800 Boylston Street, Suite 1900**  
**Boston, Massachusetts**  
(Address of principal executive offices)

**02199-8103**  
(Zip Code)

**Registrant's telephone number, including area code: (617) 236-3300**

**Securities registered pursuant to Section 12(b) of the Act: None**

**Securities registered pursuant to Section 12(g) of the Act: Units of Limited Partnership (Title of Class)**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

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

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

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes  No

Since no established market for common units of limited partnership of the registrant exists, there is no market value for such units.

Our sole general partner is Boston Properties, Inc. Certain information contained in Boston Properties, Inc.'s Proxy Statement relating to its Annual Meeting of Stockholders to be held May 15, 2012 is incorporated by reference in Items 10, 11, 12, 13 and 14 of Part III. Boston Properties, Inc. intends to file such Proxy Statement with the Securities and Exchange Commission not later than 120 days after the end of its fiscal year ended December 31, 2011.

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**PART I**

**Item 1. Business**

**General**

As used herein, the terms “we,” “us,” “our,” “BPLP” and the “Company” refer to Boston Properties Limited Partnership, a Delaware limited partnership organized in 1997, and its subsidiaries, and their respective predecessors, considered as a single enterprise. As used in our financial statements beginning on page 102, the term “Company” refers to BPLP. Boston Properties Limited Partnership is the entity through which Boston Properties, Inc., a fully integrated, self-administered and self-managed real estate investment trust, or “REIT,” and one of the largest owners and developers of office properties in the United States conducts substantially all of its business and owns (either directly or through subsidiaries) substantially all of its assets. Boston Properties, Inc.’s common stock, par value \$0.01 per share, is listed on the New York Stock Exchange under the symbol “BXP.”

Our properties are concentrated in five markets—Boston, New York, Princeton, San Francisco and Washington, DC. At December 31, 2011, we owned or had interests in 153 properties, totaling approximately 42.2 million net rentable square feet, including seven properties under construction totaling approximately 2.6 million net rentable square feet. In addition, we had structured parking for approximately 44,528 vehicles containing approximately 15.1 million square feet. Our properties consisted of:

- 146 office properties including 128 Class A office properties (including six properties under construction) and 18 Office/Technical properties;
- one hotel;
- three retail properties; and
- three residential properties (one of which is under construction).

We own or control undeveloped land totaling approximately 510.5 acres, which could support approximately 11.4 million square feet of additional development. In addition, we have a noncontrolling interest in the Boston Properties Office Value-Added Fund, L.P., which we refer to as the “Value-Added Fund,” which is a strategic partnership with two institutional investors through which we have pursued the acquisition of assets within our existing markets that have deficiencies in property characteristics that provide an opportunity to create value through repositioning, refurbishment or renovation. Our investments through the Value-Added Fund are not included in our portfolio information tables or any other portfolio level statistics. At December 31, 2011, the Value-Added Fund had investments in an office property in Chelmsford, Massachusetts and complexes in Mountain View, California.

We consider Class A office properties to be centrally-located buildings that are professionally managed and maintained, attract high-quality tenants and command upper-tier rental rates, and that are modern structures or have been modernized to compete with newer buildings. We consider Office/Technical properties to be properties that support office, research and development, laboratory and other technical uses. Our definitions of Class A office and Office/Technical properties may be different than those used by other companies.

We are a full-service real estate company, with substantial in-house expertise and resources in acquisitions, development, financing, capital markets, construction management, property management, marketing, leasing, accounting, tax and legal services. We are managed by Boston Properties, Inc. in its capacity as our sole general partner. As of December 31, 2011, we had approximately 700 employees. Our thirty-four senior officers have an average of twenty-seven years experience in the real estate industry, including an average of seventeen years of experience with us. Our principal executive office and Boston regional office is located at The Prudential Center, 800 Boylston Street, Suite 1900, Boston, Massachusetts 02199 and our telephone number is (617) 236-3300. In addition, we have regional offices at 599 Lexington Avenue, New York, New York 10022; 302 Carnegie Center, Princeton, New Jersey 08540; Four Embarcadero Center, San Francisco, California 94111; and 2200 Pennsylvania Avenue NW, Washington, DC 20037.

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Boston Properties, Inc., our sole general partner, has a Web site located at <http://www.bostonproperties.com>. On its Web site, you can obtain a free copy of Boston Properties, Inc.'s and Boston Properties Limited Partnership's annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended, as soon as reasonably practicable after we electronically file such material with, or furnish it to, the Securities and Exchange Commission, or the SEC. You may also obtain BPLP's reports by accessing the EDGAR database at the SEC's website at <http://www.sec.gov>, or we will furnish an electronic or paper copy of these reports free of charge upon written request to: Investor Relations, Boston Properties, Inc., The Prudential Center, 800 Boylston Street, Suite 1900, Boston, Massachusetts 02199. The name "Boston Properties" and our logo (consisting of a stylized "b") are registered service marks of the Company.

### **Boston Properties Limited Partnership**

As of February 21, 2012, Boston Properties, Inc. was the owner of approximately 88.3% of the economic interests in BPLP. Economic interest was calculated as the number of common partnership units of BPLP owned by Boston Properties, Inc. as a percentage of the sum of (1) the actual aggregate number of outstanding common partnership units of BPLP, (2) the number of common partnership units issuable upon conversion of outstanding preferred partnership units of BPLP and (3) the number of common units issuable upon conversion of all outstanding long term incentive plan units of BPLP, or LTIP Units, other than LTIP Units issued in the form of Outperformance Awards ("OPP Awards"), assuming all conditions have been met for the conversion of the LTIP Units. An LTIP Unit is generally the economic equivalent of a share of our restricted common stock, although LTIP Units issued in the form of OPP Awards are only entitled to receive one-tenth (1/10<sup>th</sup>) of the regular quarterly distributions (and no special distributions) prior to being earned. Boston Properties, Inc.'s general and limited partnership interests in BPLP entitle it to share in cash distributions from, and in the profits and losses of, BPLP in proportion to its percentage interest and entitle it to vote on all matters requiring a vote of the limited partners. The other limited partners of BPLP are persons who contributed their direct or indirect interests in properties to BPLP in exchange for common units or preferred units of limited partnership interest in BPLP or recipients of LTIP Units pursuant to the Second Amendment and Restatement of Boston Properties, Inc.'s 1997 Stock Option and Incentive Plan (the "1997 Plan"). Under the limited partnership agreement of BPLP, unitholders may present their common units of BPLP for redemption at any time (subject to restrictions agreed upon at the time of issuance of the units that may restrict such right for a period of time, generally one year from issuance). Upon presentation of a unit for redemption, BPLP must redeem the unit for cash equal to the then value of a share of the common stock of Boston Properties, Inc. In lieu of cash, however, Boston Properties, Inc., as general partner, may, at its option, choose to acquire any common units so tendered by issuing shares of Boston Properties Inc.'s common stock in exchange for the common units. If Boston Properties, Inc. so elects, its common stock will be exchanged for common units on a one-for-one basis. This one-for-one exchange ratio is subject to specified adjustments to prevent dilution. We generally expect that Boston Properties, Inc., as our general partner, will elect to issue our common stock in connection with each such presentation for redemption rather than having us pay cash. With each such exchange or redemption, Boston Properties, Inc.'s percentage ownership in BPLP will increase. In addition, whenever Boston Properties, Inc. issues shares of its common stock other than to acquire common units of BPLP, it must contribute any net proceeds it receives to us and we must issue to Boston Properties, Inc. an equivalent number of common units. This structure is commonly referred to as an umbrella partnership REIT, or "UPREIT."

Our preferred units have the rights, preferences and other privileges, including the right to convert into common units, as are set forth in an amendment to our limited partnership agreement of BPLP. As of December 31, 2011 and February 21, 2012, we had one series of our preferred units outstanding. Our Series Two Preferred Units have a liquidation preference of \$50.00 per unit (or an aggregate of approximately \$55.7 million and \$51.5 million at December 31, 2011 and February 21, 2012, respectively). The Series Two Preferred Units are convertible, at the holder's election, into common units at a conversion price of \$38.10 per common unit (equivalent to a ratio of 1.312336 common units per Series Two Preferred Unit). Distributions on the Series Two Preferred Units are payable quarterly and, unless the greater rate described in the next sentence applies, accrue at

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distributions on the number of OP Units into which the Series Two Preferred Units are convertible are greater than distributions calculated using the rate described in the preceding sentence for the applicable quarterly period, then the greater distributions are payable instead. The holders of Series Two Preferred Units have the right to require us to redeem their units for cash at the redemption price of \$50.00 per unit on May 14, 2012, May 14, 2013 and May 12, 2014. The maximum number of units that may be required to be redeemed from all holders on each of these dates is 1,007,662, which is one-sixth of the number of Series Two Preferred Units that were originally issued. The holders also had the right to have their Series Two Preferred Units redeemed for cash as of May 12, 2009, May 12, 2010 and May 12, 2011, although no holder exercised such right. On May 14, 2013 and May 12, 2014, BPLP also has the right, subject to certain conditions, to redeem Series Two Preferred Units for cash or to convert into OP Units any Series Two Preferred Units that are not redeemed when they are eligible for redemption.

### **Transactions During 2011**

#### *Acquisitions*

On February 1, 2011, we completed the acquisition of Bay Colony Corporate Center in Waltham, Massachusetts for an aggregate purchase price of approximately \$185.0 million. The purchase price consisted of approximately \$41.1 million of cash and the assumption of approximately \$143.9 million of indebtedness. The assumed debt is a securitized senior mortgage loan that bears interest at a fixed rate of 6.53% per annum and matures on June 11, 2012. The loan requires interest-only payments with a balloon payment due at maturity. Bay Colony Corporate Center is an approximately 985,000 net rentable square foot, four-building Class A office park situated on a 58-acre site in Waltham, Massachusetts.

On November 22, 2011, we acquired 2440 West El Camino Real located in Mountain View, California for a net purchase price of approximately \$71.1 million in cash. 2440 West El Camino Real is an approximately 140,000 net rentable square foot Class A office property that is currently 100% leased.

#### *Dispositions*

On May 23, 2011, we entered into a ground lease for 75 Ames Street, a vacant land parcel in Cambridge, Massachusetts located on the same site as our Cambridge Center West Garage property and adjacent to our Seven Cambridge Center property, with a third party. In addition, we entered into a development agreement to serve as project manager for a 250,000 square foot research laboratory building to be developed on the site at the ground lessee's expense and will also serve, upon completion of development, as property manager. The terms of the ground lease require us to form a condominium for the site upon completion of the development, at which time each party will subject their respective interests in the buildings and land to the condominium and will in turn be conveyed a condominium unit comprised of their respective building as well as an undivided ownership interest in the land. Gross proceeds to us are expected to be \$56.8 million, including \$11.4 million in development fees for our services. As of December 31, 2011, we had received approximately \$48.9 million and anticipate receiving another \$7.9 million in development fees through the third quarter of 2014. The cash received under the ground lease will initially be recognized as unearned revenue and recognized over the 99-year term of the ground lease. We will recognize approximately \$459,000 per year in ground lease payments prior to the anticipated conveyance of the condominium interest in 2014. Upon completion of the development and conveyance of the condominium interest, the transaction and related remaining costs will be accounted for and recognized as a gain on sale of real estate in accordance with Accounting Standards Codification ("ASC") ASC 360-20 "Real Estate Sales."

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### *Developments*

As of December 31, 2011, we had seven projects under construction comprised of six office properties and one residential property, which aggregate approximately 2.6 million square feet. We estimate the total investment to complete these projects, in the aggregate, to be approximately \$1.8 billion of which we had already invested approximately \$1.0 billion as of December 31, 2011. The investment through December 31, 2011 and estimated total investment for our properties under construction as of December 31, 2011 are detailed below (in thousands):

<u>Construction Properties</u>	<u>Estimated Stabilization Date</u>	<u>Location</u>	<u>Investment to Date(1)</u>	<u>Estimated Total Investment(1)</u>
<u>Office</u>				
510 Madison Avenue	Third Quarter, 2013	New York, NY	\$ 355,262	\$ 375,000
Annapolis Junction Lot 6 (50% ownership)	Third Quarter, 2013	Annapolis, MD	9,215	14,000
12310 Sunrise Valley	First Quarter, 2012	Reston, VA	53,780	67,000
500 North Capitol (30% ownership)	Fourth Quarter, 2013	Washington, DC	17,733	36,540
Seventeen Cambridge Center	Third Quarter, 2013	Cambridge, MA	23,976	86,300
250 West 55 <sup>th</sup> Street	Fourth Quarter, 2015	New York, NY	532,606	1,050,000
Total Office Properties under Construction			<u>\$ 992,572</u>	<u>\$ 1,628,840</u>
<u>Residential</u>				
Reston Town Center Residential	Fourth Quarter, 2015	Reston, VA	\$ 25,041	\$ 137,250
Total Residential Properties under Construction			<u>\$ 25,041</u>	<u>\$ 137,250</u>
Total Properties under Construction			<u>\$ 1,017,613</u>	<u>\$ 1,766,090</u>

(1) Represents our share. Includes net revenue during lease up period and approximately \$43.6 million of construction cost and leasing commission accruals.

On January 14, 2011, we placed in-service approximately 57% of the office component of our Atlantic Wharf development project located in Boston, Massachusetts. The office component is comprised of approximately 798,000 net rentable square feet. On November 15, 2011, we completed and fully placed in-service the office component of this development project.

On March 1, 2011, we placed in-service approximately 13% of the office component of our 2200 Pennsylvania Avenue development project located in Washington, DC. The office component is comprised of approximately 459,000 net rentable square feet. On August 17, 2011, we completed and fully placed in-service the office component of this development project.

On May 1, 2011, we placed in-service approximately 16% of our 510 Madison Avenue development project located in New York City. 510 Madison Avenue is an approximately 347,000 net rentable square foot Class A office property. As of December 31, 2011, 45% of the development project this been placed in-service.

On May 11, 2011, we partially placed in-service the Residences on The Avenue, the residential component of our 2221 I Street, NW development project located in Washington, DC. The residential component is comprised of 335 apartment units and approximately 50,000 square feet of retail space. On July 13, 2011, we completed and fully placed in-service the residential component of this development project.

On May 24, 2011, we signed a lease with the law firm of Morrison & Foerster LLP for approximately 184,000 square feet at 250 West 55th Street in New York City. In conjunction with the execution of the lease, we resumed development of the planned approximately 989,000 square foot class A office project and commenced capitalization of interest. We expect the law firm to move into the completed building in the spring of 2014.

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On July 1, 2011, we completed and placed in-service 100% of The Lofts at Atlantic Wharf, the residential component of our Atlantic Wharf development project located in Boston, Massachusetts. The residential component is comprised of 86 apartment units and approximately 9,000 square feet of retail space.

On July 1, 2011, we entered into lease amendments with the existing tenant at our three-building complex in Reston, Virginia, which will be redeveloped as the headquarters for the Defense Intelligence Agency. Under the agreement, the tenant will terminate early its leases for approximately 523,000 square feet at the complex and be responsible for certain payments to us aggregating approximately \$14.8 million, of which approximately \$13.1 million was recognized in 2011 and the remaining approximately \$1.7 million is anticipated to be recognized during the first quarter of 2012. On July 5, 2011, we commenced the redevelopment of the 12310 Sunrise Valley Drive property at the complex, which is expected to be completed during the first quarter of 2012. We will capitalize incremental costs during the redevelopment.

On July 14, 2011, we entered into a 15-year lease with Biogen Idec for 100% of a build-to-suit development project with approximately 190,000 net rentable square feet of Class A office space located on land owned by us at 17 Cambridge Center in Cambridge, Massachusetts. In conjunction with the execution of the lease, we commenced construction of the project and expect that the project will be complete and available for occupancy during the third quarter of 2013.

On December 19, 2011, we commenced the construction of our Reston Town Center Residential project, a residential project comprised of 359 apartment units located in Reston, Virginia.

### *Secured Debt Transactions*

On January 12, 2011, we notified the master servicer of the \$25.0 million non-recourse mortgage loan collateralized by our Montvale Center property located in Gaithersburg, Maryland that the cash flows generated from the property were insufficient to fund debt service payments and capital improvements necessary to lease and operate the property and that we were not prepared to fund any cash shortfalls. Accordingly, at our request, the loan was placed with the special servicer. We are not current on making debt service payments and are currently in default. We are currently accruing interest at the default interest rate of 9.93% per annum. The net book value of the property at December 31, 2011 totaled approximately \$7.7 million, which is less than the estimated fair value of the property (See Note 20 to the Consolidated Financial Statements).

On February 1, 2011, in connection with our acquisition of Bay Colony Corporate Center in Waltham, Massachusetts, we assumed the mortgage loan collateralized by the property totaling approximately \$143.9 million. The assumed debt is a securitized senior mortgage loan that requires interest-only payments with a balloon payment due at maturity. The assumed mortgage loan, which bears contractual interest at a fixed rate of 6.53% per annum and matures on June 11, 2012, was recorded at its fair value of approximately \$149.2 million using an effective interest rate of 3.75% per annum.

On May 11, 2011, we refinanced at maturity our mortgage loan collateralized by our 601 Lexington Avenue property located in New York City totaling approximately \$453.3 million utilizing the proceeds of a draw under our Unsecured Line of Credit, which borrowing was secured by a mortgage on the property. The mortgage loan bore interest at a fixed rate of 7.19% per annum.

On August 19, 2011, we obtained mortgage financing totaling \$725.0 million collateralized by our 601 Lexington Avenue property located in New York City. The mortgage loan bears interest at a fixed rate of 4.75% per annum and matures on April 10, 2022. Proceeds from the mortgage financing were used to repay the borrowing under our Unsecured Line of Credit totaling approximately \$453.3 million. The additional cash proceeds were used to refinance the \$267.5 million mortgage loan collateralized by our 510 Madison Avenue property located in New York City. In connection with the refinancing, the lien of the 510 Madison Avenue mortgage was spread to 601 Lexington Avenue and released from 510 Madison Avenue so that 510 Madison Avenue is no longer encumbered by any mortgage debt.

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On November 9, 2011, we used available cash to repay the mortgage loan collateralized by our Reservoir Place property located in Waltham, Massachusetts totaling \$50.0 million. The mortgage financing bore interest at a variable rate equal to Eurodollar plus 2.20% per annum and was scheduled to mature on July 30, 2014. There was no prepayment penalty. We recognized a loss from early extinguishment of debt totaling approximately \$0.5 million consisting of the write-off of unamortized deferred financing costs.

On November 16, 2011, we terminated the construction loan facility collateralized by our Atlantic Wharf property totaling \$192.5 million. The construction loan facility bore interest at a variable rate equal to LIBOR plus 3.00% per annum and was scheduled to mature on April 21, 2012 with two, one-year extension options, subject to certain conditions. We did not draw any amounts under the facility. We recognized a loss from early extinguishment of debt totaling approximately \$0.4 million consisting of the write-off of unamortized deferred financing costs.

### *Unsecured Senior Notes*

On November 10, 2011, we completed a public offering of \$850.0 million in aggregate principal amount of 3.700% unsecured senior notes due 2018. The notes were priced at 99.767% of the principal amount to yield an effective interest rate (including financing fees) of 3.853% to maturity. The notes will mature on November 15, 2018, unless earlier redeemed. The aggregate net proceeds from the offering were approximately \$841.2 million after deducting underwriting discounts and transaction expenses.

### *Unsecured Exchangeable Senior Notes*

On November 9, 2011, we repurchased \$50.0 million aggregate principal amount of our 2.875% exchangeable senior notes due 2037 for approximately \$50.2 million. The repurchased notes had an aggregate carrying value of approximately \$49.6 million at the time of repurchase resulting in the recognition of a loss on early extinguishment of debt of approximately \$0.6 million during the year ended December 31, 2011 (See Note 20 to the Consolidated Financial Statements).

### *Unsecured Line of Credit*

On June 24, 2011, we amended and restated the revolving credit agreement governing our Unsecured Line of Credit, which (1) reduced the total commitment from \$1.0 billion to \$750.0 million, (2) extended the maturity date from August 3, 2011 to June 24, 2014, with a provision for a one-year extension at our option, subject to certain conditions and the payment of an extension fee equal to 0.20% of the total commitment then in effect, and (3) increased the per annum variable interest rates available, which resulted in an increase of the per annum variable interest rate on outstanding balances from Eurodollar plus 0.475% per annum to Eurodollar plus 1.225% per annum. Under the amended Unsecured Line of Credit, we may increase the total commitment to \$1.0 billion, subject to syndication of the increase. In addition, a facility fee currently equal to an aggregate of 0.225% per annum of the total commitment is payable in equal quarterly installments. The interest rate and facility fee are subject to adjustment in the event of a change in our unsecured debt ratings. The Unsecured Line of Credit is a recourse obligation of us. The Unsecured Line of Credit also contains a competitive bid option that allows banks that are part of the lender consortium to bid to make loan advances to us at a reduced interest rate.

### *Equity Transactions*

On April 21, 2010, Boston Properties, Inc. announced that it had established an "at the market" (ATM) stock offering program through which it may sell from time to time up to an aggregate of \$400.0 million of its common stock through sales agents for a three-year period. During the year ended December 31, 2011, it utilized this program to issue an aggregate of 4,228,993 shares of common stock for gross proceeds of approximately \$400.0 million and net proceeds of approximately \$394.7 million. Boston Properties, Inc. contributed the net



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proceeds from such sales to us in exchange for a number of OP Units equal to the number of shares issued. No amount remains available for issuance under this ATM program.

On June 2, 2011, Boston Properties, Inc. established a new ATM stock offering program through which it may sell from time to time up to an aggregate of \$600.0 million of its common stock through sales agents over a three-year period. During the year ended December 31, 2011, it issued an aggregate of 431,223 shares of common stock under this ATM stock offering program for gross proceeds of approximately \$44.9 million and net proceeds of approximately \$44.3 million. Boston Properties, Inc. contributed the net proceeds from such sales to us in exchange for a number of OP Units equal to the number of shares issued. As of December 31, 2011, approximately \$555.1 million remained available for issuance under this ATM program.

During the year ended December 31, 2011, Boston Properties, Inc. redeemed an aggregate of 2,919,323 common units of limited partnership interest, including 60,414 common units issued upon the conversion of LTIP units, presented by the holders for redemption, in exchange for an equal number of shares of common stock. Each time Boston Properties, Inc. issues shares of common stock (other than in exchange for common units upon exercise by limited partners of their redemption right), it contributes the proceeds of such issuance to us in return for an equivalent number of common units. During the year ended December 31, 2011, we issued 316,159 common units to Boston Properties, Inc. in exchange for the proceeds from stock options being exercised.

### *Investments in Unconsolidated Joint Ventures*

On March 16, 2011, our Value-Added Fund extended the maturity date by two months to May 31, 2011 of the mortgage loan collateralized by its Mountain View Technology Park property located in Mountain View, California totaling approximately \$24.7 million. The mortgage loan bore interest at a variable rate equal to LIBOR plus 1.50% per annum and was scheduled to mature on March 31, 2011. On June 29, 2011, our Value-Added Fund extended the maturity date to November 15, 2011. On November 22, 2011, our Value-Added Fund refinanced the mortgage loan totaling approximately \$24.6 million. The new mortgage loan totaling \$20.0 million bears interest at a variable rate equal to LIBOR plus 2.50% per annum and matures on November 22, 2014. In connection with the loan refinancing, the unconsolidated joint venture repaid approximately \$4.6 million of the previous mortgage loan utilizing existing cash reserves and the proceeds from a loan from us. The loan from us consists of an agreement to lend up to \$6.0 million to the Value-Added Fund, of which approximately \$3.7 million had been advanced as of December 31, 2011. The loan from us bears interest at a fixed rate of 10.0% per annum and matures on November 22, 2014.

On March 26, 2011, a joint venture in which we have a 30% interest removed from service and commenced the redevelopment of 500 North Capitol Street, NW located in Washington, DC. On January 18, 2011, the joint venture entered into a lease with a law firm for approximately 171,000 square feet of space. On October 14, 2011, the unconsolidated joint venture obtained construction financing totaling \$107.0 million collateralized by the redevelopment project. The construction financing bears interest at a variable rate equal to LIBOR plus 1.65% per annum and matures on October 14, 2014 with two, one-year extension options, subject to certain conditions. At closing, approximately \$33.3 million was drawn to fund the repayment of the existing mortgage loan totaling \$22.0 million and approximately \$11.3 million of previously incurred development costs.

On March 31, 2011, a joint venture in which we have a 50% interest refinanced its construction loan collateralized by Annapolis Junction located in Annapolis, Maryland. The construction loan totaling approximately \$42.7 million bore interest at a variable rate equal to LIBOR plus 1.00% per annum and was scheduled to mature on September 12, 2011. The new mortgage loan totaling approximately \$42.3 million bears interest at a variable rate equal to LIBOR plus 1.75% per annum and matures on March 31, 2018 with one, three-year extension option, subject to certain conditions.

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On June 3, 2011, a joint venture in which we have a 50% interest amended its joint venture agreement to add a new development project to its Annapolis Junction property located in Annapolis, Maryland. The outside joint venture partner contributed the improved parcel of land and we contributed cash for our 50% interest. The development project is an approximately 120,000 net rentable square foot Class A office project. On November 17, 2011, the unconsolidated joint venture obtained construction financing totaling \$19.0 million collateralized by the development project. The construction financing bears interest at a variable rate equal to LIBOR plus 1.65% per annum and matures on November 17, 2013 with two, one-year extension options, subject to certain conditions.

On June 28, 2011, our Value-Added Fund modified the mortgage loan collateralized by its Mountain View Research Park property located in Mountain View, California. The mortgage loan totaling approximately \$112.3 million bore interest at a variable rate equal to LIBOR plus 1.75% per annum and had matured on May 31, 2011. The new mortgage loan totaling \$92.0 million bears interest at a variable rate equal to LIBOR plus 2.50% per annum and matures on May 31, 2014. In connection with the loan modification, the joint venture repaid approximately \$20.3 million of the previous mortgage loan utilizing unfunded capital commitments from the joint venture's partners on a pro rata basis, existing cash reserves and the proceeds from a loan from us. The loan from us consists of an agreement to lend up to \$12.0 million to the Value-Added Fund, of which approximately \$6.7 million had been advanced as of December 31, 2011. The loan from us bears interest at a fixed rate of 10.0% per annum and matures on May 31, 2014.

On October 25, 2011, an unconsolidated joint venture in which we have a 60% interest completed the sale of Two Grand Central Tower located in New York City for approximately \$401.0 million, including the assumption by the buyer of approximately \$176.6 million of mortgage indebtedness. Net cash proceeds totaled approximately \$210.0 million, of which our share was approximately \$126.0 million, after the payment of transaction costs of approximately \$14.4 million. Two Grand Central Tower is an approximately 650,000 net rentable square foot Class A office tower. The unconsolidated joint venture's carrying value of the net assets of the property aggregated approximately \$427.1 million. As a result, pursuant to the provisions of ASC 360 "Property, Plant and Equipment" ("ASC 360") (formerly known as SFAS No. 144 "Accounting for the Impairment or Disposal of Long Lived Assets"), the unconsolidated joint venture recognized a non-cash impairment loss and loss on sale of real estate aggregating approximately \$40.5 million during the year ended December 31, 2011, which is equal to the difference between (1) the sale price less cost to sell and (2) the carrying value of the net assets of the property. Separately, in 2008 we had recognized an impairment loss on our investment in the unconsolidated joint venture totaling approximately \$74.3 million under the provisions of ASC 323 "Investments-Equity Method and Joint Ventures" ("ASC 323") (formerly known as Accounting Principles Board Opinion No. 18 "The Equity Method of Accounting for Investments in Common Stock" ("APB No. 18")). As a result, we recognized a gain on sale of real estate totaling approximately \$46.2 million, which is included within income from unconsolidated joint ventures on our Consolidated Statements of Operations.

### *Stock Option and Incentive Plan*

On January 20, 2011, the Compensation Committee of the Boston Properties, Inc.'s Board of Directors approved outperformance awards under Boston Properties, Inc.'s 1997 Plan to certain officers of Boston Properties, Inc. These awards (the "2011 OPP Awards") are part of a broad-based, long-term incentive compensation program designed to provide Boston Properties, Inc.'s management team with the potential to earn equity awards subject to Boston Properties, Inc. "outperforming" and creating shareholder value in a pay-for-performance structure. 2011 OPP Awards utilize total return to shareholders ("TRS") over a three-year measurement period as the performance metric and include two years of time-based vesting after the end of the performance measurement period (subject to acceleration in certain events) as a retention tool. Recipients of 2011 OPP Awards will share in an outperformance pool if Boston Properties, Inc.'s TRS, including both share appreciation and dividends, exceeds absolute and relative hurdles over a three-year measurement period from February 1, 2011 to January 31, 2014, based on the average closing price of a share of Boston Properties, Inc.'s common stock of \$93.38 for the five trading days prior to and including February 1, 2011. The aggregate reward

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that recipients of all 2011 OPP Awards can earn, as measured by the outperformance pool, is subject to a maximum cap of \$40.0 million. As of the grant date, the 2011 OPP Awards had an aggregate value of approximately \$7.8 million, which amount is being amortized into earnings over the five-year plan period under the graded vesting method. See Note 17 to the Consolidated Financial Statements.

On February 5, 2011, the measurement period for the 2008 OPP Awards expired and Boston Properties, Inc.'s TRS performance was not sufficient for employees to earn and therefore become eligible to vest in any of the 2008 OPP Awards. Accordingly, all 2008 OPP Awards were automatically forfeited and we repaid employees an amount equal to \$0.25 (which is equal to what they paid upon acceptance of the award) multiplied by the number of 2008 OPP Awards previously received. We recorded a charge of \$4.3 million related to the acceleration of the remaining unrecognized compensation expense during year ended December 31, 2011.

## Business and Growth Strategies

### Business Strategy

Our primary business objective is to maximize return on investment so as to provide our investors with the greatest possible total return. Our strategy to achieve this objective is:

- to concentrate on a few carefully selected geographic markets, including Boston, New York, Princeton, San Francisco and Washington, DC, and to be one of the leading, if not the leading, owners and developers in each of those markets. We select markets and submarkets with a diverse economic base and a deep pool of prospective tenants in various industries and where tenants have demonstrated a preference for high-quality office buildings and other facilities;
- to emphasize markets and submarkets within those markets where the lack of available sites and the difficulty of receiving the necessary approvals for development and the necessary financing constitute high barriers to the creation of new supply, and where skill, financial strength and diligence are required to successfully develop, finance and manage high-quality office, research and development space, as well as selected retail and residential space;
- to take on complex, technically challenging projects, leveraging the skills of our management team to successfully develop, acquire or reposition properties that other organizations may not have the capacity or resources to pursue;
- to concentrate on high-quality real estate designed to meet the demands of today's tenants who require sophisticated telecommunications and related infrastructure and support services, and to manage those facilities so as to become the landlord of choice for both existing and prospective clients;
- to opportunistically acquire assets which increase our penetration in the markets in which we have chosen to concentrate, as well as potential new markets, which exhibit an opportunity to improve or preserve returns through repositioning (through a combination of capital improvements and shift in marketing strategy), changes in management focus and re-leasing as existing leases terminate;
- to explore joint venture opportunities primarily with existing property owners located in desirable locations, who seek to benefit from the depth of development and management expertise we are able to provide and our access to capital, and/or to explore joint venture opportunities with strategic institutional partners, leveraging our skills as owners, operators and developers of Class A office space and mixed-use complexes;
- to pursue on a selective basis the sale of properties, including core properties, to take advantage of our value creation and the demand for our premier properties;
- to seek third-party development contracts, which can be a significant source of revenue and enable us to retain and utilize our existing development and construction management staff, especially when our internal development is less active or when new development is less-warranted due to market conditions; and
- to enhance our capital structure through our access to a variety of sources of capital and proactively manage our debt expirations.

### Growth Strategies

#### *External Growth*

We believe that our development experience and our organizational depth position us to continue to selectively develop a range of property types, including low-rise suburban office properties, high-rise urban developments, mixed-use developments (including residential) and research and laboratory space, within budget

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and on schedule. We believe we are also well positioned to achieve external growth through acquisitions. Other factors that contribute to our competitive position include:

- our control of sites (including sites under contract or option to acquire) in our markets that could support approximately 11.4 million additional square feet of new office, retail, hotel and residential development;
- our reputation gained through 42 years of successful operations and the stability and strength of our existing portfolio of properties;
- our relationships with leading national corporations, universities and public institutions seeking new facilities and development services;
- our relationships with nationally recognized financial institutions that provide capital to the real estate industry;
- our track record and reputation for executing acquisitions efficiently provides comfort to domestic and foreign institutions, private investors and corporations who seek to sell commercial real estate in our market areas;
- our ability to act quickly on due diligence and financing; and
- our relationships with institutional buyers and sellers of high-quality real estate assets.

Opportunities to execute our external growth strategy fall into three categories:

- *Development in selected submarkets.* We believe the additional development of well-positioned office buildings and mixed use complexes could be justified in many of our submarkets. We believe in acquiring land after taking into consideration timing factors relating to economic cycles and in response to market conditions that allow for its development at the appropriate time. While we purposely concentrate in markets with high barriers-to-entry, we have demonstrated throughout our 42-year history, an ability to make carefully timed land acquisitions in submarkets where we can become one of the market leaders in establishing rent and other business terms. We believe that there are opportunities at key locations in our existing and other markets for a well-capitalized developer to acquire land with development potential.

In the past, we have been particularly successful at acquiring sites or options to purchase sites that need governmental approvals for development. Because of our development expertise, knowledge of the governmental approval process and reputation for quality development with local government regulatory bodies, we generally have been able to secure the permits necessary to allow development and to profit from the resulting increase in land value. We seek complex projects where we can add value through the efforts of our experienced and skilled management team leading to attractive returns on investment.

Our strong regional relationships and recognized development expertise have enabled us to capitalize on unique build-to-suit opportunities. We intend to seek and expect to continue to be presented with such opportunities in the near term allowing us to earn relatively significant returns on these development opportunities through multiple business cycles.

- *Acquisition of assets and portfolios of assets from institutions or individuals.* We believe that due to our size, management strength and reputation, we are well positioned to acquire portfolios of assets or individual properties from institutions or individuals if valuations meet our criteria. In addition, we believe that our market knowledge, relatively low leverage and our liquidity and access to capital may provide us with a competitive advantage when pursuing acquisitions. There may be enhanced opportunities to purchase assets with near-term financing maturities or possibly provide debt on assets at enhanced yields given the limited availability of traditional sources of debt. Opportunities to acquire properties may also come through the purchase of first mortgage or mezzanine debt. We may also

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acquire properties for cash, but we are also particularly well-positioned to appeal to sellers wishing to contribute on a tax-deferred basis their ownership of property for equity in a diversified real estate operating company that offers liquidity through access to the public equity markets in addition to a quarterly distribution. Our ability to offer common and preferred units of limited partnership in BPLP to sellers who would otherwise recognize a taxable gain upon a sale of assets or Boston Properties, Inc.'s common stock may facilitate this type of transaction on a tax-efficient basis. In addition, we may consider mergers with and acquisitions of compatible real estate firms.

- *Acquisition of underperforming assets and portfolios of assets.* We believe that because of our in-depth market knowledge and development experience in each of our markets, our national reputation with brokers, financial institutions and others involved in the real estate market and our access to competitively-priced capital, we are well-positioned to identify and acquire existing, underperforming properties for competitive prices and to add significant additional value to such properties through our effective marketing strategies and a responsive property management program. We have developed this strategy and program for our existing portfolio, where we provide high-quality property management services using our own employees in order to encourage tenants to renew, expand and relocate in our properties. We are able to achieve speed and transaction cost efficiency in replacing departing tenants through the use of in-house and third-party vendors' services for marketing, including calls and presentations to prospective tenants, print advertisements, lease negotiation and construction of tenant improvements. Our tenants benefit from cost efficiencies produced by our experienced work force, which is attentive to preventive maintenance and energy management.

### *Internal Growth*

We believe that opportunities will exist to increase cash flow from our existing properties because they are of high quality and in desirable locations within markets where, in general, the creation of new supply is limited by the lack of available sites and the difficulty of obtaining the necessary approvals for development on vacant land and financing. Our strategy for maximizing the benefits from these opportunities is three-fold: (1) to provide high-quality property management services using our employees in order to encourage tenants to renew, expand and relocate in our properties, (2) to achieve speed and transaction cost efficiency in replacing departing tenants through the use of in-house services for marketing, lease negotiation and construction of tenant improvements and (3) to work with new or existing tenants with space expansion or contraction needs maximizing the cash flow from our assets. We expect to continue our internal growth as a result of our ability to:

- *Cultivate existing submarkets and long-term relationships with credit tenants.* In choosing locations for our properties, we have paid particular attention to transportation and commuting patterns, physical environment, adjacency to established business centers, proximity to sources of business growth and other local factors.  
  
The average lease term of our in-place leases, including unconsolidated joint ventures, was approximately 6.8 years at December 31, 2011 and we continue to cultivate long-term leasing relationships with a diverse base of high-quality, financially stable tenants. Based on leases in place at December 31, 2011, leases with respect to approximately 6.1% of the total square feet in our portfolio, including unconsolidated joint ventures, will expire in calendar year 2012.
- *Directly manage properties to maximize the potential for tenant retention.* We provide property management services ourselves, rather than contracting for this service, to maintain awareness of and responsiveness to tenant needs. We and our properties also benefit from cost efficiencies produced by an experienced work force attentive to preventive maintenance and energy management and from our continuing programs to assure that our property management personnel at all levels remain aware of their important role in tenant relations.
- *Replace tenants quickly at best available market terms and lowest possible transaction costs.* We believe that we are well-positioned to attract new tenants and achieve relatively high rental rates as a

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result of our well-located, well-designed and well-maintained properties, our reputation for high-quality building services and responsiveness to tenants, and our ability to offer expansion and relocation alternatives within our submarkets.

- *Extend terms of existing leases to existing tenants prior to expiration.* We have also successfully structured early tenant renewals, which have reduced the cost associated with lease downtime while securing the tenancy of our highest quality credit-worthy tenants on a long-term basis and enhancing relationships.

### **Policies with Respect to Certain Activities**

The discussion below sets forth certain additional information regarding our investment, financing and other policies. These policies have been determined by the Board of Directors of Boston Properties, Inc. and, in general, may be amended or revised from time to time by the Board of Directors of Boston Properties, Inc.

### **Investment Policies**

#### *Investments in Real Estate or Interests in Real Estate*

Our investment objectives are to provide quarterly cash distributions to our securityholders and to achieve long-term capital appreciation through increases in the value of BPLP. We have not established a specific policy regarding the relative priority of these investment objectives.

We expect to continue to pursue our investment objectives primarily through the ownership of our current properties, development projects and other acquired properties. We currently intend to continue to invest primarily in developments of properties and acquisitions of existing improved properties or properties in need of redevelopment, and acquisitions of land that we believe have development potential, primarily in our existing markets of Boston, New York, Princeton, San Francisco and Washington, DC, but also potentially in new markets. Future investment or development activities will not be limited to a specified percentage of our assets. We intend to engage in such future investment or development activities in a manner that is consistent with the maintenance of Boston Properties, Inc.'s status as a REIT for federal income tax purposes. In addition, we may purchase or lease income-producing commercial and other types of properties for long-term investment, expand and improve the real estate presently owned or other properties purchased, or sell such real estate properties, in whole or in part, when circumstances warrant. We do not have a policy that restricts the amount or percentage of assets that will be invested in any specific property, however, our investments may be restricted by our debt covenants.

We may also continue to participate with third parties in property ownership, through joint ventures or other types of co-ownership, including third parties with expertise in mixed-use opportunities. These investments may permit us to own interests in larger assets without unduly restricting diversification and, therefore, add flexibility in structuring our portfolio.

Equity investments may be subject to existing mortgage financing and other indebtedness or such financing or indebtedness as may be incurred in connection with acquiring or refinancing these investments. Debt service on such financing or indebtedness will have a priority over any distributions. Investments are also subject to our policy not to be treated as an investment company under the Investment Company Act of 1940, as amended (the "1940 Act").

#### *Investments in Real Estate Mortgages*

While our current portfolio consists of, and our business objectives emphasize, equity investments in commercial real estate, we may, at the discretion of the Board of Directors of Boston Properties, Inc., invest in mortgages and other types of real estate interests consistent with Boston Properties, Inc.'s qualification as a

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REIT. Investments in real estate mortgages run the risk that one or more borrowers may default under such mortgages and that the collateral securing such mortgages may not be sufficient to enable us to recoup our full investment. Although we currently do not have any investments in mortgages or deeds of trust, we may invest in participating, convertible or traditional mortgages if we conclude that we may benefit from the cash flow, or any appreciation in value of the property or as an entrance to the fee ownership.

### *Securities of or Interests in Entities Primarily Engaged in Real Estate Activities*

Subject to the percentage of ownership limitations and gross income and asset tests necessary for Boston Properties, Inc.'s REIT qualification, we also may invest in securities of other REITs, other entities engaged in real estate activities or securities of other issuers, including for the purpose of exercising control over such entities.

### *Dispositions*

Our decision to dispose of properties is based upon the periodic review of our portfolio and the determination by the Board of Directors of Boston Properties, Inc. that such action would be in our best interests. Any decision to dispose of a property will be authorized by the Board of Directors of Boston Properties, Inc. or a committee thereof. Some holders of our limited partnership interests, including Mortimer B. Zuckerman, could incur adverse tax consequences upon the sale of certain of our properties that differ from the tax consequences to us and Boston Properties, Inc. Consequently, holders of our limited partnership interests may have different objectives regarding the appropriate pricing and timing of any such sale. Such different tax treatment derives in most cases from the fact that we acquired these properties in exchange for our partnership interests in contribution transactions structured to allow the prior owners to defer taxable gain. Generally this deferral continues so long as we do not dispose of the properties in a taxable transaction. Unless a sale by us of these properties is structured as a like-kind exchange under Section 1031 of the Internal Revenue Code or in a manner that otherwise allows deferral to continue, recognition of the deferred tax gain allocable to these prior owners is generally triggered by a sale. Some of our assets are subject to tax protection agreements, which may limit our ability to dispose of the assets or require us to pay damages to the prior owners in the event of a taxable sale.

### *Financing Policies*

Our agreement of limited partnership and the certificate of incorporation and bylaws of Boston Properties, Inc. do not limit the amount or percentage of indebtedness that we may incur. We do not have a policy limiting the amount of indebtedness that we may incur. However, our mortgages, credit facilities and unsecured debt securities contain customary restrictions, requirements and other limitations on our ability to incur indebtedness. We have not established any limit on the number or amount of mortgages that may be placed on any single property or on our portfolio as a whole.

The Board of Directors of Boston Properties, Inc. will consider a number of factors when evaluating our level of indebtedness and when making decisions regarding the incurrence of indebtedness, including the purchase price of properties to be acquired with debt financing, the estimated market value of our properties upon refinancing, the entering into agreements such as interest rate swaps, caps, floors and other interest rate hedging contracts and the ability of particular properties and BPLP as a whole to generate cash flow to cover expected debt service.

### *Policies with Respect to Other Activities*

Boston Properties, Inc., as our sole general partner, has the authority to issue additional common and preferred units of limited partnership interest of BPLP. Boston Properties, Inc. has in the past, and may in the future, issue common or preferred units of BPLP to persons who contribute their direct or indirect interests in properties to us in exchange for such units. We have not engaged in trading, underwriting or agency distribution



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or sale of securities of issuers and we do not intend to do so. At all times, we intend to make investments in such a manner as to enable Boston Properties, Inc. to maintain its qualification as a REIT, unless because of circumstances or changes in the Internal Revenue Code of 1986, as amended (or the Treasury Regulations), the Board of Directors of Boston Properties, Inc. determines that it is no longer in the best interest of Boston Properties, Inc. to qualify as a REIT. We may make loans to third parties, including, without limitation, to joint ventures in which we participate. We intend to make investments in such a way that we will not be treated as an investment company under the 1940 Act. Our policies with respect to these and other activities may be reviewed and modified or amended from time to time by the Board of Directors of Boston Properties, Inc.

### **Sustainability**

As one of the largest owners and developers of office properties in the United States, we actively work to promote our growth and operations in a sustainable and responsible manner across our five regions. We focus our sustainability initiatives on the design and construction of our new developments, the operation of our existing buildings and our internal corporate practices. Our sustainability initiatives are centered on energy efficiency, waste reduction and water preservation, as well as making a positive impact on the communities in which we conduct business. Through these efforts we demonstrate that operating and developing commercial real estate can be conducted with a conscious regard for the environment while mutually benefiting our tenants, investors, employees and the communities in which we operate. In November 2010, Boston Properties, Inc. launched a new page on its website to increase the transparency of our sustainability program, which we periodically update with current or additional information. You may access our sustainability report on our website at [http:// www.bostonproperties.com](http://www.bostonproperties.com) under the heading "Sustainability."

### **Competition**

We compete in the leasing of office space with a considerable number of other real estate companies, some of which may have greater marketing and financial resources than are available to us. In addition, our hotel property competes for guests with other hotels, some of which may have greater marketing and financial resources than are available to us and to the manager of our one hotel, Marriott International, Inc.

Principal factors of competition in our primary business of owning, acquiring and developing office properties are the quality of properties, leasing terms (including rent and other charges and allowances for tenant improvements), attractiveness and convenience of location, the quality and breadth of tenant services provided, and reputation as an owner and operator of quality office properties in the relevant market. Additionally, our ability to compete depends upon, among other factors, trends of the national and local economies, investment alternatives, financial condition and operating results of current and prospective tenants, availability and cost of capital, construction and renovation costs, taxes, utilities, governmental regulations, legislation and population trends.

In addition, although not part of our core strategy, we are currently developing one residential property and operate two residential properties that are incidental to our office properties and may in the future decide to acquire or develop additional residential properties. As an owner and operator of apartments, we will also face competition for prospective residents from other operators whose properties may be perceived to offer a better location or better amenities or whose rent may be perceived as a better value given the quality, location and amenities that the resident seeks. We will also compete against condominiums and single-family homes that are for sale or rent. Because we have limited experience with residential properties, we expect to retain third parties to manage our residential properties.

### **Our Hotel Property**

We operate our hotel property through a taxable REIT subsidiary. The taxable REIT subsidiary, a wholly-owned subsidiary of BPLP, is the lessee pursuant to a lease for the hotel property. As lessor, we are entitled to a percentage of gross receipts from the hotel property. The hotel lease allows all the economic benefits of

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ownership to flow to us. Marriott International, Inc. continues to manage the hotel property under the Marriott name and under terms of the existing management agreements. Marriott has been engaged under a separate long-term incentive management agreement to operate and manage the hotel on behalf of the taxable REIT subsidiary. In connection with these arrangements, Marriott has agreed to operate and maintain our hotel in accordance with its system-wide standard for comparable hotels and to provide the hotel with the benefits of its central reservation system and other chain-wide programs and services. Under a management agreement for the hotel, Marriott acts as the taxable REIT subsidiary's agent to supervise, direct and control the management and operation of the hotel and receives as compensation base management fees that are calculated as a percentage of the hotel's gross revenues, and supplemental incentive fees if the hotel exceeds negotiated profitability breakpoints. In addition, the taxable REIT subsidiary compensates Marriott, on the basis of a formula applied to the hotel's gross revenues, for certain system-wide services provided by Marriott, including central reservations, marketing and training. During 2011, 2010 and 2009, Marriott received an aggregate of approximately \$2.5 million, \$2.2 million and \$1.5 million, respectively, from our taxable REIT subsidiary.

### Seasonality

Our hotel property traditionally has experienced significant seasonality in its operating income, with the percentage of net operating income by quarter over the year ended December 31, 2011 shown below.

<u>First Quarter</u>	<u>Second Quarter</u>	<u>Third Quarter</u>	<u>Fourth Quarter</u>
3%	31%	24%	42%

### Corporate Governance

Our sole general partner, Boston Properties, Inc., is currently governed by a ten member Board of Directors. The current members of the Board of Directors of Boston Properties, Inc. are Mortimer B. Zuckerman, Lawrence S. Bacow, Zoë Baird Budinger, Carol B. Einiger, Dr. Jacob A. Frenkel, Douglas T. Linde, Matthew J. Lustig, Alan J. Patricof, Martin Turchin and David A. Twardock.

At the 2010 annual meeting of stockholders of Boston Properties, Inc., the stockholders approved an amendment to the Amended and Restated Certificate of Incorporation of Boston Properties, Inc. that will, among other things, destagger the Board of Directors and provide for the annual election of directors. As a result, commencing with the class of directors that stood for election at the 2011 annual meeting of stockholders of Boston Properties, Inc., the directors whose terms expire will stand for election for one-year terms expiring at the next succeeding annual meeting of stockholders. Directors elected prior to the 2011 annual meeting of stockholders of Boston Properties, Inc. will continue to serve their full three-year terms.

On January 20, 2011, Matthew J. Lustig was appointed as a director to serve until the 2012 annual meeting of the stockholders of Boston Properties, Inc.

The Board of Directors of Boston Properties, Inc. has Audit, Compensation and Nominating and Corporate Governance Committees. The membership of each of these committees is described below.

<u>Name of Director</u>	<u>Audit</u>	<u>Compensation</u>	<u>Nominating and Corporate Governance</u>
Lawrence S. Bacow	X	X	
Zoë Baird Budinger			X*
Carol B. Einiger	X		
Dr. Jacob A. Frenkel		X	
Alan J. Patricof	X*		X
David A. Twardock		X*	X

X=Committee member, \*=Chair

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- The Board of Directors of Boston Properties, Inc. has adopted charters for each of its Audit, Compensation and Nominating and Corporate Governance Committees. Each Committee is comprised of three (3) independent directors. A copy of each of these charters is available on Boston Properties, Inc.'s website at <http://www.bostonproperties.com> under the heading "Corporate Governance" and subheading "Committees and Charters."
- The Board of Directors of Boston Properties, Inc. has adopted Corporate Governance Guidelines, a copy of which is available on Boston Properties, Inc.'s website at <http://www.bostonproperties.com> under the heading "Corporate Governance" and subheading "Governance Guidelines."
- The Board of Directors of Boston Properties, Inc. has adopted a Code of Business Conduct and Ethics, which governs business decisions made and actions taken by the directors, officers and employees of Boston Properties, Inc. A copy of this code is available on Boston Properties, Inc.'s website at <http://www.bostonproperties.com> under the heading "Corporate Governance" and subheading "Code of Conduct and Ethics." We intend to disclose on this website any amendment to, or waiver of, any provision of this Code applicable to the directors and executive officers of Boston Properties, Inc. that would otherwise be required to be disclosed under the rules of the SEC or the New York Stock Exchange.
- The Board of Directors of Boston Properties, Inc. has established an ethics reporting system that employees may use to anonymously report possible violations of the Code of Business Conduct and Ethics, including concerns regarding questionable accounting, internal accounting controls or auditing matters, by telephone or over the internet.

### **Item 1A. Risk Factors.**

*Set forth below are the risks that we believe are material to our investors. We refer to our common, preferred and LTIP Units together as our "securities," and the investors who own our securities as "securityholders." This section contains forward-looking statements. You should refer to the explanation of the qualifications and limitations on forward-looking statements beginning on page 48.*

#### ***Our performance and value are subject to risks associated with our real estate assets and with the real estate industry.***

Our economic performance and the value of our real estate assets, and consequently the value of our securities, are subject to the risk that if our properties do not generate revenues sufficient to meet our operating expenses, including debt service and capital expenditures, our cash flow and ability to pay distributions to our securityholders will be adversely affected. The following factors, among others, may adversely affect the income generated by our properties:

- downturns in the national, regional and local economic conditions (particularly increases in unemployment);
- competition from other office, hotel, commercial and residential buildings;
- local real estate market conditions, such as oversupply or reduction in demand for office, hotel, commercial or residential space;
- changes in interest rates and availability of financing;
- vacancies, changes in market rental rates and the need to periodically repair, renovate and re-let space;
- increased operating costs, including insurance expense, utilities, real estate taxes, state and local taxes and heightened security costs;
- civil disturbances, earthquakes and other natural disasters, or terrorist acts or acts of war which may result in uninsured or underinsured losses;

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- significant expenditures associated with each investment, such as debt service payments, real estate taxes, insurance and maintenance costs which are generally not reduced when circumstances cause a reduction in revenues from a property;
- declines in the financial condition of our tenants and our ability to collect rents from our tenants; and
- decreases in the underlying value of our real estate.

### ***We are dependent upon the economic climates of our markets—Boston, New York, Princeton, San Francisco and Washington, DC.***

Substantially all of our revenue is derived from properties located in five markets: Boston, New York, Princeton, San Francisco and Washington, DC. A downturn in the economies of these markets, or the impact that a downturn in the overall national economy may have upon these economies, could result in reduced demand for office space. Because our portfolio consists primarily of office buildings (as compared to a more diversified real estate portfolio), a decrease in demand for office space in turn could adversely affect our results of operations. Additionally, there are submarkets within our markets that are dependent upon a limited number of industries. For example, in our Washington, DC market we focus on leasing office properties to governmental agencies and contractors, as well as legal firms. In our New York market we have historically leased properties to financial, legal and other professional firms. A significant downturn in one or more of these sectors could adversely affect our results of operations.

In addition, a significant economic downturn over a period of time could result in an event or change in circumstances that results in an impairment in the value of our properties or our investments in unconsolidated joint ventures. An impairment loss is recognized if the carrying amount of the asset (1) is not recoverable over its expected holding period and (2) exceeds its fair value. There can be no assurance that we will not take charges in the future related to the impairment of our assets or investments. Any future impairment could have a material adverse effect on our results of operations in the period in which the charge is taken.

### ***Our investment in property development may be more costly than anticipated.***

We intend to continue to develop and substantially renovate office and residential properties. Our current and future development and construction activities may be exposed to the following risks:

- we may be unable to proceed with the development of properties because we cannot obtain financing on favorable terms or at all;
- we may incur construction costs for a development project that exceed our original estimates due to increases in interest rates and increased materials, labor, leasing or other costs, which could make completion of the project less profitable because market rents may not increase sufficiently to compensate for the increase in construction costs;
- we may be unable to obtain, or face delays in obtaining, required zoning, land-use, building, occupancy, and other governmental permits and authorizations, which could result in increased costs and could require us to abandon our activities entirely with respect to a project;
- we may abandon development opportunities after we begin to explore them and as a result we may lose deposits or fail to recover expenses already incurred;
- we may expend funds on and devote management's time to projects which we do not complete;
- we may be unable to complete construction and/or leasing of a property on schedule; and
- we may suspend development projects after construction has begun due to changes in economic conditions or other factors, and this may result in the write-off of costs, payment of additional costs or increases in overall costs when the development project is restarted.

***Investment returns from our developed properties may be lower than anticipated.***

Our developed properties may be exposed to the following risks:

- we may lease developed properties at rental rates that are less than the rates projected at the time we decide to undertake the development; and
- occupancy rates and rents at newly developed properties may fluctuate depending on a number of factors, including market and economic conditions, and may result in our investments being less profitable than we expected or not profitable at all.

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

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

***We face risks associated with the use of debt to fund acquisitions and developments, including refinancing risk.***

We are subject to the risks normally associated with debt financing, including the risk that our cash flow will be insufficient to meet required payments of principal and interest. We anticipate that only a small portion of the principal of our debt will be repaid prior to maturity. Therefore, we are likely to need to refinance at least a portion of our outstanding debt as it matures. There is a risk that we may not be able to refinance existing debt or that the terms of any refinancing will not be as favorable as the terms of our existing debt. If principal payments due at maturity cannot be refinanced, extended or repaid with proceeds from other sources, such as new equity capital, our cash flow may not be sufficient to repay all maturing debt in years when significant “balloon” payments come due. In addition, we may rely on debt to fund a portion of our new investments such as our acquisition and development activity. There is a risk that we may be unable to finance these activities on favorable terms or at all. This risk is currently heightened because of tightened underwriting standards and increased credit risk premiums. These conditions, which increase the cost and reduce the availability of debt, may continue or worsen in the future.

We have agreements with a number of our limited partners who contributed properties in exchange for partnership interests that require us to maintain for specified periods of time secured debt on certain of our assets

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and/or allocate partnership debt to such limited partners to enable them to continue to defer recognition of their taxable gain with respect to the contributed property. These tax protection and debt allocation agreements may restrict our ability to repay or refinance debt.

### ***Adverse economic and geopolitical conditions and dislocations in the credit markets could have a material adverse effect on our results of operations, financial condition and ability to pay distributions to you.***

Our business may be affected by market and economic challenges experienced by the U.S. economy or real estate industry as a whole, by the local economic conditions in the markets in which our properties are located, including the continuing impact of high unemployment, and by international economic conditions. These current conditions, or similar conditions existing in the future, may adversely affect our results of operations, financial condition and ability to pay distributions as a result of the following, among other potential consequences:

- the financial condition of our tenants, many of which are financial, legal and other professional firms, may be adversely affected, which may result in tenant defaults under leases due to bankruptcy, lack of liquidity, operational failures or for other reasons;
- significant job losses in the financial and professional services industries may occur, which may decrease demand for our office space, causing market rental rates and property values to be negatively impacted;
- our ability to borrow on terms and conditions that we find acceptable, or at all, may be limited, which could reduce our ability to pursue acquisition and development opportunities and refinance existing debt, reduce our returns from our acquisition and development activities and increase our future interest expense;
- reduced values of our properties may limit our ability to dispose of assets at attractive prices or to obtain debt financing secured by our properties and may reduce the availability of unsecured loans;
- the value and liquidity of our short-term investments and cash deposits could be reduced as a result of a deterioration of the financial condition of the institutions that hold our cash deposits or the institutions or assets in which we have made short-term investments, a dislocation of the markets for our short-term investments, increased volatility in market rates for such investments or other factors;
- one or more lenders under our line of credit could refuse to fund their financing commitment to us or could fail and we may not be able to replace the financing commitment of any such lenders on favorable terms, or at all; and
- one or more counterparties to our derivative financial instruments could default on their obligations to us, including the capped call transactions we entered into in connection with our offering of our 3.625% exchangeable senior notes due 2014 and any interest hedging contracts we may enter into from time to time, or could fail, increasing the risk that we may not realize the benefits of these instruments.

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

As of February 21, 2012, we had no indebtedness, excluding our unconsolidated joint ventures, that bear interest at variable rates, but we may incur such indebtedness in the future. If interest rates increase, then so would the interest costs on our unhedged variable rate debt, which could adversely affect our cash flow and our ability to pay principal and interest on our debt and our ability to make distributions to our securityholders. Further, rising interest rates could limit our ability to refinance existing debt when it matures or significantly increase our future interest expense. From time to time, we enter into interest rate swap agreements and other interest rate hedging contracts, including swaps, caps and floors. While these agreements are intended to lessen the impact of rising interest rates on us, they also expose us to the risk that the other parties to the agreements will not perform, we could incur significant costs associated with the settlement of the agreements, the

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agreements will be unenforceable and the underlying transactions will fail to qualify as highly-effective cash flow hedges under guidance included in ASC 815 “Derivatives and Hedging” (formerly known as SFAS No. 133, “Accounting for Derivative Instruments and Hedging Activities, as amended”). In addition, an increase in interest rates could decrease the amounts third-parties are willing to pay for our assets, thereby limiting our ability to change our portfolio promptly in response to changes in economic or other conditions.

### ***Covenants in our debt agreements could adversely affect our financial condition.***

The mortgages on our properties contain customary covenants such as those that limit our ability, without the prior consent of the lender, to further mortgage the applicable property or to discontinue insurance coverage. Our unsecured credit facility, unsecured debt securities and certain secured loans contain customary restrictions, requirements and other limitations on our ability to incur indebtedness, including total debt to asset ratios, secured debt to total asset ratios, debt service coverage ratios and minimum ratios of unencumbered assets to unsecured debt, which we must maintain. Our continued ability to borrow under our credit facilities is subject to compliance with our financial and other covenants. In addition, our failure to comply with such covenants could cause a default under the applicable debt agreement, and we may then be required to repay such debt with capital from other sources. Under those circumstances, other sources of capital may not be available to us, or be available only on unattractive terms. Additionally, in the future our ability to satisfy current or prospective lenders’ insurance requirements may be adversely affected if lenders generally insist upon greater insurance coverage against acts of terrorism or losses resulting from earthquakes than is available to us in the marketplace or on commercially reasonable terms.

We rely on debt financing, including borrowings under our unsecured credit facility, issuances of unsecured debt securities and debt secured by individual properties, to finance our existing portfolio, our acquisition and development activities and for working capital. If we are unable to obtain debt financing from these or other sources, or to refinance existing indebtedness upon maturity, our financial condition and results of operations would likely be adversely affected. If we breach covenants in our debt agreements, the lenders can declare a default and, if the debt is secured, can take possession of the property securing the defaulted loan. In addition, our unsecured debt agreements contain specific cross-default provisions with respect to specified other indebtedness, giving the unsecured lenders the right to declare a default if we are in default under other loans in some circumstances. Defaults under our debt agreements could materially and adversely affect our financial condition and results of operations.

### ***Our degree of leverage could limit our ability to obtain additional financing or affect the market price of Boston Properties, Inc.’s common stock or BPLP’s debt securities.***

On February 21, 2012, our total consolidated debt was approximately \$8.1 billion (i.e., excluding unconsolidated joint venture debt). Consolidated debt to total consolidated market capitalization ratio, defined as total consolidated debt as a percentage of the market value of our outstanding equity securities plus our total consolidated debt, is a measure of leverage commonly used by analysts in the REIT sector. Our total consolidated market capitalization was approximately \$25.5 billion at February 21, 2012. Total consolidated market capitalization was calculated using Boston Properties, Inc.’s closing stock price of \$103.34 per common share and the following: (1) 164,841,347 outstanding common units of limited partnership (including 148,280,022 common units held by Boston Properties, Inc.), (2) an aggregate of 1,352,688 common units issuable upon conversion of all outstanding Series Two Preferred Units of partnership interest, (3) an aggregate of 1,724,105 common units issuable upon conversion of all outstanding LTIP Units, assuming all conditions have been met for the conversion of the LTIP Units, and (4) our consolidated debt totaling approximately \$8.1 billion. The calculation of total consolidated market capitalization does not include 400,000 2011 OPP Units and 400,000 2012 OPP Units because, unlike other LTIP Units, they are not earned until certain return thresholds are achieved. Our total consolidated debt, which excludes debt collateralized by our unconsolidated joint ventures, at February 21, 2012 represented approximately 31.83% of our total consolidated market capitalization. This percentage will fluctuate with changes in the value of our common units and therefore with changes in the value

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of Boston Properties, Inc.'s common stock and does not necessarily reflect our capacity to incur additional debt to finance our activities or our ability to manage our existing debt obligations. However, for a company like ours, whose assets are primarily income-producing real estate, the consolidated debt to total consolidated market capitalization ratio may provide investors with an alternate indication of leverage, so long as it is evaluated along with other financial ratios and the various components of our outstanding indebtedness.

Our degree of leverage could affect our ability to obtain additional financing for working capital, capital expenditures, acquisitions, development or other general corporate purposes. Our senior unsecured debt is currently rated investment grade by the three major rating agencies. However, there can be no assurance that we will be able to maintain this rating, and in the event our senior debt is downgraded from its current rating, we would likely incur higher borrowing costs and/or difficulty in obtaining additional financing. Our degree of leverage could also make us more vulnerable to a downturn in business or the economy generally. There is a risk that changes in our debt to market capitalization ratio, which is in part a function of the stock price of Boston Properties, Inc. or our ratio of indebtedness to other measures of asset value used by financial analysts may have an adverse effect on the value of our securities.

### ***We face risks associated with property acquisitions.***

We have acquired in the past and intend to continue to pursue the acquisition of properties and portfolios of properties, including large portfolios that could increase our size and result in alterations to our capital structure. Our acquisition activities and their success are subject to the following risks:

- even if we enter into an acquisition agreement for a property, we may be unable to complete that acquisition after making a non-refundable deposit and incurring certain other acquisition-related costs;
- we may be unable to obtain or assume financing for acquisitions on favorable terms or at all;
- acquired properties may fail to perform as expected;
- the actual costs of repositioning or redeveloping acquired properties may be greater than our estimates;
- the acquisition agreement will likely contain conditions to closing, including completion of due diligence investigations to our satisfaction or other conditions that are not within our control, which may not be satisfied;
- acquired properties may be located in new markets, either within or outside the United States, where we may face risks associated with a lack of market knowledge or understanding of the local economy, lack of business relationships in the area and unfamiliarity with local governmental and permitting procedures;
- we may acquire real estate through the acquisition of the ownership entity subjecting us to the risks of that entity; and
- we may be unable to quickly and efficiently integrate new acquisitions, particularly acquisitions of portfolios of properties, into our existing operations, and this could have an adverse effect on our results of operations and financial condition.

We have acquired in the past and in the future may acquire properties through the acquisition of first mortgage or mezzanine debt. Investments in these loans must be carefully structured to ensure that Boston Properties, Inc. continues to satisfy the various asset and income requirements applicable to REITs. If we fail to structure any such acquisition properly, Boston Properties, Inc. could fail to qualify as a REIT. In addition, acquisitions of first mortgage or mezzanine loans subject us to the risks associated with the borrower's default, including potential bankruptcy, and there may be significant delays and costs associated with the process of foreclosure on collateral securing or supporting these investments. There can be no assurance that we would recover any or all of our investment in the event of such a default or bankruptcy.



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We have acquired in the past and in the future may acquire properties or portfolios of properties through tax deferred contribution transactions in exchange for our partnership interests. This acquisition structure has the effect, among others, of reducing the amount of tax depreciation we can deduct over the tax life of the acquired properties, and typically requires that we agree to protect the contributors' ability to defer recognition of taxable gain through restrictions on our ability to dispose of the acquired properties and/or the allocation of partnership debt to the contributors to maintain their tax bases. These restrictions could limit our ability to sell an asset at a time, or on terms, that would be favorable absent such restrictions.

### ***Any future international activities will be subject to special risks and we may not be able to effectively manage our international business.***

We have underwritten, and in the future may acquire, properties, portfolios of properties or interests in real-estate related entities on a strategic or selective basis in international markets, such as London, that are new to us. If we acquire properties or platforms located in these markets, we will face risks associated with a lack of market knowledge and understanding of the local economy, forging new business relationships in the area and unfamiliarity with local laws and government and permitting procedures. In addition, our international operations will be subject to the usual risks of doing business abroad such as possible revisions in tax treaties or other laws and regulations, including those governing the taxation of our international income, restrictions on the transfer of funds and uncertainty over terrorist activities. We cannot predict the likelihood that any of these developments may occur. Further, we may in the future enter into agreements with non-U.S. entities that are governed by the laws of, and are subject to dispute resolution in the courts of, another country or region. We cannot accurately predict whether such a forum would provide us with an effective and efficient means of resolving disputes that may arise.

Investments in international markets may also subject us to risks associated with funding increasing headcount, integrating new offices, and establishing effective controls and procedures to regulate the operations of new offices and to monitor compliance with U.S. laws and regulations such as the Foreign Corrupt Practices Act and similar foreign laws and regulations.

### ***We may be subject to risks from potential fluctuations in exchange rates between the U.S. dollar and the currencies of the other countries in which we invest.***

If we invest in countries where the U.S. dollar is not the national currency, we will be subject to international currency risks from the potential fluctuations in exchange rates between the U.S. dollar and the currencies of those other countries. A significant depreciation in the value of the currency of one or more countries where we have a significant investment may materially affect our results of operations. We may attempt to mitigate any such effects by borrowing in the currency of the country in which we are investing and, under certain circumstances, by hedging exchange rate fluctuations; however, access to capital may be more restricted, or unavailable on favorable terms or at all, in certain locations. For leases denominated in international currencies, we may use derivative financial instruments to manage the international currency exchange risk. We cannot assure you, however, that our efforts will successfully neutralize all international currency risks.

### ***Acquired properties may expose us to unknown liability.***

We may acquire properties subject to liabilities and without any recourse, or with only limited recourse, against the prior owners or other third parties with respect to unknown liabilities. As a result, if a liability were asserted against us based upon ownership of those properties, we might have to pay substantial sums to settle or contest it, which could adversely affect our results of operations and cash flow. Unknown liabilities with respect to acquired properties might include:

- liabilities for clean-up of undisclosed environmental contamination;
- claims by tenants, vendors or other persons against the former owners of the properties;

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- liabilities incurred in the ordinary course of business; and
- claims for indemnification by general partners, directors, officers and others indemnified by the former owners of the properties.

### ***Competition for acquisitions may result in increased prices for properties.***

We plan to continue to acquire properties as we are presented with attractive opportunities. We may face competition for acquisition opportunities with other investors, and this competition may adversely affect us by subjecting us to the following risks:

- we may be unable to acquire a desired property because of competition from other well-capitalized real estate investors, including publicly traded and private REITs, institutional investment funds and other real estate investors; and
- even if we are able to acquire a desired property, competition from other real estate investors may significantly increase the purchase price.

### ***Our use of joint ventures may limit our flexibility with jointly owned investments.***

In appropriate circumstances, we intend to develop and acquire properties in joint ventures with other persons or entities when circumstances warrant the use of these structures. We currently have twelve joint ventures that are not consolidated with our financial statements. Our share of the aggregate revenue of these joint ventures represented approximately 15.7% of our total revenue (the sum of our total consolidated revenue and our share of such joint venture revenue) for the year ended December 31, 2011. Our participation in joint ventures is subject to the risks that:

- we could become engaged in a dispute with any of our joint venture partners that might affect our ability to develop or operate a property;
- our joint ventures are subject to debt and in the current credit markets the refinancing of such debt may require equity capital calls;
- our joint venture partners may default on their obligations necessitating that we fulfill their obligation ourselves;
- our joint venture partners may have different objectives than we have regarding the appropriate timing and terms of any sale or refinancing of properties;
- our joint venture partners may have competing interests in our markets that could create conflict of interest issues and.
- our joint ventures may be unable to repay any amounts that we may loan to it.

### ***Our properties face significant competition.***

We face significant competition from developers, owners and operators of office and residential properties and other commercial real estate, including sublease space available from our tenants. Substantially all of our properties face competition from similar properties in the same market. This competition may affect our ability to attract and retain tenants and may reduce the rents we are able to charge. These competing properties may have vacancy rates higher than our properties, which may result in their owners being willing to lease available space at lower rates than the space in our properties.

### ***We face potential difficulties or delays renewing leases or re-leasing space.***

We derive most of our income from rent received from our tenants. If a tenant experiences a downturn in its business or other types of financial distress, it may be unable to make timely rental payments. Also, when our

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tenants decide not to renew their leases or terminate early, we may not be able to re-let the space. Even if tenants decide to renew or lease new space, the terms of renewals or new leases, including the cost of required renovations or concessions to tenants, may be less favorable to us than current lease terms. As a result, our cash flow could decrease and our ability to make distributions to our securityholders could be adversely affected.

### ***We face potential adverse effects from major tenants' bankruptcies or insolvencies.***

The bankruptcy or insolvency of a major tenant may adversely affect the income produced by our properties. Our tenants could file for bankruptcy protection or become insolvent in the future. We cannot evict a tenant solely because of its bankruptcy. On the other hand, a bankrupt tenant may reject and terminate its lease with us. In such case, our claim against the bankrupt tenant for unpaid and future rent would be subject to a statutory cap that might be substantially less than the remaining rent actually owed under the lease, and, even so, our claim for unpaid rent would likely not be paid in full. This shortfall could adversely affect our cash flow and results of operations.

### ***We may have difficulty selling our properties, which may limit our flexibility.***

Properties like the ones that we own could be difficult to sell. This may limit our ability to change our portfolio promptly in response to changes in economic or other conditions. In addition, federal tax laws limit our ability to sell properties and this may affect our ability to sell properties without adversely affecting returns to our securityholders. These restrictions reduce our ability to respond to changes in the performance of our investments and could adversely affect our financial condition and results of operations.

Our ability to dispose of some of our properties is constrained by their tax attributes. Properties which we developed and have owned for a significant period of time or which we acquired through tax deferred contribution transactions in exchange for our partnership interests often have low tax bases. Furthermore, Boston Properties, Inc., as a REIT, may be subject to a 100% "prohibited transactions" tax on the gain from dispositions of property if it is deemed to hold the property primarily for sale to customers in the ordinary course of business, unless the disposition qualifies under a safe harbor exception for properties that have been held for at least two years and with respect to which certain other requirements are met. The potential application of the prohibited transactions tax could cause us to forego potential dispositions of property or other opportunities that might otherwise be attractive to us, or to undertake such dispositions or other opportunities through a taxable REIT subsidiary, which would generally result in income taxes being incurred. If we dispose of these properties outright in taxable transactions, we may be required to distribute a significant amount of the taxable gain to our securityholders and to stockholders of Boston Properties, Inc. under the requirements of the Internal Revenue Code for REITs, which in turn would impact our cash flow and increase our leverage. In some cases, without incurring additional costs we may be restricted from disposing of properties contributed in exchange for our partnership interests under tax protection agreements with contributors. To dispose of low basis or tax-protected properties efficiently we from time to time use like-kind exchanges, which qualify for non-recognition of taxable gain, but can be difficult to consummate and result in the property for which the disposed assets are exchanged inheriting their low tax bases and other tax attributes (including tax protection covenants).

### ***Because we own a hotel property, we face the risks associated with the hospitality industry.***

Because the lease payments we receive under our hotel lease are based on a participation in the gross receipts of the hotel, if the hotel does not generate sufficient receipts, our cash flow would be decreased, which could reduce the amount of cash available for distribution to our securityholders. The following factors, among others, are common to the hotel industry, and may reduce the receipts generated by our hotel property:

- our hotel property competes for guests with other hotels, a number of which have greater marketing and financial resources than our hotel-operating business partners;
- if there is an increase in operating costs resulting from inflation and other factors, our hotel-operating business partners may not be able to offset such increase by increasing room rates;

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- our hotel property is subject to the fluctuating and seasonal demands of business travelers and tourism; and
- our hotel property is subject to general and local economic and social conditions that may affect demand for travel in general, including war and terrorism.

In addition, because our hotel property is located in Cambridge, Massachusetts, it is subject to the Cambridge market's fluctuations in demand, increases in operating costs and increased competition from additions in supply.

### ***We face risks associated with short-term liquid investments.***

We continue to have significant cash balances that we invest in a variety of short-term investments that are intended to preserve principal value and maintain a high degree of liquidity while providing current income. From time to time, these investments may include (either directly or indirectly):

- direct obligations issued by the U.S. Treasury;
- obligations issued or guaranteed by the U.S. government or its agencies;
- taxable municipal securities;
- obligations (including certificates of deposit) of banks and thrifts;
- commercial paper and other instruments consisting of short-term U.S. dollar denominated obligations issued by corporations and banks;
- repurchase agreements collateralized by corporate and asset-backed obligations;
- both registered and unregistered money market funds; and
- other highly rated short-term securities.

Investments in these securities and funds are not insured against loss of principal. Under certain circumstances we may be required to redeem all or part of our investment, and our right to redeem some or all of our investment may be delayed or suspended. In addition, there is no guarantee that our investments in these securities or funds will be redeemable at par value. A decline in the value of our investment or a delay or suspension of our right to redeem may have a material adverse effect on our results of operations or financial condition.

### ***Failure of Boston Properties, Inc. to qualify as a REIT would have a material adverse effect on BPLP.***

We, in general, and the holders of our securities, in particular, must rely on Boston Properties, Inc., as our general partner, to manage our affairs and business. Boston Properties, Inc. is subject to certain risks that may affect its financial and other conditions, including particularly adverse consequences if it fails to qualify as a REIT for federal income tax purposes. While Boston Properties, Inc. intends to operate in a manner that will allow it to continue to qualify as a REIT we cannot assure you that it will remain qualified as such in the future. This is because qualification as a REIT involves the application of highly technical and complex provisions of the Internal Revenue Code as to which there are only limited judicial and administrative interpretations and involves the determination of facts and circumstances not entirely within our control. Future legislation, new regulations, administrative interpretations or court decisions may significantly change the tax laws or the application of the tax laws with respect to qualification as a REIT for federal income tax purposes or the federal income tax consequences of such qualification.

If Boston Properties, Inc. fails to qualify as a REIT it will face serious tax consequences which will directly and adversely impact us and may substantially reduce the funds available for payment of distributions to our securityholders, and it will be barred from qualifying as a REIT for four years following such failure.

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If Boston Properties, Inc. fails to qualify as a REIT but is eligible for certain relief provisions, then it may retain its status as a REIT but may be required to pay a penalty tax, which could be substantial.

### ***In order to enable our sole general partner, Boston Properties, Inc. to maintain its REIT status, we may be forced to borrow funds during unfavorable market conditions.***

In order to enable our sole general partner, Boston Properties, Inc. to maintain its REIT status, we may need to borrow funds on a short-term basis to meet the REIT distribution requirements, even if the then-prevailing market conditions are not favorable for these borrowings. To qualify as a REIT, Boston Properties, Inc. generally must distribute to its stockholders at least 90% of its net taxable income each year, excluding capital gains. In addition, Boston Properties, Inc. will be subject to a 4% nondeductible excise tax on the amount, if any, by which dividends paid by us in any calendar year are less than the sum of 85% of its ordinary income, 95% of its capital gain net income and 100% of our undistributed income from prior years. Boston Properties, Inc. may need short-term debt or long-term debt or proceeds from asset sales, creation of joint ventures or sales of common stock to fund required distributions as a result of differences in timing between the actual receipt of income and the recognition of income for federal income tax purposes, or the effect of non-deductible capital expenditures, the creation of reserves or required debt or amortization payments. The inability of our cash flows to cover these distribution requirements could have an adverse impact on our ability to raise short—and long-term debt or sell equity securities in order to fund distributions required to maintain Boston Properties, Inc.'s REIT status.

### ***Limits on changes in control of Boston Properties, Inc. may discourage takeover attempts beneficial to our securityholders.***

Provisions in Boston Properties, Inc.'s certificate of incorporation and bylaws, its shareholder rights agreement and provisions in our agreement of limited partnership, as well as provisions of the Internal Revenue Code and Delaware corporate law, may:

- delay or prevent a change of control over Boston Properties, Inc. or a tender offer, even if such action might be beneficial to our securityholders or the stockholders of Boston Properties, Inc.; and
- limit our securityholders' opportunity or the opportunity of stockholders of Boston Properties, Inc. to receive a potential premium for their units or shares of common stock over then-prevailing market prices.

### *Stock Ownership Limit*

To facilitate maintenance of Boston Properties, Inc.'s qualification as a REIT and to otherwise address concerns relating to concentration of capital stock ownership, its certificate of incorporation generally prohibits ownership, directly, indirectly or beneficially, by any single stockholder of more than 6.6% of the number of outstanding shares of any class or series of Boston Properties, Inc.'s common stock. We refer to this limitation as the "ownership limit." The Board of Directors of Boston Properties, Inc. may waive, in its sole discretion, or modify the ownership limit with respect to one or more persons if it is satisfied that ownership in excess of this limit will not jeopardize Boston Properties, Inc.'s status as a REIT for federal income tax purposes. In addition, under Boston Properties, Inc.'s certificate of incorporation each of Mortimer B. Zuckerman and the respective families and affiliates of Mortimer B. Zuckerman and Edward H. Linde, as well as, in general, pension plans and mutual funds, may actually and beneficially own up to 15% of the number of outstanding shares of any class or series of Boston Properties, Inc.'s equity common stock. Shares of Boston Properties, Inc. owned in violation of the ownership limit will be subject to the loss of rights to distributions and voting and other penalties. The ownership limit may have the effect of inhibiting or impeding a change in control of Boston Properties, Inc.

### *Agreement of Limited Partnership of BPLP*

We have agreed in our agreement of limited partnership agreement that Boston Properties, Inc. will not engage in specified extraordinary transactions, including, among others, business combinations, unless limited

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partners other than Boston Properties, Inc. receive, or have the opportunity to receive, either (1) the same consideration for their partnership interests as holders of Boston Properties, Inc.'s common stock in the transaction or (2) limited partnership units that, among other things, would entitle the holders, upon redemption of these units, to receive shares of common equity of a publicly traded company or the same consideration as holders of Boston Properties, Inc. common stock received in the transaction. If these limited partners would not receive such consideration, we cannot engage in the transaction unless limited partners holding at least 75% of the common units of limited partnership interest, other than those held by Boston Properties, Inc. or its affiliates, consent to the transaction. In addition, we have agreed in our agreement of limited partnership that Boston Properties, Inc., as our general partner, will not complete specified extraordinary transactions, including among others, business combinations, in which we receive the approval of our common stockholders unless (1) limited partners holding at least 75% of the common units of limited partnership interest, other than those held by Boston Properties, Inc. or its affiliates, consent to the transaction or (2) our limited partners are also allowed to vote and the transaction would have been approved had these limited partners been able to vote as common stockholders on the transaction. Therefore, if Boston Properties, Inc.'s common stockholders approve a specified extraordinary transaction, the partnership agreement requires the following before we can complete the transaction:

- our securityholders must vote on the matter;
- Boston Properties, Inc. must vote its partnership interests in the same proportion as its stockholders voted on the transaction; and
- the result of the vote of our securityholders must be such that had such vote been a vote of stockholders, the business combination would have been approved.

With respect to specified extraordinary transactions, Boston Properties, Inc., as our general partner, has agreed in our partnership agreement to use its commercially reasonable efforts to structure such a transaction to avoid causing our limited partners to recognize gain for federal income tax purposes by virtue of the occurrence of or their participation in such a transaction.

As a result of these provisions, a potential acquirer may be deterred from making an acquisition proposal, and Boston Properties, Inc. may be prohibited by contract from engaging in a proposed extraordinary transaction, including a proposed business combination, even though its stockholders approve of the transaction.

### *Shareholder Rights Plan*

Boston Properties, Inc. has a shareholder rights plan. Under the terms of this plan, Boston Properties, Inc. can in effect prevent a person or group from acquiring more than 15% of the outstanding shares of its common stock because, unless it approves of the acquisition, after the person acquires more than 15% of the outstanding common stock of Boston Properties, Inc., all other stockholders will have the right to purchase securities from Boston Properties, Inc. at a price that is less than their then fair market value. This would substantially reduce the value and influence of the stock owned by the acquiring person. The Board of Directors of Boston Properties, Inc. can prevent the plan from operating by approving the transaction in advance, which gives Boston Properties, Inc. significant power to approve or disapprove of the efforts of a person or group to acquire a large interest in Boston Properties, Inc.

### ***We may change our policies without obtaining the approval of our securityholders.***

Our operating and financial policies, including our policies with respect to acquisitions of real estate, growth, operations, indebtedness, capitalization and distributions, are exclusively determined by our sole general partner, Boston Properties, Inc., acting through its Board of Directors. Accordingly, our securityholders do not control these policies.

***Our success depends on key personnel whose continued service is not guaranteed.***

We depend on the efforts of key personnel, particularly Mortimer B. Zuckerman, Chairman of the Board and Chief Executive Officer of Boston Properties, Inc., and Douglas T. Linde, the President of Boston Properties, Inc. Among the reasons that Messrs. Zuckerman and D. Linde are important to our success is that each has a national reputation, which attracts business and investment opportunities and assists us in negotiations with lenders, joint venture partners and other investors. If we lost their services, our relationships with lenders, potential tenants and industry personnel could diminish. Mr. Zuckerman has substantial outside business interests that could interfere with his ability to devote his full time to our business and affairs.

The Executive Vice President, the Chief Financial Officer and five Regional Managers of Boston Properties, Inc. also have strong reputations. Their reputations aid us in identifying opportunities, having opportunities brought to us, and negotiating with tenants and build-to-suit prospects. While we believe that we could find replacements for these key personnel, the loss of their services could materially and adversely affect our operations because of diminished relationships with lenders, prospective tenants and industry personnel.

***Conflicts of interest exist with holders of our limited partnership interests.***

*Sales of properties and repayment of related indebtedness will have different effects on certain of our securityholders.*

Some holders of our limited partnership interests, including Mr. Zuckerman, could incur adverse tax consequences upon the sale of certain of our properties and on the repayment of related debt which differ from the tax consequences to us. Consequently, such holders of our limited partnership interests may have different objectives regarding the appropriate pricing and timing of any such sale or repayment of debt. While Boston Properties, Inc. has exclusive authority under our limited partnership agreement to determine when to refinance or repay debt or whether, when, and on what terms to sell a property, subject, in the case of certain properties, to the contractual commitments described below, any such decision would require the approval of the Board of Directors of Boston Properties, Inc. While the Board of Directors of Boston Properties, Inc. has a policy with respect to these matters, as directors and executive officers of Boston Properties, Inc., Messrs. Zuckerman and D. Linde could exercise their influence in a manner inconsistent with the interests of some of Boston Properties, Inc.'s stockholders or our securityholders, including in a manner which could prevent completion of a sale of a property or the repayment of indebtedness.

*Agreement not to sell some properties.*

We have entered into agreements with respect to some properties that we have acquired in exchange for partnership interests in BPLP. Pursuant to those agreements, we have agreed not to sell or otherwise transfer some of our properties, prior to specified dates, in any transaction that would trigger taxable income and we are responsible for the reimbursement of certain tax-related costs to the prior owners if the subject properties are sold in a taxable sale. In general, our obligations to the prior owners are limited in time and only apply to actual damages suffered. As of December 31, 2011 there were a total of six properties subject to these restrictions. In the aggregate, all properties subject to the restrictions accounted for approximately 18% of our total revenue (the sum of our total consolidated revenue and our share of joint venture revenue) for the year ended December 31, 2011.

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

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*Mr. Zuckerman will continue to engage in other activities.*

Mr. Zuckerman has a broad and varied range of investment interests. He could acquire an interest in a company which is not currently involved in real estate investment activities but which may acquire real property in the future. However, pursuant to his employment agreement, Mr. Zuckerman will not, in general, have management control over such companies and, therefore, he may not be able to prevent one or more of such companies from engaging in activities that are in competition with our activities.

***Compliance or failure to comply with the Americans with Disabilities Act or other safety regulations and requirements could result in substantial costs.***

The Americans with Disabilities Act generally requires that public buildings, including office buildings and hotels, be made accessible to disabled persons. Noncompliance could result in the imposition of fines by the federal government or the award of damages to private litigants. If, under the Americans with Disabilities Act, we are required to make substantial alterations and capital expenditures in one or more of our properties, including the removal of access barriers, it could adversely affect our financial condition and results of operations, as well as the amount of cash available for distribution to our securityholders.

Our properties are subject to various federal, state and local regulatory requirements, such as state and local fire and life safety requirements. If we fail to comply with these requirements, we could incur fines or private damage awards. We do not know whether existing requirements will change or whether compliance with future requirements will require significant unanticipated expenditures that will affect our cash flow and results of operations.

***Failure to comply with Federal government contractor requirements could result in substantial costs and loss of substantial revenue.***

We are subject to compliance with a wide variety of complex legal requirements because we are a Federal government contractor. These laws regulate how we conduct business, require us to administer various compliance programs and require us to impose compliance responsibilities on some of our contractors. Our failure to comply with these laws could subject us to fines and penalties, cause us to be in default of our leases and other contracts with the Federal government and bar us from entering into future leases and other contracts with the Federal government. There can be no assurance that these costs and loss of revenue will not have a material adverse effect on our properties, operations or business.

***Some potential losses are not covered by insurance.***

We carry insurance coverage on our properties of types and in amounts and with deductibles that we believe are in line with coverage customarily obtained by owners of similar properties. In response to the uncertainty in the insurance market following the terrorist attacks of September 11, 2001, the Federal Terrorism Risk Insurance Act (as amended, "TRIA") was enacted in November 2002 to require regulated insurers to make available coverage for "certified" acts of terrorism (as defined by the statute). The expiration date of TRIA was extended to December 31, 2014 by the Terrorism Risk Insurance Program Reauthorization Act of 2007 ("TRIPRA"). Currently, the per occurrence limits of our portfolio property insurance program are \$1.0 billion, including coverage for acts of terrorism certified under TRIA other than nuclear, biological, chemical or radiological terrorism ("Terrorism Coverage"). We also carry \$250 million of Terrorism Coverage for 601 Lexington Avenue, New York, New York ("601 Lexington Avenue") in excess of the \$1.0 billion of Terrorism Coverage in our property insurance program which is provided by IXP, LLC ("IXP") as a direct insurer. We currently insure certain properties, including the General Motors Building located at 767 Fifth Avenue in New York, New York ("767 Fifth Avenue"), in a separate stand alone insurance program. The property insurance program per occurrence limits for 767 Fifth Avenue are \$1.625 billion, including Terrorism Coverage, with \$1.375 billion of Terrorism Coverage in excess of \$250 million being provided by NYXP, LLC, ("NYXP") as a direct insurer. We



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also currently carry nuclear, biological, chemical and radiological terrorism insurance coverage for acts of terrorism certified under TRIA (“NBCR Coverage”), which is provided by IXP, as a direct insurer, for the properties in our portfolio, including 767 Fifth Avenue, but excluding the properties owned by our Value-Added Fund and certain other properties owned in joint ventures with third parties or which we manage. The per occurrence limit for NBCR Coverage is \$1 billion. Under TRIA, after the payment of the required deductible and coinsurance, the additional Terrorism Coverage provided by IXP for 601 Lexington Avenue, the NBCR Coverage provided by IXP and the Terrorism Coverage provided by NYXP are backstopped by the Federal Government if the aggregate industry insured losses resulting from a certified act of terrorism exceed a “program trigger.” The program trigger is \$100 million and the coinsurance is 15%. Under TRIPRA, if the Federal Government pays out for a loss under TRIA, it is mandatory that the Federal Government recoup the full amount of the loss from insurers offering TRIA coverage after the payment of the loss pursuant to a formula in TRIPRA. We may elect to terminate the NBCR Coverage if the Federal Government seeks recoupment for losses paid under TRIA, if there is a change in our portfolio or for any other reason. We intend to continue to monitor the scope, nature and cost of available terrorism insurance and maintain terrorism insurance in amounts and on terms that are commercially reasonable.

We also currently carry earthquake insurance on our properties located in areas known to be subject to earthquakes in an amount and subject to self-insurance that we believe are commercially reasonable. In addition, this insurance is subject to a deductible in the amount of 5% of the value of the affected property. Specifically, we currently carry earthquake insurance which covers our San Francisco region with a \$120 million per occurrence limit and a \$120 million annual aggregate limit, \$20 million of which is provided by IXP, as a direct insurer. The amount of our earthquake insurance coverage may not be sufficient to cover losses from earthquakes. In addition, the amount of earthquake coverage could impact our ability to finance properties subject to earthquake risk. We may discontinue earthquake insurance on some or all of our properties in the future if the premiums exceed our estimation of the value of the coverage.

IXP, a captive insurance company which is a wholly-owned subsidiary, acts as a direct insurer with respect to a portion of our earthquake insurance coverage for our Greater San Francisco properties, the additional Terrorism Coverage for 601 Lexington Avenue and our NBCR Coverage. The additional Terrorism Coverage provided by IXP for 601 Lexington Avenue only applies to losses which exceed the program trigger under TRIA. NYXP, a captive insurance company which is a wholly-owned subsidiary, acts as a direct insurer with respect to a portion of our Terrorism Coverage for 767 Fifth Avenue. Currently, NYXP only insures losses which exceed the program trigger under TRIA and NYXP reinsures with a third-party insurance company any coinsurance payable under TRIA. Insofar as we own IXP and NYXP, we are responsible for their liquidity and capital resources, and the accounts of IXP and NYXP are part of our consolidated financial statements. In particular, if a loss occurs which is covered by our NBCR Coverage but is less than the applicable program trigger under TRIA, IXP would be responsible for the full amount of the loss without any backstop by the Federal Government. IXP and NYXP would also be responsible for any recoupment charges by the Federal Government in the event losses are paid out and their insurance policies are maintained after the payout by the Federal Government. If we experience a loss and IXP or NYXP are required to pay under their insurance policies, we would ultimately record the loss to the extent of the required payment. Therefore, insurance coverage provided by IXP and NYXP should not be considered as the equivalent of third-party insurance, but rather as a modified form of self-insurance.

The mortgages on our properties typically contain requirements concerning the financial ratings of the insurers who provide policies covering the property. We provide the lenders on a regular basis with the identity of the insurance companies in our insurance programs. The ratings of some of our insurers are below the rating requirements in some of our loan agreements and the lenders for these loans could attempt to claim an event of default has occurred under the loan. We believe we could obtain insurance with insurers which satisfy the rating requirements. Additionally, in the future our ability to obtain debt financing secured by individual properties, or the terms of such financing, may be adversely affected if lenders generally insist on ratings for insurers or amounts of insurance which are difficult to obtain or which result in a commercially unreasonable premium.

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There can be no assurance that a deficiency in the financial ratings of one or more of our insurers will not have a material adverse effect on us.

We continue to monitor the state of the insurance market in general, and the scope and costs of coverage for acts of terrorism and California earthquake risk in particular, but we cannot anticipate what coverage will be available on commercially reasonable terms in future policy years. There are other types of losses, such as from wars or the presence of mold at our properties, for which we cannot obtain insurance at all or at a reasonable cost. With respect to such losses and losses from acts of terrorism, earthquakes or other catastrophic events, if we experience a loss that is uninsured or that exceeds policy limits, we could lose the capital invested in the damaged properties, as well as the anticipated future revenues from those properties. Depending on the specific circumstances of each affected property, it is possible that we could be liable for mortgage indebtedness or other obligations related to the property. Any such loss could materially and adversely affect our business and financial condition and results of operations.

### ***Actual or threatened terrorist attacks may adversely affect our ability to generate revenues and the value of our properties.***

We have significant investments in large metropolitan markets that have been or may be in the future the targets of actual or threatened terrorism attacks, including Boston, New York, San Francisco and Washington, DC. As a result, some tenants in these markets may choose to relocate their businesses to other markets or to lower-profile office buildings within these markets that may be perceived to be less likely targets of future terrorist activity. This could result in an overall decrease in the demand for office space in these markets generally or in our properties in particular, which could increase vacancies in our properties or necessitate that we lease our properties on less favorable terms or both. In addition, future terrorist attacks in these markets could directly or indirectly damage our properties, both physically and financially, or cause losses that materially exceed our insurance coverage. As a result of the foregoing, our ability to generate revenues and the value of our properties could decline materially. See also “—*Some potential losses are not covered by insurance.*”

### ***We face risks associated with our tenants being designated “Prohibited Persons” by the Office of Foreign Assets Control.***

Pursuant to Executive Order 13224 and other laws, the Office of Foreign Assets Control of the United States Department of the Treasury (“OFAC”) maintains a list of persons designated as terrorists or who are otherwise blocked or banned (“Prohibited Persons”). OFAC regulations and other laws prohibit conducting business or engaging in transactions with Prohibited Persons (the “OFAC Requirements”). Certain of our loan and other agreements require us to comply with OFAC Requirements. We have established a compliance program whereby tenants and others with whom we conduct business are checked against the OFAC list of Prohibited Persons prior to entering into any agreement and on a periodic basis thereafter. Our leases and other agreements, in general, require the other party to comply with OFAC Requirements. If a tenant or other party with whom we contract is placed on the OFAC list we may be required by the OFAC Requirements to terminate the lease or other agreement. Any such termination could result in a loss of revenue or a damage claim by the other party that the termination was wrongful.

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

We cannot predict with certainty whether climate change is occurring and, if so, at what rate. However, the physical effects of climate change could have a material adverse effect on our properties, operations and business. For example, many of our properties are located along the East and West coasts, particularly those in the Central Business Districts of Boston, New York, and San Francisco. To the extent climate change causes changes in weather patterns, our markets could experience increases in storm intensity and rising sea-levels. Over time, these conditions could result in declining demand for office space in our buildings or the inability of us to operate the buildings at all. Climate change may also have indirect effects on our business by increasing the cost

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of (or making unavailable) property insurance on terms we find acceptable, increasing the cost of energy and increasing the cost of snow removal at our properties. There can be no assurance that climate change will not have a material adverse effect on our properties, operations or business.

### ***Potential liability for environmental contamination could result in substantial costs.***

Under federal, state and local environmental laws, ordinances and regulations, we may be required to investigate and clean up the effects of releases of hazardous or toxic substances or petroleum products at our properties simply because of our current or past ownership or operation of the real estate. If unidentified environmental problems arise, we may have to make substantial payments, which could adversely affect our cash flow and our ability to make distributions to our securityholders, because:

- as owner or operator we may have to pay for property damage and for investigation and clean-up costs incurred in connection with the contamination;
- the law typically imposes clean-up responsibility and liability regardless of whether the owner or operator knew of or caused the contamination;
- even if more than one person may be responsible for the contamination, each person who shares legal liability under the environmental laws may be held responsible for all of the clean-up costs; and
- governmental entities and third parties may sue the owner or operator of a contaminated site for damages and costs.

These costs could be substantial and in extreme cases could exceed the amount of our insurance or the value of the contaminated property. We currently carry environmental insurance in an amount and subject to deductibles that we believe are commercially reasonable. Specifically, we carry a pollution legal liability policy with a \$10 million limit per incident and a policy aggregate limit of \$30 million. The presence of hazardous or toxic substances or petroleum products or the failure to properly remediate contamination may materially and adversely affect our ability to borrow against, sell or rent an affected property. In addition, applicable environmental laws create liens on contaminated sites in favor of the government for damages and costs it incurs in connection with a contamination. Changes in laws increasing the potential liability for environmental conditions existing at our properties, or increasing the restrictions on the handling, storage or discharge of hazardous or toxic substances or petroleum products or other actions may result in significant unanticipated expenditures.

Environmental laws also govern the presence, maintenance and removal of asbestos. Such laws require that owners or operators of buildings containing asbestos:

- properly manage and maintain the asbestos;
- notify and train those who may come into contact with asbestos; and
- undertake special precautions, including removal or other abatement, if asbestos would be disturbed during renovation or demolition of a building.

Such laws may impose fines and penalties on building owners or operators who fail to comply with these requirements and may allow third parties to seek recovery from owners or operators for personal injury associated with exposure to asbestos fibers.

Some of our properties are located in urban and previously developed areas where fill or current or historic industrial uses of the areas have caused site contamination. It is our policy to retain independent environmental consultants to conduct or update Phase I environmental site assessments and asbestos surveys with respect to our acquisition of properties. These assessments generally include a visual inspection of the properties and the surrounding areas, an examination of current and historical uses of the properties and the surrounding areas and a

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review of relevant state, federal and historical documents, but do not involve invasive techniques such as soil and ground water sampling. Where appropriate, on a property-by-property basis, our practice is to have these consultants conduct additional testing, including sampling for asbestos, for lead in drinking water and, for soil and/or groundwater contamination where underground storage tanks are or were located or where other past site usage creates a potential environmental problem. Even though these environmental assessments are conducted, there is still the risk that:

- the environmental assessments and updates did not identify all potential environmental liabilities;
- a prior owner created a material environmental condition that is not known to us or the independent consultants preparing the assessments;
- new environmental liabilities have developed since the environmental assessments were conducted; and
- future uses or conditions such as changes in applicable environmental laws and regulations could result in environmental liability for us.

Inquiries about indoor air quality may necessitate special investigation and, depending on the results, remediation beyond our regular indoor air quality testing and maintenance programs. Indoor air quality issues can stem from inadequate ventilation, chemical contaminants from indoor or outdoor sources, and biological contaminants such as molds, pollen, viruses and bacteria. Indoor exposure to chemical or biological contaminants above certain levels can be alleged to be connected to allergic reactions or other health effects and symptoms in susceptible individuals. If these conditions were to occur at one of our properties, we may need to undertake a targeted remediation program, including without limitation, steps to increase indoor ventilation rates and eliminate sources of contaminants. Such remediation programs could be costly, necessitate the temporary relocation of some or all of the property's tenants or require rehabilitation of the affected property.

### ***We face risks associated with security breaches through cyber attacks, cyber intrusions or otherwise, as well as other significant disruptions of our information technology (IT) networks and related systems.***

We face risks associated with security breaches, whether through cyber attacks or cyber intrusions over the Internet, malware, computer viruses, attachments to e-mails, persons inside our organization or persons with access to systems inside our organization, and other significant disruptions of our IT networks and related systems. The risk of a security breach or disruption, particularly through cyber attack or cyber intrusion, including by computer hackers, foreign governments and cyber terrorists, has generally increased as the number, intensity and sophistication of attempted attacks and intrusions from around the world have increased. Our IT networks and related systems are essential to the operation of our business and our ability to perform day-to-day operations (including managing our building systems), and, in some cases, may be critical to the operations of certain of our tenants. Although we make efforts to maintain the security and integrity of these types of IT networks and related systems, and we have implemented various measures to manage the risk of a security breach or disruption, there can be no assurance that our security efforts and measures will be effective or that attempted security breaches or disruptions would not be successful or damaging. Even the most well protected information, networks, systems and facilities remain potentially vulnerable because the techniques used in such attempted security breaches evolve and generally are not recognized until launched against a target, and in some cases are designed not to be detected and, in fact, may not be detected. Accordingly, we may be unable to anticipate these techniques or to implement adequate security barriers or other preventative measures, and thus it is impossible for us to entirely mitigate this risk.

A security breach or other significant disruption involving our IT networks and related systems could:

- disrupt the proper functioning of our networks and systems and therefore our operations and/or those of certain of our tenants;
- result in misstated financial reports, violations of loan covenants, missed reporting deadlines and/or missed permitting deadlines;

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- result in our inability to properly monitor our compliance with the rules and regulations regarding our qualification as a REIT;
- result in the unauthorized access to, and destruction, loss, theft, misappropriation or release of proprietary, confidential, sensitive or otherwise valuable information of ours or others, which others could use to compete against us or for disruptive, destructive or otherwise harmful purposes and outcomes;
- result in our inability to maintain the building systems relied upon by our tenants for the efficient use of their leased space;
- require significant management attention and resources to remedy any damages that result;
- subject us to claims for breach of contract, damages, credits, penalties or termination of leases or other agreements; or
- damage our reputation among our tenants and investors generally.

Any or all of the foregoing could have a material adverse effect on our results of operations, financial condition and cash flows.

### ***We did not obtain new owner's title insurance policies in connection with properties acquired during Boston Properties, Inc.'s initial public offering.***

We acquired many of our properties from our predecessors at the completion of Boston Properties, Inc.'s initial public offering in June 1997. Before we acquired these properties, each of them was insured by a title insurance policy. We did not obtain new owner's title insurance policies in connection with the acquisition of these properties. To the extent we have financed properties after acquiring them in connection with the initial public offering, we have obtained new title insurance policies, however, the amount of these policies may be less than the current or future value of the applicable properties. Nevertheless, because in many instances we acquired these properties indirectly by acquiring ownership of the entity that owned the property and those owners remain in existence as our subsidiaries, some of these title insurance policies may continue to benefit us. Many of these title insurance policies may be for amounts less than the current or future values of the applicable properties. If there was a title defect related to any of these properties, or to any of the properties acquired at the time of the initial public offering of Boston Properties, Inc., that is no longer covered by a title insurance policy, we could lose both our capital invested in and our anticipated profits from such property. We have obtained title insurance policies for all properties that we have acquired after the initial public offering of Boston Properties, Inc., however, these policies may be for amounts less than the current or future values of the applicable properties.

### ***Because of the ownership structure of our hotel property, we face potential adverse effects from changes to the applicable tax laws.***

We own one hotel property. However, under the Internal Revenue Code, REITs like Boston Properties, Inc. are not allowed to operate hotels directly or indirectly. Accordingly, we lease our hotel property to one of our taxable REIT subsidiaries. As lessor, we are entitled to a percentage of the gross receipts from the operation of the hotel property. Marriott International, Inc. manages the hotel under the Marriott name pursuant to a management contract with the taxable REIT subsidiary as lessee. While the taxable REIT subsidiary structure allows the economic benefits of ownership to flow to us, the taxable REIT subsidiary is subject to tax on its income from the operations of the hotel at the federal and state level. In addition, the taxable REIT subsidiary is subject to detailed tax regulations that affect how it may be capitalized and operated. If the tax laws applicable to taxable REIT subsidiaries are modified, we may be forced to modify the structure for owning our hotel property, and such changes may adversely affect the cash flows from our hotel. In addition, the Internal Revenue Service, the United States Treasury Department and Congress frequently review federal income tax legislation, and we cannot predict whether, when or to what extent new federal tax laws, regulations, interpretations or rulings will be adopted. Any of such actions may prospectively or retroactively modify the tax treatment of the taxable REIT subsidiary and, therefore, may adversely affect our after-tax returns from our hotel property.

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### ***We face possible adverse changes in tax laws.***

From time to time changes in state and local tax laws or regulations are enacted, which may result in an increase in our tax liability. A shortfall in tax revenues for states and municipalities in which we operate may lead to an increase in the frequency and size of such changes. If such changes occur, we may be required to pay additional taxes on our assets or income. These increased tax costs could adversely affect our financial condition and results of operations and our ability to make distributions to our securityholders.

### ***We face possible state and local tax audits.***

Because Boston Properties, Inc. is organized and qualifies as a REIT, it is generally not subject to federal income taxes, but are subject to certain state and local taxes. In the normal course of business, certain entities through which we own real estate either have undergone, or are currently undergoing, tax audits. Although we believe that we have substantial arguments in favor of our positions in the ongoing audits, in some instances there is no controlling precedent or interpretive guidance on the specific point at issue. Collectively, tax deficiency notices received to date from the jurisdictions conducting the ongoing audits have not been material. However, there can be no assurance that future audits will not occur with increased frequency or that the ultimate result of such audits will not have a material adverse effect on our results of operations.

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

Accounting policies and methods are fundamental to how we record and report our financial condition and results of operations. Uncertainties posed by various initiatives of accounting standard-setting by the Financial Accounting Standards Board and the Securities and Exchange Commission, which create and interpret applicable accounting standards for U.S. companies, may change the financial accounting and reporting standards or their interpretation and application of these standards that govern the preparation of our financial statements. Proposed changes include, but are not limited to, changes in lease accounting and the adoption of accounting standards likely to require the increased use of “fair-value” measures.

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

### **Item 1B. *Unresolved Staff Comments.***

None.

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**Item 2. Properties**

At December 31, 2011, we owned or had interests in 153 properties, totaling approximately 42.2 million net rentable square feet, including seven properties under construction totaling approximately 2.6 million net rentable square feet. In addition, we had structured parking for approximately 44,528 vehicles containing approximately 15.1 million square feet. Our properties consisted of (1) 146 office properties, including 128 Class A office buildings, including six properties under construction, and 18 properties that support both office and technical uses, (2) three retail properties, (3) one hotel and (4) three residential properties (one of which is under construction). In addition, we own or control 510.5 acres of land for future development. The table set forth below shows information relating to the properties we owned, or in which we had an ownership interest, at December 31, 2011. Information relating to properties owned by the Value-Added Fund is not included in our portfolio information tables or any other portfolio level statistics because the Value-Added Fund invests in assets within our existing markets that have deficiencies in property characteristics which provide an opportunity to create value through repositioning, refurbishment or renovation. We therefore believe including such information in our portfolio tables and statistics would render the portfolio information less useful to investors. Information relating to the Value-Added Fund is set forth separately below.

<u>Properties</u>	<u>Location</u>	<u>% Leased as of December 31, 2011</u>	<u>Number of Buildings</u>	<u>Net Rentable Square Feet</u>
<b>Class A Office</b>				
General Motors Building (60% ownership)	New York, NY	96.7%	1	1,808,413
John Hancock Tower	Boston, MA	97.6%	1	1,723,276
399 Park Avenue	New York, NY	98.8%	1	1,707,476
601 Lexington Avenue	New York, NY	98.0%	1	1,630,318
Times Square Tower	New York, NY	98.5%	1	1,245,818
800 Boylston Street—The Prudential Center	Boston, MA	98.5%	1	1,234,428
599 Lexington Avenue	New York, NY	96.5%	1	1,045,128
Bay Colony Corporate Center	Waltham, MA	62.7%	4	985,334
Embarcadero Center Four	San Francisco, CA	80.4%	1	936,721
111 Huntington Avenue—The Prudential Center	Boston, MA	61.6%	1	859,433
Embarcadero Center One	San Francisco, CA	93.1%	1	833,723
Atlantic Wharf Office	Boston, MA	78.5%	1	797,873
Embarcadero Center Two	San Francisco, CA	98.8%	1	779,768
Embarcadero Center Three	San Francisco, CA	97.9%	1	775,086
South of Market	Reston, VA	100.0%	3	647,670
Capital Gallery	Washington, DC	96.0%	1	627,336
Metropolitan Square (51% ownership)	Washington, DC	99.8%	1	588,917
125 West 55 <sup>th</sup> Street (60% ownership)	New York, NY	100.0%	1	583,617
3200 Zanker Road	San Jose, CA	52.0%	4	543,900
901 New York Avenue (25% ownership)	Washington, DC	99.8%	1	539,229
Reservoir Place	Waltham, MA	80.2%	1	526,080
601 and 651 Gateway	South San Francisco, CA	93.7%	2	506,224
101 Huntington Avenue—The Prudential Center	Boston, MA	100.0%	1	505,939
2200 Pennsylvania Avenue	Washington, DC	93.9%	1	458,831
One Freedom Square	Reston, VA	97.8%	1	424,016
Two Freedom Square	Reston, VA	96.7%	1	421,142

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<b>Properties</b>	<b>Location</b>	<b>% Leased as of December 31, 2011</b>	<b>Number of Buildings</b>	<b>Net Rentable Square Feet</b>
One Tower Center	East Brunswick, NJ	47.2%	1	414,648
Market Square North (50% ownership)	Washington, DC	83.1%	1	408,965
140 Kendrick Street	Needham, MA	100.0%	3	380,987
One and Two Discovery Square	Reston, VA	100.0%	2	366,990
Weston Corporate Center	Weston, MA	100.0%	1	356,995
505 9 <sup>th</sup> Street, NW (50% ownership)	Washington, DC	100.0%	1	321,943
One Reston Overlook	Reston, VA	99.1%	1	320,670
1333 New Hampshire Avenue	Washington, DC	98.5%	1	315,371
Waltham Weston Corporate Center	Waltham, MA	84.3%	1	306,687
230 CityPoint	Waltham, MA	99.1%	1	301,373
Wisconsin Place Office	Chevy Chase, MD	96.5%	1	299,186
540 Madison Avenue (60% ownership)	New York, NY	94.2%	1	289,295
Quorum Office Park	Chelmsford, MA	82.5%	2	267,527
Reston Corporate Center	Reston, VA	100.0%	2	261,046
New Dominion Technology Park—Building Two	Herndon, VA	100.0%	1	257,400
611 Gateway	South San Francisco, CA	100.0%	1	256,302
200 West Street	Waltham, MA	78.7%	1	256,245
12300 Sunrise Valley(1)	Reston, VA	100.0%	1	255,244
1330 Connecticut Avenue	Washington, DC	100.0%	1	252,136
500 E Street, SW	Washington, DC	100.0%	1	248,336
Five Cambridge Center	Cambridge, MA	100.0%	1	240,480
Democracy Tower	Reston, VA	100.0%	1	235,436
New Dominion Technology Park—Building One	Herndon, VA	100.0%	1	235,201
510 Carnegie Center	Princeton, NJ	100.0%	1	234,160
One Cambridge Center	Cambridge, MA	86.1%	1	215,573
601 Massachusetts Avenue (formerly 635 Massachusetts Avenue)(1)	Washington, DC	100.0%	1	211,000
77 CityPoint	Waltham, MA	100.0%	1	209,707
Sumner Square	Washington, DC	96.7%	1	208,892
Four Cambridge Center	Cambridge, MA	57.5%	1	199,131
University Place	Cambridge, MA	100.0%	1	195,282
North First Business Park(1)	San Jose, CA	75.8%	5	190,636
1301 New York Avenue	Washington, DC	100.0%	1	188,357
One Preserve Parkway	Rockville, MD	83.9%	1	183,734
12290 Sunrise Valley	Reston, VA	100.0%	1	182,424
2600 Tower Oaks Boulevard	Rockville, MD	66.5%	1	178,865
Eight Cambridge Center	Cambridge, MA	100.0%	1	177,226
Lexington Office Park	Lexington, MA	77.0%	2	166,745
210 Carnegie Center	Princeton, NJ	94.4%	1	162,372
206 Carnegie Center	Princeton, NJ	100.0%	1	161,763
191 Spring Street	Lexington, MA	100.0%	1	158,900
303 Almaden	San Jose, CA	91.5%	1	158,499
Kingstowne Two	Alexandria, VA	98.2%	1	156,251
Ten Cambridge Center	Cambridge, MA	100.0%	1	152,664
10 & 20 Burlington Mall Road	Burlington, MA	83.9%	2	152,097
Kingstowne One	Alexandria, VA	83.5%	1	151,195



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<u>Properties</u>	<u>Location</u>	<u>% Leased as of December 31, 2011</u>	<u>Number of Buildings</u>	<u>Net Rentable Square Feet</u>
214 Carnegie Center	Princeton, NJ	62.5%	1	150,774
212 Carnegie Center	Princeton, NJ	63.4%	1	150,395
506 Carnegie Center	Princeton, NJ	74.8%	1	145,213
2440 West El Camino Real	Mountain View, CA	100.0%	1	140,042
Two Reston Overlook	Reston, VA	100.0%	1	134,615
202 Carnegie Center	Princeton, NJ	92.7%	1	130,582
508 Carnegie Center	Princeton, NJ	20.3%	1	128,662
101 Carnegie Center	Princeton, NJ	87.7%	1	123,659
Montvale Center(2)	Gaithersburg, MD	79.4%	1	123,392
504 Carnegie Center	Princeton, NJ	100.0%	1	121,990
91 Hartwell Avenue	Lexington, MA	60.4%	1	121,425
40 Shattuck Road	Andover, MA	82.4%	1	121,216
701 Carnegie Center	Princeton, NJ	100.0%	1	120,000
502 Carnegie Center	Princeton, NJ	81.7%	1	118,120
Annapolis Junction (50% ownership)	Annapolis, MD	100.0%	1	117,599
Three Cambridge Center	Cambridge, MA	100.0%	1	109,358
201 Spring Street	Lexington, MA	100.0%	1	106,300
104 Carnegie Center	Princeton, NJ	85.4%	1	102,830
Bedford Business Park	Bedford, MA	100.0%	1	92,207
33 Hayden Avenue	Lexington, MA	43.7%	1	80,128
Eleven Cambridge Center	Cambridge, MA	86.3%	1	79,616
Reservoir Place North	Waltham, MA	100.0%	1	73,258
105 Carnegie Center	Princeton, NJ	55.4%	1	69,955
32 Hartwell Avenue	Lexington, MA	100.0%	1	69,154
Waltham Office Center(1)	Waltham, MA	20.0%	1	67,005
302 Carnegie Center	Princeton, NJ	65.1%	1	64,926
195 West Street	Waltham, MA	100.0%	1	63,500
100 Hayden Avenue	Lexington, MA	100.0%	1	55,924
181 Spring Street	Lexington, MA	100.0%	1	55,792
211 Carnegie Center	Princeton, NJ	100.0%	1	47,025
92 Hayden Avenue	Lexington, MA	100.0%	1	31,100
201 Carnegie Center	Princeton, NJ	100.0%	—	6,500
Subtotal for Class A Office Properties		91.1%	122	36,701,894
<b>Retail</b>				
Shops at The Prudential Center	Boston, MA	99.2%	1	504,089
Kingstowne Retail	Alexandria, VA	100.0%	1	88,288
Shaws Supermarket at The Prudential Center	Boston, MA	100.0%	1	57,235
Subtotal for Retail Properties		99.4%	3	649,612
<b>Office/Technical Properties</b>				
Bedford Business Park	Bedford, MA	87.3%	2	377,884
Seven Cambridge Center	Cambridge, MA	100.0%	1	231,028
7601 Boston Boulevard	Springfield, VA	100.0%	1	103,750
7435 Boston Boulevard	Springfield, VA	100.0%	1	103,557
8000 Grainger Court	Springfield, VA	100.0%	1	88,775
7500 Boston Boulevard	Springfield, VA	100.0%	1	79,971
7501 Boston Boulevard	Springfield, VA	100.0%	1	75,756
Fourteen Cambridge Center	Cambridge, MA	100.0%	1	67,362

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Properties	Location	% Leased as of December 31, 2011	Number of Buildings	Net Rentable Square Feet
164 Lexington Road	Billerica, MA	0.0%	1	64,140
7450 Boston Boulevard	Springfield, VA	100.0%	1	62,402
7374 Boston Boulevard	Springfield, VA	100.0%	1	57,321
8000 Corporate Court	Springfield, VA	100.0%	1	52,539
7451 Boston Boulevard	Springfield, VA	100.0%	1	47,001
7300 Boston Boulevard	Springfield, VA	100.0%	1	32,000
17 Hartwell Avenue	Lexington, MA	100.0%	1	30,000
7375 Boston Boulevard	Springfield, VA	100.0%	1	26,865
6601 Springfield Center Drive(1)	Springfield, VA	100.0%	1	26,388
Subtotal for Office/Technical Properties		92.6%	18	1,526,739
<b>Residential Properties</b>				
Residences on The Avenue	Washington, DC	75.5%(3)	1	323,295(4)
The Lofts at Atlantic Wharf	Boston, MA	80.2%(3)	1	86,584(5)
Subtotal for Residential Properties		76.5%	2	409,879
<b>Hotel Property</b>				
Cambridge Center Marriott	Cambridge, MA	78.2%(6)	1	332,455(7)
Subtotal for Hotel Property		78.2%	1	332,455
Subtotal for In-Service Properties		91.3%	146	39,620,579
Structured Parking				15,072,280
<b>Properties Under Construction(8)</b>				
<b>Office:</b>				
510 Madison Avenue	New York, NY	45%	1	347,000
Annapolis Junction Lot 6 (50% ownership)	Annapolis, MD	0%	1	120,000
12310 Sunrise Valley	Reston, VA	100%	1	267,531
500 North Capitol (30% ownership)	Washington, DC	74%	1	232,000
Seventeen Cambridge Center	Cambridge, MA	100%	1	190,329
250 West 55 <sup>th</sup> Street	New York, NY	19%	1	989,000
<b>Residential:</b>				
Reston Town Center Residential	Reston, VA	N/A	1	420,000
Subtotal for Properties Under Construction		45%	7	2,565,860
<b>Total Portfolio</b>			<b>153</b>	<b>57,258,719</b>

(1) Property held for redevelopment as of December 31, 2011.

(2) See Note 20 to the Consolidated Financial Statements.

(3) Represents the Physical Occupancy as of December 31, 2011. Physical Occupancy is defined as the number of occupied units divided by the total number of units, expressed as a percentage. Note that these amounts are not included in the calculation of the Total Portfolio occupancy rate for In-Service Properties as of December 31, 2011.

(4) Includes 49,528 square feet of retail space which is 100% leased as of December 31, 2011. Note that this amount is not included in the calculation of the Total Portfolio occupancy rate for In-Service Properties as of December 31, 2011.

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- (5) Includes 8,994 square feet of retail space which is 61% leased as of December 31, 2011. Note that this amount is not included in the calculation of the Total Portfolio occupancy rate for In-Service Properties as of December 31, 2011.
- (6) Represents the weighted-average room occupancy for the year ended December 31, 2011. Note that this amount is not included in the calculation of the Total Portfolio occupancy rate for In-Service Properties as of December 31, 2011.
- (7) Includes 2,055 square feet of retail space which is 100% leased as of December 31, 2011. Note that this amount is not included in the calculation of the Total Portfolio occupancy rate for In-Service Properties as of December 31, 2011.
- (8) Represents percentage leased as of February 21, 2012 and excludes residential space.

The following table shows information relating to properties owned through the Value-Added Fund at December 31, 2011:

<u>Property</u>	<u>Location</u>	<u>% Leased as of December 31, 2011</u>	<u>Number of Buildings</u>	<u>Net Rentable Square Feet</u>
Mountain View Research Park	Mountain View, CA	73.9%	16	600,449
Mountain View Technology Park	Mountain View, CA	90.7%	7	135,279
300 Billerica Road	Chelmsford, MA	100.0%	1	110,882
Total Value-Added Fund		80.0%	24	846,610

### **Percentage Leased and Average Annualized Revenue per Square Foot for In-Service Properties**

The following table sets forth our percentage leased and average annualized revenue per square foot on a historical basis for our In-Service Properties.

	<u>December 31, 2007</u>	<u>December 31, 2008</u>	<u>December 31, 2009</u>	<u>December 31, 2010</u>	<u>December 31, 2011</u>
Percentage leased	94.9%	94.5%	92.4%	93.2%	91.3%
Average annualized revenue per square foot(1)	\$ 45.57	\$ 51.50	\$ 52.84	\$ 53.21	\$ 53.58

- (1) Represents the monthly contractual base rents and recoveries from tenants under existing leases as of December 31, 2007, 2008, 2009, 2010 and 2011 multiplied by twelve. These annualized amounts are before rent abatements and include expense reimbursements, which may be estimates as of such date. The aggregate amount of rent abatements per square foot under existing leases as of December 31, 2007, 2008, 2009, 2010 and 2011 for the succeeding twelve month period is \$0.05, \$0.52, \$0.96, \$1.11 and \$1.10, respectively.

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### Top 20 Tenants by Square Feet

Our 20 largest tenants by square feet as of December 31, 2011 were as follows:

	<u>Tenant</u>	<u>Square Feet</u>	<u>% of In-Service Portfolio</u>
1	U.S. Government	1,913,876(1)	4.92%
2	Citibank	1,046,768(2)	2.69%
3	Lockheed Martin	766,065	1.97%
4	Genentech	640,271	1.65%
5	Kirkland & Ellis	639,683(3)	1.65%
6	Biogen Idec	592,885	1.52%
7	Ropes & Gray	528,931	1.36%
8	O'Melveny & Myers	511,659	1.32%
9	Shearman & Sterling	472,808	1.22%
10	Manufacturers Investment (Manulife)	469,050	1.21%
11	Wellington Management	465,116	1.20%
12	Weil Gotshal Manges	449,871(4)	1.16%
13	State Street Bank and Trust	408,552	1.05%
14	Microsoft	400,278	1.03%
15	Parametric Technology	380,987	0.98%
16	Finnegan Henderson Farabow	362,405(5)	0.93%
17	Ann (fka Ann Taylor Corp.)	349,552	0.90%
18	Bingham McCutchen	301,385	0.78%
19	Aramis (Estee Lauder)	295,610(4)	0.76%
20	Accenture	288,041	0.74%

(1) Includes 92,620 and 104,874 square feet of space in properties in which we have a 51% and 50% interest, respectively.

(2) Includes 10,080 and 2,761 square feet of space in properties in which we have a 60% and 51% interest, respectively.

(3) Includes 248,021 square feet of space in a property in which we have a 51% interest.

(4) All space is in a property in which we have a 60% interest.

(5) Includes 292,548 square feet of space in a property in which we have a 25% interest.

### Tenant Diversification (Gross Rent)\*

Our tenant diversification as of December 31, 2011 was as follows:

<u>Sector</u>	<u>Percentage of Gross Rent</u>
Legal Services	27%
Financial Services	25%
Technical and Scientific Services	11%
Other Professional Services	8%
Manufacturing / Consumer Products	6%
Retail	6%
Government / Public Administration	5%
Other	5%
Real Estate and Insurance	4%
Media / Telecommunications	3%

\* The classification of our tenants is based on the U.S. Government's North American Industry Classification System (NAICS), which has replaced the Standard Industrial Classification (SIC) system.

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**Lease Expirations (1)(2)**

<u>Year of Lease Expiration</u>	<u>Rentable Square Feet Subject to Expiring Leases</u>	<u>Current Annualized Contractual Rent Under Expiring Leases Without Future Step-Ups(3)</u>	<u>Current Annualized Contractual Rent Under Expiring Leases Without Future Step-Ups p.s.f.(3)</u>	<u>Current Annualized Contractual Rent Under Expiring Leases With Future Step-Ups(4)</u>	<u>Current Annualized Contractual Rent Under Expiring Leases With Future Step-Ups p.s.f.(4)</u>	<u>Percentage of Total Square Feet</u>
2012	2,364,462	\$ 114,568,062	\$ 48.45	\$ 114,751,855	\$ 48.53	6.1%
2013	1,870,857	85,856,066	45.89	86,732,785	46.36	4.8%
2014	3,890,534	156,964,363	40.35	166,248,331	42.73	10.0%
2015	3,353,245	166,859,717	49.76	176,821,129	52.73	8.6%
2016	3,706,764	207,197,933	55.90	210,921,802	56.90	9.5%
2017	3,595,324	228,641,922	63.59	255,343,590	71.02	9.3%
2018	1,066,421	65,513,007	61.43	71,659,286	67.20	2.7%
2019	2,842,009	164,264,706	57.80	179,772,103	63.26	7.3%
2020	3,476,130	195,297,174	56.18	216,049,879	62.15	8.9%
Thereafter	9,084,378	512,277,440	56.39	623,310,649	68.61	23.4%

- (1) Includes 100% of unconsolidated joint venture properties. Does not include properties owned by the Value-Added Fund, residential units and the hotel. In addition, it includes 133,604 square feet of leased premises in properties under development.
- (2) Does not include data for leases expiring in a particular year when leases for the same space have already been signed with replacement tenants with future commencement dates. In those cases, the data is included in the year in which the future lease expires.
- (3) Represents the monthly contractual base rent and recoveries from tenants under existing leases as of December 31, 2011 multiplied by twelve. This amount reflects total rent before any rent abatements and includes expense reimbursements, which may be estimates as of such date.
- (4) Represents the monthly contractual base rent under expiring leases with future contractual increases upon expiration and recoveries from tenants under existing leases as of December 31, 2011 multiplied by twelve. This amount reflects total rent before any rent abatements and includes expense reimbursements, which may be estimates as of such date.

**Item 3. Legal Proceedings**

We are subject to various legal proceedings and claims that arise in the ordinary course of business. These matters are generally covered by insurance. Management believes that the final outcome of such matters will not have a material adverse effect on our financial position, results of operations or liquidity.

**Item 4. Mine Safety Disclosures**

Not Applicable.

**PART II****Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities**

(a) There is no established public trading market for the common units. On February 21, 2012, there were approximately 1,523 holders of record and 164,841,347 common units outstanding, 148,280,022 of which were held by Boston Properties, Inc. The following table sets forth the quarterly distributions per common unit for the periods presented.

<u>Quarter Ended</u>	<u>Distributions per common unit</u>
December 31, 2011	\$ .55
September 30, 2011	.50
June 30, 2011	.50
March 31, 2011	.50
December 31, 2010	.50
September 30, 2010	.50
June 30, 2010	.50
March 31, 2010	.50

In order to enable Boston Properties, Inc. to maintain its qualification as a REIT, it must make annual distributions to its stockholders of at least 90% of its taxable income (not including net capital gains). Boston Properties, Inc. has adopted a policy of paying regular quarterly dividends on its common stock, and we have adopted a policy of paying regular quarterly distributions on our common units. Cash distributions have been paid on the common stock of Boston Properties, Inc. and our common units since the initial public offering of Boston Properties, Inc. Distributions are declared at the discretion of the Board of Directors of Boston Properties, Inc. and depend on actual and anticipated cash from operations, our financial condition, capital requirements, the annual distribution requirements under the REIT provisions of the Internal Revenue Code and other factors Boston Properties, Inc.'s Board of Directors may consider relevant.

Each time Boston Properties, Inc. issues shares of stock (other than in exchange for OP Units when such OP Units are presented for redemption), it contributes the proceeds of such issuance to us in return for an equivalent number of partnership units with rights and preferences analogous to the shares issued. During the fourth quarter 2011, in connection with issuance of common stock by Boston Properties, Inc. pursuant to exercises of stock options under the Second Amendment and Restatement of the Boston Properties, Inc. 1997 Stock Option and Incentive Plan, we issued an aggregate of 3,448 common units to Boston Properties, Inc. in exchange for approximately \$112,473, the aggregate proceeds to Boston Properties, Inc. of such common stock issuances. Such units were issued in reliance on an exemption from registration under Section 4(2) of the Securities Act of 1933, as amended.

(b) None.

(c) None.

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**Item 6. Selected Financial Data**

The following table sets forth our selected financial and operating data on a historical basis. Certain prior year amounts have been reclassified to conform to the current year presentation. In addition, certain prior year amounts have been revised as a result of the adoption on January 1, 2009 of (1) ASC 470-20 “Debt with Conversion and Other Options” (“ASC 470-20”) (formerly known as FASB Staff Position (“FSP”) No. APB 14-1 “Accounting for Convertible Debt Instruments That May Be Settled in Cash upon Conversion (Including Partial Cash Settlement)” (“FSP No. APB 14-1”)) (See Note 8 of the Consolidated Financial Statements), (2) the guidance included in ASC 810 “Consolidation” (“ASC 810”) (formerly known as SFAS No. 160, “Noncontrolling Interests in Consolidated Financial Statements—an amendment of ARB No. 51” (“SFAS No. 160”)) and ASC 480-10-S99 “Distinguishing Liabilities from Equity” (“ASC 480-10-S99”) (formerly known as EITF Topic No. D-98 “Classification and Measurement of Redeemable Securities” (Amended)), (3) the guidance included in ASC 260-10 “Earnings Per Share” (“ASC 260-10”) (formerly known as FSP EITF 03-06-1, “Determining Whether Instruments Granted in Share-Based Payment Transactions are Participating Securities” (“FSP EITF 03-06-1”)) (See Note 15 of the Consolidated Financial Statements), and which has been revised for the reclassifications related to the disposition of qualifying properties during 2007 which have been reclassified as discontinued operations, for the periods presented, in accordance with the guidance in ASC 360 “Property, Plant and Equipment” (“ASC 360”) (formerly known as SFAS No. 144 “Accounting for the Impairment or Disposal of Long Lived Assets” (“SFAS No. 144”)). The following data should be read in conjunction with our financial statements and notes thereto and Management’s Discussion and Analysis of Financial Condition and Results of Operations included elsewhere in this Form 10-K.

Our historical operating results may not be comparable to our future operating results.

	For the year ended December 31,				
	2011	2010	2009	2008	2007
	(in thousands, except per unit data)				
<b>Statement of Operations Information:</b>					
Total revenue	\$ 1,759,526	\$ 1,550,804	\$ 1,518,190	\$ 1,469,442	\$ 1,392,583
<b>Expenses:</b>					
Rental operating	593,977	501,694	501,799	488,030	455,840
Hotel operating	26,128	25,153	23,966	27,510	27,765
General and administrative	81,442	79,658	75,447	72,365	69,882
Acquisition costs	155	2,614	—	—	—
Suspension of development	—	(7,200)	27,766	—	—
Depreciation and amortization	430,961	330,148	313,458	296,122	278,249
Total expenses	1,132,663	932,067	942,436	884,027	831,736
Operating income	626,863	618,737	575,754	585,415	560,847
<b>Other income (expense):</b>					
Income (loss) from unconsolidated joint ventures	85,896	36,774	12,058	(182,018)	20,428
Interest and other income	5,358	7,332	4,059	18,958	89,706
Gains (losses) from investments in securities	(443)	935	2,434	(4,604)	—
Interest expense	(394,131)	(378,079)	(322,833)	(295,322)	(302,980)
Losses from early extinguishments of debt	(1,494)	(89,883)	(510)	—	(3,417)
Net derivative losses	—	—	—	(17,021)	—
Income from continuing operations	322,049	195,816	270,962	105,408	364,584
Discontinued operations	—	—	—	—	274,091
Gains on sales of real estate	—	2,734	11,760	33,340	957,406
Net income	322,049	198,550	282,722	138,748	1,596,081
<b>Net income attributable to noncontrolling interests:</b>					
Noncontrolling interests in property partnerships	(1,558)	(3,464)	(2,778)	(1,997)	(84)
Noncontrolling interest-redeemable preferred units	(3,339)	(3,343)	(3,594)	(4,226)	(10,429)
Net income attributable to Boston Properties Limited Partnership	<u>\$ 317,152</u>	<u>\$ 191,743</u>	<u>\$ 276,350</u>	<u>\$ 132,525</u>	<u>\$ 1,585,568</u>

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	For the year ended December 31,				
	2011	2010	2009	2008	2007
	(in thousands, except per unit data)				
Basic earnings per common unit attributable to Boston Properties Limited Partnership:					
Income from continuing operations	\$ 1.93	\$ 1.20	\$ 1.83	\$ 0.94	\$ 9.37
Discontinued operations	—	—	—	—	1.97
Net income	\$ 1.93	\$ 1.20	\$ 1.83	\$ 0.94	\$ 11.34
Weighted average number of common units outstanding	164,486	159,821	151,386	140,336	139,290
Diluted earnings per common unit attributable to Boston Properties Limited Partnership:					
Income from continuing operations	\$ 1.92	\$ 1.20	\$ 1.82	\$ 0.94	\$ 9.24
Discontinued operations	—	—	—	—	1.94
Net income	\$ 1.92	\$ 1.20	\$ 1.82	\$ 0.94	\$ 11.18
Weighted average number of common and common equivalent units outstanding	165,011	160,438	151,848	141,655	141,231

	December 31,				
	2011	2010	2009	2008	2007
	(in thousands)				
Balance Sheet information:					
Real estate, gross	\$ 12,949,326	\$ 12,324,789	\$ 10,659,412	\$ 10,185,061	\$ 9,833,850
Real estate, net	10,355,546	10,041,954	8,658,495	8,440,813	8,318,655
Cash and cash equivalents	1,823,208	478,948	1,448,933	241,510	1,506,921
Total assets	14,392,026	12,949,100	11,941,317	10,501,867	10,793,104
Total indebtedness	8,704,138	7,786,001	6,719,771	6,092,884	5,378,360
Noncontrolling interests	1,954,603	1,927,357	1,529,634	1,227,395	2,057,287
Boston Properties Limited Partnership partners' capital	3,124,688	2,693,939	3,182,020	2,664,853	1,953,898
Noncontrolling interests in property partnerships	(1,063)	(614)	5,671	6,900	25,805

	For the year ended December 31,				
	2011	2010	2009	2008	2007
	(in thousands, except per unit and percentage data)				
Other Information:					
Funds from operations(1)	\$ 802,700	\$ 627,362	\$ 713,905	\$ 637,454	\$ 639,556
Funds from operations, as adjusted(1)	802,700	627,362	713,905	637,454	642,231
Distributions per common unit	2.05	2.00	2.18	2.72	8.70
Cash flows provided by operating activities	606,328	375,893	617,376	565,311	631,654
Cash flows provided by (used in) investing activities	(90,096)	(1,161,274)	(446,601)	(1,320,079)	574,655
Cash flows provided by (used in) financing activities	828,028	(184,604)	1,036,648	(510,643)	(425,176)
Total square feet at end of year (including development projects and parking)	57,259	53,557	50,468	49,761	43,814
In-service percentage leased at end of year	91.3%	93.2%	92.4%	94.5%	94.9%

- (1) Pursuant to the revised definition of Funds from Operations adopted by the Board of Governors of the National Association of Real Estate Investment Trusts ("NAREIT"), we calculate Funds from Operations, or "FFO," by adjusting net income (loss) attributable to Boston Properties Limited Partnership (computed in accordance with GAAP, including non-recurring items) for gains (or losses) from sales of properties, impairment losses on depreciable real estate of consolidated real estate, impairment losses on investments in unconsolidated joint ventures driven by a measurable decrease in the fair value of depreciable real estate held by the unconsolidated joint ventures, real estate related depreciation and amortization, and after adjustment for unconsolidated partnerships, joint ventures and preferred distributions. FFO is a non-GAAP financial measure. The use of FFO, combined with the required primary GAAP presentations, has been fundamentally beneficial in improving the understanding of operating results of REITs among the investing public and making comparisons of REIT operating results more meaningful. Management generally considers FFO to be a useful measure for reviewing our comparative operating and financial performance because, by excluding gains and losses related to sales of previously depreciated operating real estate assets, impairment losses on depreciable real estate of consolidated real estate, impairment losses on investments in unconsolidated joint ventures driven by a measurable decrease in the fair value of depreciable real estate held by the unconsolidated joint ventures and excluding real estate asset depreciation and amortization (which can vary among owners of identical assets in similar condition based on historical cost accounting and useful life estimates), FFO can help one compare the operating performance of a company's real estate between periods or as compared to different companies. Our computation of FFO may



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not be comparable to FFO reported by other REITs or real estate companies that do not define the term in accordance with the current NAREIT definition or that interpret the current NAREIT definition differently.

In addition to presenting FFO in accordance with the NAREIT definition, we also disclose FFO, as adjusted, which excludes the effects of the losses from early extinguishments of debt associated with the sales of real estate. Losses from early extinguishments of debt result when the sale of real estate encumbered by debt requires us to pay the extinguishment costs prior to the debt's stated maturity and to write-off unamortized loan costs at the date of the extinguishment. Such costs are excluded from the gains on sales of real estate reported in accordance with GAAP. However, we view the losses from early extinguishments of debt associated with the sales of real estate as an incremental cost of the sale transactions because we extinguished the debt in connection with the consummation of the sale transactions and we had no intent to extinguish the debt absent such transactions. We believe that adjusting FFO to exclude these losses more appropriately reflects the results of our operations exclusive of the impact of our sale transactions.

Although our FFO, as adjusted, clearly differs from NAREIT's definition of FFO, and may not be comparable to that of other REITs and real estate companies, we believe it provides a meaningful supplemental measure of our operating performance because we believe that by excluding the effects of the losses from early extinguishments of debt associated with the sales of real estate, management and investors are presented with an indicator of our operating performance that more closely achieves the objectives of the real estate industry in presenting FFO.

Neither FFO, nor FFO, as adjusted, should be considered as an alternative to net income attributable to Boston Properties Limited Partnership (determined in accordance with GAAP) as an indication of our performance. Neither FFO nor FFO, as adjusted, represent cash generated from operating activities determined in accordance with GAAP and neither of these measures is a measure of liquidity or an indicator of our ability to make cash distributions. We believe that to further understand our performance, FFO and FFO, as adjusted, should be compared with our reported net income attributable to Boston Properties Limited Partnership and considered in addition to cash flows in accordance with GAAP, as presented in our Consolidated Financial Statements.

A reconciliation of FFO and FFO, as adjusted, to net income attributable to Boston Properties Limited Partnership computed in accordance with GAAP is provided under the heading of "Management's Discussion and Analysis of Financial Condition and Results of Operations—Funds from Operations."

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

The following discussion should be read in conjunction with the financial statements and notes thereto appearing elsewhere in this report.

**Forward-Looking Statements**

This Annual Report on Form 10-K contains forward-looking statements within the meaning of the federal securities laws, principally, but not only, under the captions "Business-Business and Growth Strategies," "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations." We caution investors that any forward-looking statements in this report, or which management may make orally or in writing from time to time, are based on management's beliefs and on assumptions made by, and information currently available to, management. When used, the words "anticipate," "believe," "estimate," "expect," "intend," "may," "might," "plan," "project," "result" "should," "will," and similar expressions which do not relate solely to historical matters are intended to identify forward-looking statements. Such statements are subject to risks, uncertainties and assumptions and are not guarantees of future performance, which may be affected by known and unknown risks, trends, uncertainties and factors that are beyond our control. Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results may differ materially from those anticipated, estimated or projected by the forward-looking statements. We caution you that, while forward-looking statements reflect our good faith beliefs when we make them, they are not guarantees of future performance and are impacted by actual events when they occur after we make such statements. We expressly disclaim any responsibility to update our forward-looking statements, whether as a result of new information, future events or otherwise. Accordingly, investors should use caution in relying on past forward-looking statements, which are based on results and trends at the time they are made, to anticipate future results or trends.

Some of the risks and uncertainties that may cause our actual results, performance or achievements to differ materially from those expressed or implied by forward-looking statements include, among others, the following:

- the continuing impact of high unemployment and other macroeconomic trends, 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, tenant space utilization and rental rates;
  - the financial condition of our tenants, many of which are financial, legal and other professional firms, our lenders, counterparties to our derivative financial instruments and institutions that hold our cash balances and short-term investments, which may expose us to increased risks of default by these parties; and
  - the value of our real estate assets, 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;
- general risks affecting the real estate industry (including, without limitation, the inability to enter into or renew leases, dependence on tenants' financial condition, and competition from other developers, owners and operators of real estate);
- failure to manage effectively our growth and expansion into new markets and sub-markets or to integrate acquisitions and developments successfully;
- the ability of our joint venture partners to satisfy their obligations;
- risks and uncertainties affecting property development and construction (including, without limitation, construction delays, cost overruns, inability to obtain necessary permits and public opposition to such activities);
- risks associated with the availability and terms of financing and the use of debt to fund acquisitions and developments, including the impact of higher interest rates on the cost and/or availability of financing;

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- risks associated with forward interest rate contracts and the effectiveness of such arrangements;
- risks associated with downturns in the national and local economies, increases in interest rates, and volatility in the securities markets;
- risks associated with actual or threatened terrorist attacks;
- costs of compliance with the Americans with Disabilities Act and other similar laws;
- potential liability for uninsured losses and environmental contamination;
- risks associated with Boston Properties, Inc.'s potential failure to qualify as a REIT under the Internal Revenue Code of 1986, as amended;
- possible adverse changes in tax and environmental laws;
- the impact of newly adopted accounting principles on our accounting policies and on period-to-period comparisons of financial results;
- risks associated with possible state and local tax audits; and
- risks associated with our dependence on key personnel whose continued service is not guaranteed.

The risks set forth above are not exhaustive. Other sections of this report, including “Part I, Item 1A—Risk Factors,” include additional factors that could adversely affect our business and financial performance. Moreover, we operate in a very competitive and rapidly changing environment. New risk factors emerge from time to time and it is not possible for management to predict all such risk factors, nor can we assess the impact of all such risk factors on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements. Given these risks and uncertainties, investors should not place undue reliance on forward-looking statements as a prediction of actual results. Investors should also refer to our quarterly reports on Form 10-Q for future periods and current reports on Form 8-K as we file them with the SEC, and to other materials we may furnish to the public from time to time through Forms 8-K or otherwise, for a discussion of risks and uncertainties that may cause actual results, performance or achievements to differ materially from those expressed or implied by forward-looking statements. We expressly disclaim any responsibility to update any forward-looking statements to reflect changes in underlying assumptions or factors, new information, future events, or otherwise, and you should not rely upon these forward-looking statements after the date of this report.

## **Overview**

Boston Properties Limited Partnership is the entity through which Boston Properties, Inc. conducts substantially all of its business and owns (either directly or through subsidiaries) substantially all of its assets. Our properties are concentrated in five markets—Boston, New York, Princeton, San Francisco and Washington, DC. We generate revenue and cash primarily by leasing our Class A office space to our tenants. Factors we consider when we lease space include the creditworthiness of the tenant, the length of the lease, the rental rate to be paid, the costs of tenant improvements and other landlord concessions, current and anticipated operating costs and real estate taxes, our current and anticipated vacancy, current and anticipated future demand for office space and general economic factors. From time to time, we also generate cash through the sale of assets.

Our core strategy has always been to operate in supply-constrained markets with high barriers to entry and to focus on executing long-term leases with financially strong tenants. Historically, this combination has tended to reduce our exposure in down cycles and enhance revenues as market conditions improve. To be successful in the current leasing environment, we believe all aspects of the tenant-landlord relationship must be considered. In this regard, we believe that our understanding of tenants’ short- and long-term space needs in the local markets, our relationships with local brokers, our reputation as a premier owner and operator of Class A office properties, our financial strength and our ability to maintain high building standards provide us with a competitive advantage

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in an increasingly fragmented office market. We expect tenants in our markets to continue to take advantage of the ability to upgrade to high-quality space like ours, particularly those who value our operational expertise and financial stability when making their leasing decisions.

Leasing trends continue to improve in Cambridge, Massachusetts and the Central Business District and suburban submarkets of San Francisco, which suggests that there are sectors of the economy that are growing despite the uncertain and challenging macroeconomic issues. These submarkets are experiencing stronger leasing velocity, additional space demand, increasing rental rates and/or lower transaction concessions. In the midtown Manhattan market activity is stable, although velocity slowed during the second half of 2011. Given our current occupancy in that market of approximately 98%, our leasing in the near term will be generated from smaller spaces where there is good activity. In Washington, DC, the leasing activity in the public sector market has been adversely impacted by the federal budgetary uncertainty and the reductions in discretionary spending programs, and the activity in the private sector market has also been moderate.

Overall, during 2011, leases for approximately 5,581,000 square feet of space commenced revenue recognition, including leases for approximately 4,301,000 square feet of second generation space and leases for approximately 1,280,000 square feet of first generation space, stemming mostly from completion of development projects. These second generation leases had an average lease term of approximately 80 months and included an average of approximately 97 days of free rent and total transaction costs, including tenant improvements and leasing commissions, of approximately \$30.05 per square foot. Transaction costs were relatively low compared to recent historical standards due to a high percentage of leases signed at suburban properties where tenant concessions and brokerage commissions tend to be lower than Central Business District costs. The starting gross rents for the approximately 3,358,000 square feet of second generation leases that had been occupied within the prior 12 months decreased on average by approximately 1.07% compared to the ending gross rents from the previous leases for this space. Lease terms are highly dependent on location (i.e., whether the property is in a Central Business District or suburban location), whether the lease is a renewal or with a new tenant, and the length of the lease term.

As of December 31, 2011, leases representing approximately 6.1% of the space at our properties expire through December 31, 2012. While rental rates in our markets have stabilized and have begun to increase in select submarkets, as leases expire in 2012, assuming no further change in current market rental rates, we expect the rental rates we are likely to achieve on new leases will generally be slightly greater than the rates currently being paid, thereby generally resulting in more revenue from the same space.

We believe the successful lease-up and completion of our development pipeline will enhance our long-term return on equity and earnings growth as these developments are placed in-service through 2015. In 2011, we partially or fully placed in-service Atlantic Wharf, The Lofts at Atlantic Wharf, 2200 Pennsylvania Avenue, the Residences on The Avenue and 510 Madison Avenue. In addition, during 2011, we commenced or resumed the development and redevelopment of approximately \$1.8 billion of projects, including approximately \$1.05 billion on our planned 989,000 square foot office tower at 250 West 55<sup>th</sup> Street in midtown Manhattan that is currently 19% pre-leased.

We also continue to actively explore acquisition opportunities. During 2011, we acquired two assets, one in Waltham, Massachusetts and one in Mountain View, California, for a total investment of approximately \$256 million. We believe acquisition opportunities will continue to present themselves; however, the combination of relatively low interest rates and the abundance of capital seeking high-quality assets may have a dampening effect on return expectations. While we are primarily focused on opportunities in our existing markets, we are open to investments in new markets both in the United States and possibly outside the United States. We are primarily interested in investing in markets that share common traits with our existing core markets, namely 24-hour world class cities with highly educated work forces, high barriers to entry and a diverse and strong international tenant base, and in which we would expect to establish an operating platform over time. While Boston Properties, Inc.'s management team is actively seeking opportunities, they intend to carefully

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evaluate the risks inherent in investing in any new markets and maintain our disciplined investment strategy, which focuses on high-quality assets in supply-constrained markets that have historically provided long-term value creation. In addition, we believe that our strong cash balance, availability under our Unsecured Line of Credit and access to both secured and unsecured debt at attractive rates provide us with ample capital to pursue acquisition opportunities.

These same market conditions that make it challenging to acquire assets at attractive yields also provide us with the opportunity to sell assets. On October 25, 2011, we sold our Two Grand Central Tower joint venture asset (of which our share was 60%), located in New York City, for \$401.0 million and may consider the sale of other assets in our portfolio.

For descriptions of significant transactions that we completed during 2011, see “*Item 1. Business—Transactions During 2011.*”

### **Critical Accounting Policies**

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America, or GAAP, requires management to use judgment in the application of accounting policies, including making estimates and assumptions. We base our estimates on historical experience and on various other assumptions believed to be reasonable under the circumstances. These judgments affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the dates of the financial statements and the reported amounts of revenue and expenses during the reporting periods. If our judgment or interpretation of the facts and circumstances relating to various transactions had been different, it is possible that different accounting policies would have been applied resulting in a different presentation of our financial statements. From time to time, we evaluate our estimates and assumptions. In the event estimates or assumptions prove to be different from actual results, adjustments are made in subsequent periods to reflect more current information. Below is a discussion of accounting policies that we consider critical in that they may require complex judgment in their application or require estimates about matters that are inherently uncertain.

### **Real Estate**

Upon acquisitions of real estate, we assess the fair value of acquired tangible and intangible assets, including land, buildings, tenant improvements, “above-” and “below-market” leases, leasing and assumed financing origination costs, acquired in-place leases, other identified intangible assets and assumed liabilities, and allocate the purchase price to the acquired assets and assumed liabilities, including land at appraised value and buildings as if vacant. We assess and consider fair value based on estimated cash flow projections that utilize discount and/or capitalization rates that we deem appropriate, as well as available market information. Estimates of future cash flows are based on a number of factors including the historical operating results, known and anticipated trends, and market and economic conditions. The fair value of the tangible assets of an acquired property considers the value of the property as if it were vacant. We also consider an allocation of purchase price of other acquired intangibles, including acquired in-place leases that may have a customer relationship intangible value, including (but not limited to) the nature and extent of the existing relationship with the tenants, the tenant’s credit quality and expectations of lease renewals. Based on our acquisitions to date, our allocation to customer relationship intangible assets has been immaterial.

We record acquired “above-” and “below-market” leases at their fair values (using a discount rate which reflects the risks associated with the leases acquired) equal to the difference between (1) the contractual amounts to be paid pursuant to each in-place lease and (2) management’s estimate of fair market lease rates for each corresponding in-place lease, measured over a period equal to the remaining term of the lease for above-market leases and the initial term plus the term of any below-market fixed rate renewal options for below-market leases. Other intangible assets acquired include amounts for in-place lease values that are based on our evaluation of the specific characteristics of each tenant’s lease. Factors to be considered include estimates of carrying costs during

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hypothetical expected lease-up periods considering current market conditions, and costs to execute similar leases. In estimating carrying costs, we include real estate taxes, insurance and other operating expenses and estimates of lost rentals at market rates during the expected lease-up periods, depending on local market conditions. In estimating costs to execute similar leases, we consider leasing commissions, legal and other related expenses.

Management reviews its long-lived assets used in operations for impairment following the end of each quarter and when there is an event or change in circumstances that indicates an impairment in value. An impairment loss is recognized if the carrying amount of its assets is not recoverable and exceeds its fair value. If such criteria are present, an impairment loss is recognized based on the excess of the carrying amount of the asset over its fair value. The evaluation of anticipated cash flows is highly subjective and is based in part on assumptions regarding future occupancy, rental rates and capital requirements that could differ materially from actual results in future periods. Since cash flows on properties considered to be “long-lived assets to be held and used” are considered on an undiscounted basis to determine whether an asset has been impaired, our established strategy of holding properties over the long term directly decreases the likelihood of recording an impairment loss. If our strategy changes or market conditions otherwise dictate an earlier sale date, an impairment loss may be recognized and such loss could be material. If we determine that impairment has occurred, the affected assets must be reduced to their fair value.

ASC 360 requires that qualifying assets and liabilities and the results of operations that have been sold, or otherwise qualify as “held for sale,” be presented as discontinued operations in all periods presented if the property operations are expected to be eliminated and we will not have significant continuing involvement following the sale. The components of the property’s net income that is reflected as discontinued operations include the net gain (or loss) upon the disposition of the property held for sale, operating results, depreciation and interest expense (if the property is subject to a secured loan). We generally consider assets to be “held for sale” when the transaction has been approved by Boston Properties, Inc.’s Board of Directors, or a committee thereof, and there are no known significant contingencies relating to the sale, such that the property sale within one year is considered probable. Following the classification of a property as “held for sale,” no further depreciation is recorded on the assets and the asset is written down to the lower of carrying value or fair market value.

Real estate is stated at depreciated cost. A variety of costs are incurred in the acquisition, development and leasing of properties. The cost of buildings and improvements includes the purchase price of property, legal fees and other acquisition costs. Effective January 1, 2009, we are required to expense costs that an acquirer incurs to effect a business combination such as legal, due diligence and other closing related costs. Costs directly related to the development of properties are capitalized. Capitalized development costs include interest, internal wages, property taxes, insurance, and other project costs incurred during the period of development. After the determination is made to capitalize a cost, it is allocated to the specific component of a project that is benefited. Determination of when a development project commences and capitalization begins, and when a development project is substantially complete and held available for occupancy and capitalization must cease involves a degree of judgment. Our capitalization policy on development properties is guided by guidance in ASC 835-20 “Capitalization of Interest” and ASC 970 “Real Estate—General” (formerly known as SFAS No. 34 “Capitalization of Interest Cost” and SFAS No. 67 “Accounting for Costs and the Initial Rental Operations of Real Estate Projects”). The costs of land and buildings under development include specifically identifiable costs. The capitalized costs include pre-construction costs necessary to the development of the property, development costs, construction costs, interest costs, real estate taxes, salaries and related costs and other costs incurred during the period of development. We begin the capitalization of costs during the pre-construction period which we define as activities that are necessary to the development of the property. We consider a construction project as substantially completed and held available for occupancy upon the completion of tenant improvements, but no later than one year from cessation of major construction activity. We cease capitalization on the portion (1) substantially completed, (2) occupied or held available for occupancy, and we capitalize only those costs associated with the portion under construction, or (3) if activities necessary for the development of the property have been suspended.

### ***Investments in Unconsolidated Joint Ventures***

We consolidate variable interest entities in which we are considered to be the primary beneficiary. The primary beneficiary is defined by the entity having both of the following characteristics: (1) the power to direct the activities that, when taken together, most significantly impact the variable interest entity's performance, and (2) the obligation to absorb losses and right to receive the returns from the variable interest entity that would be significant to the variable interest entity. Except for ownership interests in variable interest entities for which we are the primary beneficiary, we account for our investments in joint ventures under the equity method of accounting because it exercises significant influence over, but does not control, these entities. Our judgment with respect to our level of influence or control of an entity involves the consideration of various factors including the form of our ownership interest, our representation in the entity's governance, the size of our investment (including loans), estimates of future cash flows, our ability to participate in policy making decisions and the rights of the other investors to participate in the decision making process and to replace us as manager and/or liquidate the venture, if applicable. Our assessment of our influence or control over an entity affects the presentation of these investments in our Consolidated Financial Statements.

These investments are recorded initially at cost, as Investments in Unconsolidated Joint Ventures, and subsequently adjusted for equity in earnings and cash contributions and distributions. Any difference between the carrying amount of these investments on our balance sheet and the underlying equity in net assets is amortized as an adjustment to equity in earnings of unconsolidated joint ventures over the life of the related asset. Under the equity method of accounting, our net equity is reflected within the Consolidated Balance Sheets, and our share of net income or loss from the joint ventures is included within the Consolidated Statements of Operations. The joint venture agreements may designate different percentage allocations among investors for profits and losses, however, our recognition of joint venture income or loss generally follows the joint venture's distribution priorities, which may change upon the achievement of certain investment return thresholds. We may account for cash distributions in excess of our investment in an unconsolidated joint venture as income when we are not the general partner in a limited partnership and when we have neither the requirement nor the intent to provide financial support to the joint venture. Our investments in unconsolidated joint ventures are reviewed for impairment periodically and we record impairment charges when events or circumstances change indicating that a decline in the fair value below the carrying values have occurred and such decline is other-than-temporary. The ultimate realization of our investment in unconsolidated joint ventures is dependent on a number of factors, including the performance of each investment and market conditions. We will record an impairment charge if we determine that a decline in the value below the carrying value of an investment in an unconsolidated joint venture is other than temporary.

To the extent that we contribute assets to a joint venture, our investment in the joint venture is recorded at our cost basis in the assets that were contributed to the joint venture. To the extent that our cost basis is different than the basis reflected at the joint venture level, the basis difference is amortized over the life of the related asset and included in our share of equity in net income of the joint venture. We will recognize gains on the contribution of real estate to joint ventures, relating solely to the outside partner's interest, to the extent the economic substance of the transaction is a sale.

The combined summarized financial information of the unconsolidated joint ventures is disclosed in Note 5 of the Consolidated Financial Statements.

### ***Revenue Recognition***

Contractual rental revenue is reported on a straight-line basis over the terms of our respective leases. We recognize rental revenue of acquired in-place "above-" and "below-market" leases at their fair values over the terms of the respective leases. Accrued rental income as reported on the Consolidated Balance Sheets represents rental income recognized in excess of rent payments actually received pursuant to the terms of the individual lease agreements.

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For the year ended December 31, 2011, we recorded approximately \$10.8 million of rental revenue representing the adjustments of rents from “above-” and “below-market” leases. For the year ended December 31, 2011, the impact of the straight-line rent adjustment increased rental revenue by approximately \$77.0 million. These amounts exclude the adjustment of rents from “above-” and “below-market” leases and straight-line income from unconsolidated joint ventures, which are disclosed in Note 5 of the Consolidated Financial Statements.

Our leasing strategy is generally to secure creditworthy tenants that meet our underwriting guidelines. Furthermore, following the initiation of a lease, we continue to actively monitor the tenant’s creditworthiness to ensure that all tenant related assets are recorded at their realizable value. When assessing tenant credit quality, we:

- review relevant financial information, including:
  - financial ratios;
  - net worth;
  - revenue;
  - cash flows;
  - leverage; and
  - liquidity;
- evaluate the depth and experience of the tenant’s management team; and
- assess the strength/growth of the tenant’s industry.

As a result of the underwriting process, tenants are then categorized into one of three categories:

- (1) low risk tenants;
- (2) the tenant’s credit is such that we require collateral, in which case we:
  - require a security deposit; and/or
  - reduce upfront tenant improvement investments; or
- (3) the tenant’s credit is below our acceptable parameters.

We consistently monitor the credit quality of our tenant base. We provide an allowance for doubtful accounts arising from estimated losses that could result from the tenant’s inability to make required current rent payments and an allowance against accrued rental income for future potential losses that we deem to be unrecoverable over the term of the lease.

Tenant receivables are assigned a credit rating of 1 through 4. A rating of 1 represents the highest possible rating and no allowance is recorded. A rating of 4 represents the lowest credit rating, in which case we record a full reserve against the receivable balance. Among the factors considered in determining the credit rating include:

- payment history;
- credit status and change in status (credit ratings for public companies and company financial statements are used as a primary metric);
- change in tenant space utilization (i.e., expansion/downsize/sublease activity);
- tenant financial performance;
- economic conditions in a specific geographic region; and
- industry specific credit considerations.



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If our estimates of collectability differ from the cash received, then the timing and amount of our reported revenue could be impacted. The average remaining term of our in-place tenant leases, including unconsolidated joint ventures, was approximately 6.8 years as of December 31, 2011. The credit risk is mitigated by the high quality of our existing tenant base, reviews of prospective tenants' risk profiles prior to lease execution and consistent monitoring of our portfolio to identify potential problem tenants.

Recoveries from tenants, consisting of amounts due from tenants for common area maintenance, real estate taxes and other recoverable costs, are recognized as revenue in the period during which the expenses are incurred. Tenant reimbursements are recognized and presented in accordance with guidance in ASC 605-45 "Principal Agent Considerations" ("ASC 605-45") (formerly known as Emerging Issues Task Force, or EITF, Issue 99-19 "Reporting Revenue Gross as a Principal versus Net as an Agent," or ("Issue 99-19")). ASC 605-45 requires that these reimbursements be recorded on a gross basis, as we are generally the primary obligor with respect to purchasing goods and services from third-party suppliers, have discretion in selecting the supplier and have credit risk. We also receive reimbursement of payroll and payroll related costs from third parties which we reflect on a net basis.

Our hotel revenues are derived from room rentals and other sources such as charges to guests for long-distance telephone service, fax machine use, movie and vending commissions, meeting and banquet room revenue and laundry services. Hotel revenues are recognized as earned.

We receive management and development fees from third parties. Property management fees are recorded and earned based on a percentage of collected rents at the properties under management, and not on a straight-line basis, because such fees are contingent upon the collection of rents. We review each development agreement and record development fees as earned depending on the risk associated with each project. Profit on development fees earned from joint venture projects is recognized as revenue to the extent of the third party partners' ownership interest.

Gains on sales of real estate are recognized pursuant to the provisions included in ASC 360-20 "Real Estate Sales" ("ASC 360-20") (formerly known as SFAS No. 66, "Accounting for Sales of Real Estate"). The specific timing of the sale is measured against various criteria in ASC 360-20 related to the terms of the transaction and any continuing involvement in the form of management or financial assistance associated with the properties. If the criteria for the full accrual method are not met, we defer some or all of the gain recognition and account for the continued operations of the property by applying the finance, leasing, profit sharing, deposit, installment or cost recovery methods, as appropriate, until the sales criteria are met.

### ***Depreciation and Amortization***

We compute depreciation and amortization on our properties using the straight-line method based on estimated useful asset lives. We allocate the acquisition cost of real estate to land, building, tenant improvements, acquired "above-" and "below-market" leases, origination costs and acquired in-place leases based on an assessment of their fair value and depreciate or amortize these assets over their useful lives. The amortization of acquired "above-" and "below-market" leases and acquired in-place leases is recorded as an adjustment to revenue and depreciation and amortization, respectively, in the Consolidated Statements of Operations.

### ***Fair Value of Financial Instruments***

For purposes of disclosure, we calculate the fair value of our mortgage notes payable and unsecured senior notes. We discount the spread between the future contractual interest payments and hypothetical future interest payments on our mortgage debt and unsecured notes based on a current market rate. In determining the current market rate, we add our estimate of a market spread to the quoted yields on federal government treasury securities with similar maturity dates to our own debt. Because our valuations of our financial instruments are based on these types of estimates, the actual fair value of our financial instruments may differ materially if our estimates do not prove to be accurate.

***Derivative Instruments and Hedging Activities***

Derivative instruments and hedging activities require management to make judgments on the nature of its derivatives and their effectiveness as hedges. These judgments determine if the changes in fair value of the derivative instruments are reported in the Consolidated Statements of Operations as a component of net income or as a component of comprehensive income and as a component of equity on the Consolidated Balance Sheets. While management believes its judgments are reasonable, a change in a derivative's effectiveness as a hedge could materially affect expenses, net income and equity. We account for the effective portion of changes in the fair value of a derivative in other comprehensive income (loss) and subsequently reclassify the effective portion to earnings over the term that the hedged transaction affects earnings. We account for the ineffective portion of changes in the fair value of a derivative directly in earnings.

**Results of Operations**

The following discussion is based on our Consolidated Financial Statements for the years ended December 31, 2011, 2010 and 2009.

At December 31, 2011, 2010 and 2009, we owned or had interests in a portfolio of 153, 146 and 146 properties, respectively (the "Total Property Portfolio"). As a result of changes within our Total Property Portfolio, the financial data presented below shows significant changes in revenue and expenses from period-to-period. Accordingly, we do not believe that our period-to-period financial data with respect to the Total Property Portfolio are necessarily meaningful. Therefore, the comparisons of operating results for the years ended 2011, 2010 and 2009 show separately the changes attributable to the properties that were owned by us throughout each period compared (the "Same Property Portfolio") and the changes attributable to the properties included in the Acquired, Placed-in Service, Sold or Development or Redevelopment Portfolios.

In our analysis of operating results, particularly to make comparisons of net operating income between periods meaningful, it is important to provide information for properties that were in-service and owned by us throughout each period presented. We refer to properties acquired or placed in-service prior to the beginning of the earliest period presented and owned by us through the end of the latest period presented as our Same Property Portfolio. The Same Property Portfolio therefore excludes properties placed in-service, acquired or in development or redevelopment after the beginning of the earliest period presented or disposed of prior to the end of the latest period presented.

Net operating income, or "NOI," is a non-GAAP financial measure equal to net income attributable to Boston Properties Limited Partnership, the most directly comparable GAAP financial measure, plus income attributable to noncontrolling interests, losses from early extinguishments of debt, losses (gains) from investments in securities, suspension of development, depreciation and amortization, interest expense, acquisition costs and general and administrative expense, less gains on sales of real estate, income from unconsolidated joint ventures, interest and other income and development and management services revenue. We use NOI internally as a performance measure and believe NOI provides useful information to investors regarding our financial condition and results of operations because it reflects only those income and expense items that are incurred at the property level. Therefore, we believe NOI is a useful measure for evaluating the operating performance of our real estate assets.

Our management also uses NOI to evaluate regional property level performance and to make decisions about resource allocations. Further, we believe NOI is useful to investors as a performance measure because, when compared across periods, NOI reflects the impact on operations from trends in occupancy rates, rental rates, operating costs and acquisition and development activity on an unleveraged basis, providing perspective not immediately apparent from net income attributable to Boston Properties Limited Partnership. NOI excludes certain components from net income attributable to Boston Properties Limited Partnership in order to provide results that are more closely related to our properties' results of operations. For example, interest expense is not

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necessarily linked to the operating performance of a real estate asset and is often incurred at the corporate level as opposed to the property level. In addition, depreciation and amortization, because of historical cost accounting and useful life estimates, may distort operating performance at the property level. NOI presented by us may not be comparable to NOI reported by other REITs that define NOI differently. We believe that in order to facilitate a clear understanding of our operating results, NOI should be examined in conjunction with net income attributable to Boston Properties Limited Partnership as presented in our Consolidated Financial Statements. NOI should not be considered as an alternative to net income attributable to Boston Properties Limited Partnership as an indication of our performance or to cash flows as a measure of liquidity or ability to make distributions. For a reconciliation of NOI to net income attributable to Boston Properties Limited Partnership, see Note 14 to the Consolidated Financial Statements.

### ***Comparison of the year ended December 31, 2011 to the year ended December 31, 2010***

The table below shows selected operating information for the Same Property Portfolio and the Total Property Portfolio. The Same Property Portfolio consists of 128 properties totaling approximately 30.4 million net rentable square feet of space, excluding unconsolidated joint ventures and structured parking. The Same Property Portfolio includes properties acquired or placed in-service on or prior to January 1, 2010 and owned and in service through December 31, 2011. The Total Property Portfolio includes the effects of the other properties either placed in-service, acquired or in development or redevelopment after January 1, 2010 or disposed of on or prior to December 31, 2011. There were no consolidated properties that were sold after January 1, 2010. This table includes a reconciliation from the Same Property Portfolio to the Total Property Portfolio by also providing information for the year ended December 31, 2011 and 2010 with respect to the properties which were placed in-service, acquired or in development or redevelopment.

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(dollars in thousands)	Same Property Portfolio				Properties Acquired Portfolio		Properties Placed In-Service Portfolio		Properties in Development or Redevelopment Portfolio		Total Property Portfolio			
	2011	2010	Increase/ (Decrease)	% Change	2011	2010	2011	2010	2011	2010	2011	2010	Increase/ (Decrease)	% Change
<b>Rental Revenue:</b>														
Rental Revenue	\$1,454,380	\$1,445,676	\$ 8,704	0.60%	\$128,885	\$857	\$85,893	\$10,046	\$ 5,540	\$11,029	\$1,674,698	\$1,467,608	\$ 207,090	14.11%
Termination Income	14,293	9,165	5,128	55.95%	(20)	—	—	—	2,591	—	16,864	9,165	7,699	84.00%
Total Rental Revenue	1,468,673	1,454,841	13,832	0.95%	128,865	857	85,893	10,046	8,131	11,029	1,691,562	1,476,773	214,789	14.54%
Real Estate Operating Expenses	500,813	495,828	4,985	1.01%	57,857	358	33,358	1,145	1,949	4,363	593,977	501,694	92,283	18.39%
Net Operating Income, excluding hotel	967,860	959,013	8,847	0.92%	71,008	499	52,535	8,901	6,182	6,666	1,097,585	975,079	122,506	12.56%
Hotel Net Operating Income(1)	8,401	7,647	754	9.86%	—	—	—	—	—	—	8,401	7,647	754	9.86%
Consolidated Net Operating Income(1)	976,261	966,660	9,601	0.99%	71,008	499	52,535	8,901	6,182	6,666	1,105,986	982,726	123,260	12.54%
<b>Other Revenue:</b>														
Development and management services	—	—	—	—	—	—	—	—	—	—	33,435	41,231	(7,796)	(18.91)%
<b>Other Expenses:</b>														
General and administrative expense	—	—	—	—	—	—	—	—	—	—	81,442	79,658	1,784	2.24%
Acquisition costs	—	—	—	—	—	—	—	—	—	—	155	2,614	(2,459)	(94.07)%
Suspension of development	—	—	—	—	—	—	—	—	—	—	—	(7,200)	7,200	100.00%
Depreciation and amortization	326,720	317,973	8,747	2.75%	62,182	394	22,900	2,038	19,159	9,743	430,961	330,148	100,813	30.54%
Total Other Expenses	326,720	317,973	8,747	2.75%	62,182	394	22,900	2,038	19,159	9,743	512,558	405,220	107,338	26.49%
Operating Income	649,541	648,687	854	0.13%	8,826	105	29,635	6,863	(12,977)	(3,077)	626,863	618,737	8,126	1.31%
<b>Other Income:</b>														
Income from unconsolidated joint ventures	—	—	—	—	—	—	—	—	—	—	85,896	36,774	49,122	133.58%
Interest and other	—	—	—	—	—	—	—	—	—	—	5,358	7,332	(1,974)	(26.92)%
Gains (losses) from investments in securities	—	—	—	—	—	—	—	—	—	—	(443)	935	(1,378)	(147.38)%
<b>Other Expenses:</b>														
Interest expense	—	—	—	—	—	—	—	—	—	—	394,131	378,079	16,052	4.25%
Losses from early extinguishments of debt	—	—	—	—	—	—	—	—	—	—	1,494	89,883	(88,389)	(98.34)%
Income from continuing operations	—	—	—	—	—	—	—	—	—	—	322,049	195,816	126,233	64.47%
Gains on sales of real estate	—	—	—	—	—	—	—	—	—	—	—	2,734	(2,734)	(100.00)%
Net income	—	—	—	—	—	—	—	—	—	—	322,049	198,550	123,499	62.20%
Net income attributable to noncontrolling interests:	—	—	—	—	—	—	—	—	—	—	—	—	—	—
Noncontrolling interests in property partnerships	—	—	—	—	—	—	—	—	—	—	(1,558)	(3,464)	1,906	55.02%
Noncontrolling interest—redeemable preferred units	—	—	—	—	—	—	—	—	—	—	(3,339)	(3,343)	4	0.12%
Net Income attributable to Boston Properties Limited Partnership.	—	—	—	—	—	—	—	—	—	—	\$ 317,152	\$ 191,743	\$ 125,409	65.40%

(1) For a detailed discussion of NOI, including the reasons management believes NOI is useful to investors, see page 56. Hotel Net Operating Income for the years ended December 31, 2011 and 2010 is comprised of Hotel Revenue of \$34,529 and \$32,800, respectively, less Hotel Expenses of \$26,128 and \$25,153, respectively, per the Consolidated Statements of Operations.

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### **Same Property Portfolio**

#### ***Rental Revenue***

Rental revenue from the Same Property Portfolio increased approximately \$8.7 million for the year ended December 31, 2011 compared to 2010. The increase was primarily the result of an increase of approximately \$1.4 million in rental revenue from our leases, coupled with increases in parking and other revenue and other recoveries of approximately \$3.6 million and \$3.7 million, respectively. The increase in rental revenue from our leases of approximately \$1.4 million is the result of our average revenue increasing by approximately \$0.42 per square foot, contributing approximately \$11.7 million, offset by an approximately \$10.3 million decrease due to a decline in occupancy from 92.3% to 91.6%.

We expect rental revenue from the Same Property Portfolio to decline for 2012 as a result of the expiration of leases at Embarcadero Center Four in San Francisco and Gateway Center in South San Francisco, the expiration of an approximately 207,000 square foot lease at 111 Huntington Avenue in Boston in October 2011 and the expiration of an approximately 145,000 square foot lease at 399 Park Avenue in New York City in mid 2012. Although we have re-leased a portion of the Embarcadero Center Four and 399 Park Avenue space and we have re-leased the entire 111 Huntington Avenue space, there will be an interruption in revenue in 2012. In addition, we have a large tenant vacating approximately 700,000 square feet of space, in Reston, Virginia, of which we will be redeveloping approximately 523,000 square feet for the Defense Intelligence Agency at 12300 and 12310 Sunrise valley Drive. We have begun the redevelopment of the first phase of the two-building redevelopment and removed the first building from service, and therefore also removed it from the Same Property Portfolio, in July 2011. The second building, 12300 Sunrise Valley Drive, will be similarly removed from service in the first quarter of 2012. The third building, 12290 Sunrise Valley Drive, is currently leased until the second quarter 2012 and we do not expect to receive any income from this building following expiration of the lease through the end of 2012. With an approximately 307,000 square foot lease commencing at 111 Huntington Avenue in January 2012 and the leasing activity we are currently experiencing in San Francisco and Boston, we expect our occupancy to then begin improving during 2012. However, the impact on the Same Property Portfolio net operating income from the foregoing vacancies and transactions is expected to result in a decrease of approximately 1.5% to 3% from 2011 to 2012.

#### ***Termination Income***

Termination income increased by approximately \$5.1 million for the year ended December 31, 2011 compared to 2010.

Termination income for the year ended December 31, 2011 related to sixteen tenants across the Same Property Portfolio and totaled approximately \$14.3 million, which included approximately \$1.8 million of termination income related to a default by a 30,000 square foot law firm tenant in one of our New York City properties and approximately \$10.5 million related to us entering into lease amendments we signed on July 1, 2011 with the existing tenant at our three-building complex in Reston, Virginia, which will be redeveloped as the headquarters for the Defense Intelligence Agency. Under the agreements, the existing tenant will terminate early its leases for approximately 523,000 square feet at the complex and be responsible for certain payments to us aggregating approximately \$14.8 million. One of the buildings has already been taken out of service and therefore the operating results of that property, including any termination income received, is shown under the Properties in Development or Redevelopment Portfolio. We anticipate recognizing the remaining approximately \$1.7 million in the first quarter of 2012. Once 12300 Sunrise Valley Drive is placed in redevelopment, it will no longer be considered part of the Same Property Portfolio and any operating results will be shown under the Properties in Development or Redevelopment Portfolio.

Termination income for the year ended December 31, 2010 related to twenty-three tenants across the Same Property Portfolio and totaled approximately \$9.2 million, which included (1) approximately \$1.6 million from a small retail tenant in New York City, (2) approximately \$4.1 million of negotiated termination income from our

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Reston, Virginia properties in order to accommodate growth of an existing tenant and to provide space early to a new tenant, (3) approximately \$1.3 million from a tenant at 599 Lexington Avenue in New York City to accommodate growth of an existing tenant and (4) approximately \$2.2 million spread across nineteen tenant terminations.

### ***Real Estate Operating Expenses***

Operating expenses from the Same Property Portfolio increased approximately \$5.0 million, or 1% for the year ended December 31, 2011 compared to 2010 due to a net increase in general property operating expenses.

### ***Depreciation and Amortization Expense***

Depreciation and amortization expense for the Same Property Portfolio increased approximately \$8.7 million for the year ended December 31, 2011 compared to 2010. The increase was primarily the result of the acceleration of depreciation expense during the year ended December 31, 2011 totaling approximately \$13.7 million in anticipation of the planned redevelopment of our 12300 Sunrise Valley Drive property located in Reston, Virginia, partially offset by a decrease in depreciation of approximately \$3.7 million at a building outside San Francisco, CA that had a significant lease expiration and therefore no longer has depreciation and amortization related to that tenant and a decrease in depreciation of approximately \$1.8 million resulting from the acceleration of depreciation expense in 2010 related to our decision in 2010 to reclassify three in-service properties to land held for future development that did not recur in 2011. These three properties totaled approximately 131,000 square feet, are currently planned for redevelopment and are no longer held available for lease.

### ***Properties Acquired Portfolio***

On December 29, 2010, we completed the acquisition of the John Hancock Tower and Garage in Boston, Massachusetts for an aggregate purchase price of approximately \$930.0 million. The John Hancock Tower is a 62-story, approximately 1,700,000 rentable square foot office tower located in the heart of Boston's Back Bay neighborhood. The garage is an eight-level, 2,013 space parking facility.

On February 1, 2011, we completed the acquisition of Bay Colony Corporate Center in Waltham, Massachusetts for an aggregate purchase price of approximately \$185.0 million. Bay Colony Corporate Center is an approximately 985,000 net rentable square foot, four-building Class A office park situated on a 58-acre site in Waltham, Massachusetts.

On November 22, 2011, we acquired 2440 West El Camino Real located in Mountain View, California for a net purchase price of approximately \$71.1 million. 2440 West El Camino Real is an approximately 140,000 net rentable square foot Class A office property.

### ***Rental Revenue***

Rental revenue from our Properties Acquired Portfolio increased approximately \$128.0 million for the year ended December 31, 2011 compared to 2010, as detailed below:

<u>Property</u>	<u>Date Acquired</u>	<u>Rental Revenue for the year ended December 31,</u>		
		<u>2011</u>	<u>2010</u>	<u>Change</u>
			(in thousands)	
John Hancock Tower and Garage	December 29, 2010	\$ 109,002	\$ 857	\$ 108,145
Bay Colony Corporate Center	February 1, 2011	19,067	—	19,067
2440 West El Camino Real	November 22, 2011	816	—	816
<b>Total</b>		<u>\$ 128,885</u>	<u>\$ 857</u>	<u>\$ 128,028</u>

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### **Real Estate Operating Expenses**

Real estate operating expenses from our Properties Acquired Portfolio increased approximately \$57.5 million for the year ended December 31, 2011 compared to 2010, as detailed below:

<u>Property</u>	<u>Date Acquired</u>	<u>Real Estate Operating Expenses for the year ended December 31,</u>		
		<u>2011</u>	<u>2010</u>	<u>Change</u>
		<u>(in thousands)</u>		
John Hancock Tower and Garage	December 29, 2010	\$ 45,544	\$ 358	\$ 45,186
Bay Colony Corporate Center	February 1, 2011	12,008	—	12,008
2440 West El Camino Real	November 22, 2011	305	—	305
<b>Total</b>		<u>\$ 57,857</u>	<u>\$ 358</u>	<u>\$ 57,499</u>

### **Depreciation and Amortization Expense**

Depreciation and amortization expense for our Properties Acquired Portfolio increased by approximately \$61.8 million for the year ended December 31, 2011 compared to 2010 as a result of the depreciation expense associated with our properties that were acquired after December 31, 2010, as well as the additional depreciation expense incurred for the year ended December 31, 2011 associated with John Hancock Tower and Garage that was acquired on December 29, 2010 and, as a result, was not recognizing depreciation expense for the full year ended December 31, 2010.

### **Properties Placed In-Service Portfolio**

We had six properties totaling approximately 2.4 million square feet that were placed in-service or partially place in-service between January 1, 2010 and December 31, 2011.

### **Rental Revenue**

Rental revenue from our Properties Placed In-Service Portfolio increased approximately \$76.0 million, as detailed below:

<u>Property</u>	<u>Quarter Placed In-Service</u>	<u>Rental Revenue for the year ended December 31,</u>		
		<u>2011</u>	<u>2010</u>	<u>Change</u>
		<u>(in thousands)</u>		
Weston Corporate Center	Second Quarter, 2010	\$ 17,575	\$ 10,046	\$ 7,529
510 Madison Avenue	Second Quarter, 2011	7,270	—	7,270
2200 Pennsylvania Avenue	Third Quarter, 2011	17,656	—	17,656
Residences on The Avenue—Residential	Third Quarter, 2011	5,632	—	5,632
The Lofts at Atlantic Wharf—Residential	Third Quarter, 2011	985	—	985
Atlantic Wharf—Office	Fourth Quarter, 2011	36,775	—	36,775
<b>Total</b>		<u>\$ 85,893</u>	<u>\$ 10,046</u>	<u>\$ 75,847</u>

[Table of Contents](#)**Real Estate Operating Expenses**

Real estate operating expenses from our Properties Placed In-Service Portfolio increased approximately \$32.2 million, as detailed below:

<u>Property</u>	<u>Quarter Placed In-Service</u>	<u>Real Estate Operating Expenses for the year ended December 31,</u>		
		<u>2011</u>	<u>2010</u>	<u>Change</u>
		(in thousands)		
Weston Corporate Center	Second Quarter, 2010	\$ 2,754	\$ 1,145	1,609
510 Madison Avenue	Second Quarter, 2011	2,995	—	2,995
2200 Pennsylvania Avenue	Third Quarter, 2011	11,326	—	11,326
Residences on The Avenue—Residential	Third Quarter, 2011	4,958	—	4,958
The Lofts at Atlantic Wharf—Residential	Third Quarter, 2011	521	—	521
Atlantic Wharf—Office	Fourth Quarter, 2011	10,804	—	10,804
<b>Total</b>		<u>\$ 33,358</u>	<u>\$ 1,145</u>	<u>\$ 32,213</u>

**Depreciation and Amortization Expense**

Depreciation and amortization expense for our Properties Placed In-Service Portfolio increased by approximately \$20.9 million for the year ended December 31, 2011 compared to 2010 as a result of the depreciation expense associated with our properties that were placed in-service or partially placed in-service after December 31, 2010 as well as the additional depreciation expense incurred for the year ended December 31, 2011 associated with Weston Corporate Center that was placed in-service in the second quarter of 2010 and, as a result, was not recognizing depreciation expense for the full year ended December 31, 2010.

**Properties in Development or Redevelopment Portfolio**

At December 31, 2011 and 2010, the Properties in Development or Redevelopment Portfolio consisted primarily of our 12310 Sunrise Valley Drive property located in Reston, Virginia and our 250 West 55<sup>th</sup> Street development project located in New York City.

On February 6, 2009, we announced that we were suspending construction on our 989,000 square foot office project at 250 West 55<sup>th</sup> Street in New York City. During December 2009, we completed the construction of foundations and steel/deck to grade to facilitate a restart of construction in the future and as a result ceased interest capitalization on the project. During the year ended December 31, 2011 and 2010, we recognized approximately \$0.8 million and \$2.3 million, respectively, of additional costs associated with the suspension and ongoing maintenance of the development project. On May 24, 2011, we signed a lease with the law firm of Morrison & Foerster LLP for approximately 184,000 square feet at 250 West 55<sup>th</sup> Street and construction of the project has resumed. As a result of our decision to resume development, in May 2011 we began interest capitalization and are no longer expensing costs associated with this project.

On July 1, 2011, we entered into lease amendments with the existing tenant at our three-building complex in Reston, Virginia, which will be redeveloped as the headquarters for the Defense Intelligence Agency. Under the agreements, the tenant will terminate early its leases for approximately 523,000 square feet at the complex and be responsible for certain payments to us aggregating approximately \$14.8 million, of which we recognized approximately \$2.6 million related to our 12310 Sunrise Valley Drive property, which is the building that has been taken out of service. Although this building has been taken out of service, the remainder of the termination income that we will receive from the building that is still in-service will be reflected under the Same Store Portfolio. On July 5, 2011, we commenced the redevelopment of the 12310 Sunrise Valley Drive property at the complex, which is expected to be completed during the first quarter of 2012. During the year ended December 31, 2011 and 2010, this building had revenue, excluding termination income, of approximately \$5.5 million and



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\$11.0 million, respectively, and operating expenses for the year ended December 31, 2011 and 2010 of approximately \$1.0 million and \$2.0 million, respectively. In addition, the increase in depreciation is the result of the acceleration of depreciation expense during the year ended December 31, 2011 totaling approximately \$9.4 million in anticipation of the redevelopment of this building.

### **Other Operating Income and Expense Items**

#### ***Hotel Net Operating Income***

Net operating income for our hotel property increased approximately \$0.8 million, a 10% increase for the year ended December 31, 2011 as compared to 2010. We expect our hotel net operating income for fiscal 2012 to be between \$8.5 million and \$9.5 million.

The following reflects our occupancy and rate information for our Cambridge Center Marriott hotel property for the year ended December 31, 2011 and 2010:

	<u>2011</u>	<u>2010</u>	<u>Percentage Change</u>
Occupancy	78.2%	77.9%	0.4%
Average daily rate	\$210.45	\$197.29	6.7%
Revenue per available room, REVPAR	\$164.15	\$153.65	6.8%

#### ***Development and Management Services***

Development and management services income decreased approximately \$7.8 million for the year ended December 31, 2011 compared to 2010. The decrease was primarily due to a decrease in management fee income of approximately \$12.1 million partially offset by an approximately \$4.3 million increase in development income. On May 5, 2010, we satisfied the requirements of our master lease agreement related to the 2006 sale of 280 Park Avenue in New York City. Following the satisfaction of the master lease agreement, the buyer terminated the property management and leasing agreement entered into at the time of the sale, resulting in the recognition of non-cash deferred management fees totaling approximately \$12.2 million during the year ended December 31, 2010. The increase in development fees is due to an increase in development fees related to 75 Ames Street in Cambridge, MA and George Washington University Science and Engineering Hall in Washington, DC, offset by a decrease in development fees as a result of our completion of the 20 F Street third-party development project. We expect fee income for fiscal 2012 to be between \$25 million and \$30 million.

#### ***General and Administrative Expense***

General and administrative expenses increased approximately \$1.8 million for the year ended December 31, 2011 compared to 2010 which was primarily due to expensing approximately \$1.6 million of transaction pursuit costs coupled with an increase in other general and administrative expenses and professional fees of approximately \$1.7 million and \$0.7 million, respectively. These increases were partially offset by a decrease in compensation expense of approximately \$2.2 million. The decrease in compensation expense is primarily due to the accelerated expense during the first quarter of 2010 of the remaining stock-based compensation granted between 2006 and 2009 to Edward H. Linde, Boston Properties, Inc.'s late Chief Executive Officer, as a result of his passing on January 10, 2010 totaling approximately \$5.8 million and an approximately \$1.0 million decrease in the value of our deferred compensation plan, offset by the acceleration of the remaining unrecognized compensation expense totaling approximately \$4.3 million associated with the termination of the 2008 OPP Awards during the first quarter of 2011. We expect general and administrative expense for fiscal 2012 to be between \$85 million and \$87 million, which includes an approximately \$4.5 million charge related to the resignation of Mr. Norville. On February 13, 2012, E. Mitchell Norville announced that he will resign as Boston Properties, Inc.'s Executive Vice President, Chief Operating Officer effective on February 29, 2012. See Note 20 of the Consolidated Financial Statements.

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On January 25, 2012, Boston Properties, Inc.'s Compensation Committee approved outperformance awards under Boston Properties, Inc.'s 1997 Stock Option and Incentive Plan to officers and employees of Boston Properties, Inc.'s. These awards (the "2012 OPP Awards") are part of a broad-based, long-term incentive compensation program designed to provide Boston Properties, Inc.'s management team with the potential to earn equity awards subject to Boston Properties, Inc. "outperforming" and creating shareholder value in a pay-for-performance structure. Recipients of 2012 OPP Awards will share in a maximum outperformance pool of \$40.0 million if the total return to shareholders, including both share appreciation and dividends, exceeds absolute and relative hurdles over a three-year measurement period from February 7, 2012 to February 6, 2015. Earned awards are generally subject to two-years of time-based vesting after the performance measurement date. We expect that under ASC 718 "Compensation—Stock Compensation" the 2012 OPP Awards will have an aggregate value of approximately \$7.7 million, which amount will be amortized into earnings over the five-year plan period under the graded vesting method and has been reflected in the 2012 guidance. See Note 20 of the Consolidated Financial Statements.

Wages directly related to the development of rental properties are not included in our operating results. These costs are capitalized and included in real estate assets on our Consolidated Balance Sheets and amortized over the useful lives of the real estate. Capitalized wages for the year ended December 31, 2011 and 2010 were approximately \$11.0 million and \$11.6 million, respectively. These costs are not included in the general and administrative expense discussed above.

### ***Acquisition Costs***

Effective January 1, 2009, we are required to expense costs that an acquirer incurs to effect a business combination such as legal, due diligence and other closing related costs. During the year ended December 31, 2011, we incurred approximately \$0.2 million of acquisition costs. During the year ended December 31, 2010, we incurred approximately \$1.5 million and \$0.9 million of acquisition costs associated with our acquisitions of 510 Madison Avenue in New York City and the John Hancock Tower and Garage in Boston, respectively. In addition for the year ended December 31, 2010, we incurred approximately \$0.2 million of acquisition costs associated with our acquisition of Bay Colony Corporate Center in Waltham, Massachusetts.

### ***Suspension of Development***

On February 6, 2009, we announced that we were suspending construction on our 1,000,000 square foot project at 250 West 55<sup>th</sup> Street in New York City. During December 2009, we completed the construction of foundations and steel/deck to grade to facilitate a restart of construction in the future and as a result ceased interest capitalization on the project. During the year ended December 31, 2009, we recognized a loss of approximately \$27.8 million related to the suspension of development, which amount included a \$20.0 million contractual amount due pursuant to a lease agreement. On January 19, 2010, we paid \$12.8 million related to the termination of such lease. As a result, we recognized approximately \$7.2 million of other income during the year ended December 31, 2010.

### ***Other Income and Expense Items***

#### ***Income from Unconsolidated Joint Ventures***

For the year ended December 31, 2011 compared to 2010, income from unconsolidated joint ventures increased by approximately \$49.1 million. This increase was primarily due to the following (1) our share of Two Grand Central Tower's net income increased by approximately \$40.2 million, which was primarily due to the sale of the property, (2) our share of the General Motors Building's net income increased by approximately \$6.0 million, which was primarily due to a decrease in depreciation expense related to tenant expirations and (3) our share of the Value Added Fund's net income increased by approximately \$0.9 million due to a decrease in

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interest expense as a result of the conveyance of fee simple title to its One and Two Circle Star Way properties on October 21, 2010.

On October 25, 2011, an unconsolidated joint venture in which we have a 60% interest completed the sale of Two Grand Central Tower located in New York City for approximately \$401.0 million, including the assumption by the buyer of approximately \$176.6 million of mortgage indebtedness. Net cash proceeds totaled approximately \$210.0 million, of which our share was approximately \$126.0 million, after the payment of transaction costs of approximately \$14.4 million. Two Grand Central Tower is an approximately 650,000 net rentable square foot Class A office tower. The unconsolidated joint venture's carrying value of the net assets of the property aggregated approximately \$427.1 million. As a result, pursuant to the provisions of Accounting Standards Codification ("ASC") 360 "Property, Plant and Equipment" ("ASC 360") (formerly known as SFAS No. 144 "Accounting for the Impairment or Disposal of Long Lived Assets"), the unconsolidated joint venture recognized a non-cash impairment loss and loss on sale of real estate aggregating approximately \$40.5 million during the year ended December 31, 2011, which is equal to the difference between (1) the sale price less cost to sell and (2) the carrying value of the net assets of the property. Separately, in 2008 we had recognized an impairment loss on our investment in the unconsolidated joint venture totaling approximately \$74.3 million under the provisions of ASC 323 "Investments-Equity Method and Joint Ventures" ("ASC 323") (formerly known as Accounting Principles Board Opinion No. 18 "The Equity Method of Accounting for Investments in Common Stock" ("APB No. 18")). As a result, we recognized a gain on sale of real estate totaling approximately \$46.2 million, which is included within income from unconsolidated joint ventures on our Consolidated Statements of Operations.

For 2012, we expect the cash contributions from our operating and placed in-service unconsolidated joint ventures to increase, but we will realize a decrease of approximately \$16 million (our share) of "above-" and "below-market" lease income under ASC 805 "Business Combinations" due to the expiration of certain leases, which will adversely impact our income from unconsolidated joint ventures.

### ***Interest and Other Income***

Interest and other income decreased approximately \$2.0 million for the year ended December 31, 2011 compared to 2010.

Interest income decreased approximately \$2.8 million for the year ended December 31, 2011 compared to 2010 as the result of a decrease in the average cash balance and lower overall interest rates. The average cash balances for the year ended December 31, 2011 and December 31, 2010 were approximately \$1.1 billion and \$1.5 billion, respectively.

On June 6, 2006, we sold 280 Park Avenue in New York City. In connection with the sale, in lieu of a closing adjustment in favor of the buyer for certain unfunded tenant improvements, we retained the obligation to pay for the improvements, subject to the tenant initiating the request for reimbursement. The total amount of unfunded tenant improvements at closing was approximately \$1.0 million and has yet to be requested by the tenants. During the year ended December 31, 2011, a tenant's lease expired for which we had unfunded tenant improvement liabilities of approximately \$0.8 million, resulting in the recognition of other income in that amount.

### ***Gains (Losses) from Investments in Securities***

Gains (losses) from investments in securities for the years ended December 31, 2011 and 2010 related to investments that we have made to reduce our market risk relating to a deferred compensation plan that we maintain for Boston Properties, Inc.'s officers. Under this deferred compensation plan, each officer who is eligible to participate is permitted to defer a portion of the officer's current income on a pre-tax basis and receive a tax-deferred return on these deferrals based on the performance of specific investments selected by the officer.

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In order to reduce our market risk relating to this plan, we typically acquire, in a separate account that is not restricted as to its use, similar or identical investments as those selected by each officer. This enables us to generally match our liabilities to Boston Properties, Inc.'s officers under the deferred compensation plan with equivalent assets and thereby limit our market risk. The performance of these investments is recorded as gains or losses from investments in securities. During the years ended December 31, 2011 and 2010 we recognized gains (losses) of approximately \$(0.4) million and \$0.9 million, respectively, on these investments. By comparison, our general and administrative expense increased (decreased) by approximately \$(0.3) million and \$0.8 million during the years ended December 31, 2011 and 2010, respectively, as a result of increases (decreases) in our liability under our deferred compensation plan that were associated with the performance of the specific investments selected by the officers participating in the plan.

### **Interest Expense**

Interest expense for the Total Property Portfolio increased approximately \$16.1 million for the year ended December 31, 2011 compared to 2010 as detailed below:

<u>Component</u>	<u>Change in interest expense for the year ended December 31, 2011 and December 31, 2010 (in thousands)</u>
<i>Increases to interest expense due to:</i>	
Issuance of \$700 million in aggregate principal of 5.625% senior notes due 2020 on April 19, 2010	\$ 11,697
Issuance of \$850 million in aggregate principal of 4.125% senior notes due 2021 on November 18, 2010	31,210
Issuance of \$850 million in aggregate principal of 3.700% senior notes due 2018 on November 10, 2011	4,491
New mortgage / properties placed in-service financings	54,199
Interest on our Unsecured Line of Credit	1,844
Interest associated with the increased interest rate related to Montvale Center being in default	1,055
Total increases to interest expense	\$ 104,496
<i>Decreases to interest expense due to:</i>	
Repurchases of \$700 million in aggregate principal of 6.25% senior notes due 2013	\$ (41,797)
Repurchases of \$286.3 million in aggregate principal of 2.875% exchangeable senior notes	(2,734)
Repayment of mortgage financings	(33,998)
Increase in capitalized interest costs	(7,197)
Principal amortization of continuing debt and other (excluding senior notes)	(2,718)
Total decreases to interest expense	\$ (88,444)
<b>Total change in interest expense</b>	<b>\$ 16,052</b>

The following properties are included in the repayment of mortgage financings line item: Eight Cambridge Center, 202, 206 & 214 Carnegie Center, South of Market, Democracy Tower, 10 and 20 Burlington Mall Road, 91 Hartwell Avenue, 1330 Connecticut Avenue, Wisconsin Place Office, 601 Lexington Avenue and Reservoir Place. The following properties are included in the new mortgages/properties placed in-service financings line item: John Hancock Tower, Bay Colony Corporate Center, 510 Madison Avenue, Atlantic Wharf and 601 Lexington Avenue. As properties are placed in-service, we cease capitalizing interest and interest is then

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expensed. Included within the interest on our Unsecured Line of Credit line item is the interest expense associated with our borrowing that had been secured by 601 Lexington Avenue. For information on the Montvale Center mortgage loan see Notes 6 and 20 of the Consolidated Financial Statements.

Interest expense directly related to the development of rental properties is not included in our operating results. These costs are capitalized and included in real estate assets on our Consolidated Balance Sheets and amortized over the useful lives of the real estate. Interest capitalized for the year ended December 31, 2011 and 2010 was approximately \$48.2 million and \$41.0 million, respectively. These costs are not included in the interest expense referenced above.

We anticipate net interest expense for 2012 will be between \$390 million to \$395 million. This estimate reflects the impact of (1) \$40 million to \$45 million of capitalized interest, (2) our offering in November 2011 of \$850.0 million of 3.700% senior notes due 2018, (3) the redemption/repurchase in February 2012 of our 2.875% exchangeable senior notes due 2037 (See Note 20 to the Consolidated Financial Statements) and (4) the expected repayment of approximately \$209 million of secured financings during the first quarter of 2012, and assumes that we will not incur any additional indebtedness, make any pre-payments or repurchases of existing indebtedness, and that there will not be any fluctuations in interest rates or any changes in our development activity. The actual amount of our interest expense for fiscal 2012 will be impacted by, among other things, any additional indebtedness we incur, any pre-payments or repurchases of existing indebtedness, fluctuations in interest rates and any changes in our development activity.

At December 31, 2011, our variable rate debt consisted of our Unsecured Line of Credit. For a summary of our consolidated debt as of December 31, 2011 and December 31, 2010 refer to the heading “*Liquidity and Capital Resources—Capitalization—Debt Financing*” within “*Item 7—Management’s Discussion and Analysis of Financial Condition and Results of Operations.*”

### **Losses from Early Extinguishments of Debt**

On November 9, 2011, we repurchased \$50.0 million aggregate principal amount of our 2.875% exchangeable senior notes due 2037 for approximately \$50.2 million. The repurchased notes had an aggregate carrying value of approximately \$49.6 million at the time of repurchase resulting in the recognition of a loss on early extinguishment of debt of approximately \$0.6 million.

On November 9, 2011, we used available cash to repay the mortgage loan collateralized by our Reservoir Place property located in Waltham, Massachusetts totaling \$50.0 million. The mortgage financing bore interest at a variable rate equal to Eurodollar plus 2.20% per annum and was scheduled to mature on July 30, 2014. There was no prepayment penalty. We recognized a loss from early extinguishment of debt totaling approximately \$0.5 million consisting of the write-off of unamortized deferred financing costs.

On November 16, 2011, we terminated the construction loan facility collateralized by our Atlantic Wharf property totaling \$192.5 million. The construction loan facility bore interest at a variable rate equal to LIBOR plus 3.00% per annum and was scheduled to mature on April 21, 2012 with two, one-year extension options, subject to certain conditions. We did not draw any amounts under the facility. We recognized a loss from early extinguishment of debt totaling approximately \$0.4 million consisting of the write-off of unamortized deferred financing costs.

On December 12, 2010, we completed the redemption of \$700.0 million in aggregate principal amount of our 6.25% senior notes due 2013. The redemption price was determined in accordance with the applicable indenture and was approximately \$793.1 million. The redemption price included approximately \$17.9 million of accrued and unpaid interest to, but not including, the redemption date. Excluding such accrued and unpaid interest, the redemption price was approximately 110.75% of the principal amount being redeemed. In addition, on November 29, 2010, we entered into two treasury lock agreements to fix the yield on the U.S. Treasury issue

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used in determining the redemption price on notional amounts aggregating \$700.0 million. On December 9, 2010, we cash-settled the treasury lock agreements and paid approximately \$2.1 million. As a result of the payment of the redemption premium, the settlement of the treasury locks and the write-off of deferred financing costs, we recognized an aggregate loss on early extinguishment of debt of approximately \$79.3 million. Following the partial redemption, there is an aggregate of \$225.0 million of these notes outstanding.

During the year ended December 31, 2010, we repurchased approximately \$236.3 million aggregate principal amount of our 2.875% exchangeable senior notes due 2037 for approximately \$236.6 million. The repurchased notes had an aggregate allocated liability and equity value of approximately \$225.7 million and \$0.4 million, respectively, at the time of repurchase resulting in the recognition of a loss on early extinguishment of debt of approximately \$10.5 million during the year ended December 31, 2010.

During the year ended December 31, 2010, we used available cash to repay approximately \$501.2 million of outstanding mortgage loans. Associated with the repayments, we paid a prepayment penalty totaling approximately \$0.3 million, wrote off approximately \$0.2 million of unamortized deferred financing costs and recognized a gain of approximately \$0.4 million related to the write off of a remaining historical fair value balance.

For a discussion of the redemption/repurchase in February 2012 of the approximately \$576.2 million aggregate principal amount of our 2.875% exchangeable senior notes due 2037, please see Note 20 to the Consolidated Financial Statements.

### ***Gains on Sales of Real Estate***

On April 14, 2008, we sold a parcel of land located in Washington, DC for approximately \$33.7 million. We had previously entered into a development management agreement with the buyer to develop a Class A office property on the parcel totaling approximately 165,000 net rentable square feet. Due to our involvement in the construction of the project, the gain on sale was deferred and has been recognized over the project construction period generally based on the percentage of total project costs incurred to estimated total project costs. During the year ended December 31, 2010, we completed construction of the project and recognized the remaining gain on sale totaling approximately \$1.8 million. We have recognized a cumulative gain on sale of approximately \$23.4 million.

Pursuant to the purchase and sale agreement related to the 2006 sale of 280 Park Avenue, we entered into a master lease agreement with the buyer at closing. Under the master lease agreement, we guaranteed that the buyer will receive at least a minimum amount of base rent from approximately 74,340 square feet of space during the ten-year period following the expiration of the leases for this space. The leases for this space expired at various times between June 2006 and October 2007. The aggregate amount of base rent we guaranteed over the entire period from 2006 to 2017 was approximately \$67.3 million. On May 5, 2010, we satisfied the requirements of our master lease agreement, resulting in the recognition of the remaining deferred gain on sale of real estate totaling approximately \$1.0 million.

### ***Noncontrolling Interests in Property Partnerships***

Noncontrolling interests in property partnerships decreased by approximately \$1.9 million for the year ended December 31, 2011 compared to 2010.

For the year ended December 31, 2011, noncontrolling interests in property partnerships consisted of the outside owner's equity interest in the income from our 505 9<sup>th</sup> Street property.

For the year ended December 31, 2010, noncontrolling interests in property partnerships consist of the outside equity owners' interests in the income from our 505 9<sup>th</sup> Street and our Wisconsin Place Office properties. On December 23, 2010, we acquired the outside member's 33.3% equity interest in our consolidated joint

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venture entity that owns the Wisconsin Place Office property located in Chevy Chase, Maryland for cash of approximately \$25.5 million. The acquisition was accounted for as an equity transaction in accordance with ASC 810. The difference between the purchase price and the carrying value of the outside member's equity interest, totaling approximately \$19.1 million, reduced partners' capital in our Consolidated Balance Sheets.

***Comparison of the year ended December 31, 2010 to the year ended December 31, 2009***

The table below shows selected operating information for the Same Property Portfolio and the Total Property Portfolio. The Same Property Portfolio consists of 126 properties totaling approximately 29.9 million net rentable square feet of space, excluding unconsolidated joint ventures and structured parking. The Same Property Portfolio including properties acquired or placed in-service on or prior to January 1, 2009 and owned through December 31, 2010. The Total Property Portfolio includes the effects of the other properties either placed in-service, acquired or repositioned after January 1, 2009 or disposed of on or prior to December 31, 2010. There were no consolidated properties that were sold or repositioned after January 1, 2009. This table includes a reconciliation from the Same Property Portfolio to the Total Property Portfolio by also providing information for the year ended December 31, 2010 and 2009 with respect to the properties which were acquired and placed in-service.

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(dollars in thousands)	Same Property Portfolio				Properties Acquired Portfolio		Properties Placed In-Service Portfolio		Total Property Portfolio			
	2010	2009	Increase/ (Decrease)	% Change	2010	2009	2010	2009	2010	2009	Increase/ (Decrease)	% Change
<b>Rental Revenue:</b>												
Rental Revenue	\$1,420,325	\$1,423,459	\$ (3,134)	(0.22)%	\$857	\$—	\$ 46,426	\$ 15,058	\$1,467,608	\$1,438,517	\$ 29,091	2.02%
Termination Income	9,165	14,410	(5,245)	(36.40)%	—	—	—	—	9,165	14,410	(5,245)	(36.40)%
<b>Total Rental Revenue</b>	<b>1,429,490</b>	<b>1,437,869</b>	<b>(8,379)</b>	<b>(0.58)%</b>	<b>857</b>	<b>—</b>	<b>46,426</b>	<b>15,058</b>	<b>1,476,773</b>	<b>1,452,927</b>	<b>23,846</b>	<b>1.64%</b>
Real Estate Operating Expenses	491,598	497,720	(6,122)	(1.23)%	358	—	9,738	4,079	501,694	501,799	(105)	(0.02)%
Net Operating Income, excluding hotel	937,892	940,149	(2,257)	(0.24)%	499	—	36,688	10,979	975,079	951,128	23,951	2.52%
Hotel Net Operating Income(1)	7,647	6,419	1,228	19.13%	—	—	—	—	7,647	6,419	1,228	19.13%
Consolidated Net Operating Income(1)	945,539	946,568	(1,029)	(0.11)%	499	—	36,688	10,979	982,726	957,547	25,179	2.63%
<b>Other Revenue:</b>												
Development and management services	—	—	—	—	—	—	—	—	41,231	34,878	6,353	18.21%
<b>Other Expenses:</b>												
General and administrative expense	—	—	—	—	—	—	—	—	79,658	75,447	4,211	5.58%
Acquisition costs	—	—	—	—	—	—	—	—	2,614	—	2,614	100.00%
Suspension of development	—	—	—	—	—	—	—	—	(7,200)	27,766	(34,966)	(125.93)%
Depreciation and amortization	318,998	309,710	9,288	3.00%	394	—	10,756	3,748	330,148	313,458	16,690	5.32%
Total Other Expenses	318,998	309,710	9,288	3.00%	394	—	10,756	3,748	405,220	416,671	(11,451)	(2.75)%
Operating Income	626,541	636,858	(10,317)	(1.62)%	105	—	25,932	7,231	618,737	575,754	42,983	7.47%
<b>Other Income:</b>												
Income from unconsolidated joint ventures	—	—	—	—	—	—	—	—	36,774	12,058	24,716	204.98%
Interest and other income	—	—	—	—	—	—	—	—	7,332	4,059	3,273	80.64%
Gains from investments in securities	—	—	—	—	—	—	—	—	935	2,434	(1,499)	(61.59)%
<b>Other Expenses:</b>												
Interest expense	—	—	—	—	—	—	—	—	378,079	322,833	55,246	17.11%
Losses from early extinguishments of debt	—	—	—	—	—	—	—	—	89,883	510	89,373	17524.12%
Income from continuing operations	—	—	—	—	—	—	—	—	195,816	270,962	(75,146)	(27.73)%
Gains on sales of real estate	—	—	—	—	—	—	—	—	2,734	11,760	(9,026)	(76.75)%
Net income	—	—	—	—	—	—	—	—	198,550	282,722	(84,172)	(29.77)%
Net income attributable to noncontrolling interests:												
Noncontrolling interests in property partnerships	—	—	—	—	—	—	—	—	(3,464)	(2,778)	(686)	(24.69)%
Noncontrolling interest—redeemable preferred units	—	—	—	—	—	—	—	—	(3,343)	(3,594)	251	6.98%
Net Income attributable to Boston Properties Limited Partnership	—	—	—	—	—	—	—	—	\$ 191,743	\$ 276,350	\$ (84,607)	(30.62)%

(1) For a detailed discussion of NOI, including the reasons management believes NOI is useful to investors, see page 56. Hotel Net Operating Income for the years ended December 31, 2010 and 2009 is comprised of Hotel Revenue of \$32,800 and \$30,385, respectively, less Hotel Expenses of \$25,153 and \$23,966, respectively, per the Consolidated Statements of Operations.



**Same Property Portfolio**

***Rental Revenue***

Rental revenue from the Same Property Portfolio decreased approximately \$3.1 million for the year ended December 31, 2010 compared to 2009. The decrease was primarily the result of a decrease of approximately \$2.1 million in rental revenue from our leases and a decrease in parking and other income of \$1.9 million, coupled with an increase in other recoveries of approximately \$0.9 million. The decrease in rental revenue from our leases of approximately \$2.1 million was the result of our average revenue increasing by approximately \$0.11 per square foot, contributing approximately \$3.1 million, offset by an approximately \$5.2 million decrease due to a decline in occupancy from 93.0% to 92.4%.

Generally, under each of our leases, we are entitled to recover from the tenant increases in specific operating expenses associated with the leased property above the amount incurred for these operating expenses in the first year of the lease. The decrease in recoveries from tenants is primarily due to the terminations by tenants in New York City and a large lease expiration in Boston. Although the majority of the space was re-leased, the new leases are in their first year during which, generally, no tenant recoveries are earned.

***Termination Income***

Termination income decreased by approximately \$5.2 million for the year ended December 31, 2010 compared to 2009.

Termination income for the year ended December 31, 2010 related to twenty-three tenants across the Same Property Portfolio and totaled approximately \$9.2 million, which included (1) approximately \$1.6 million from a small retail tenant in New York City, (2) approximately \$4.1 million of negotiated termination income from our Reston, Virginia properties in order to accommodate growth of an existing tenant and to provide space early to a new tenant, (3) approximately \$1.3 million from a tenant at 599 Lexington Avenue in New York City to accommodate growth of an existing tenant and (4) approximately \$2.2 million spread across nineteen tenant terminations.

Termination income for the year ended December 31, 2009 related to sixteen tenants across the Same Property Portfolio and totaled approximately \$14.4 million, which included (1) approximately \$7.5 million of termination income related to a termination agreement with a tenant at 601 Lexington Avenue and (2) approximately \$3.6 million was non-cash income consisting of the estimated value of furniture and fixtures that two tenants transferred to us in connection with the terminations of their leases.

***Real Estate Operating Expenses***

Real estate operating expenses from the Same Property Portfolio decreased approximately \$6.1 million for the year ended December 31, 2010 compared to 2009. Included in Same Property Portfolio real estate operating expenses is a decrease in property general and administrative expenses of approximately \$3.5 million, of which approximately \$1.3 million is related to the write-off in 2009 of a leasing commission associated with a tenant that did not take occupancy that did not recur in 2010. In addition, we had overall savings in repairs and maintenance and other property-related expenses of approximately \$2.2 million and \$1.4 million, respectively. The savings in operating expenses were partially offset by an increase of approximately \$1.0 million in insurance expense.

***Depreciation and Amortization Expense***

Depreciation and amortization expense for the Same Property Portfolio increased approximately \$9.3 million for the year ended December 31, 2010 compared to 2009. The increase consisted of (1) an approximately \$11.7 million increase in the Washington, DC region that was primarily due to accelerated depreciation

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associated with the future redevelopment of two of our buildings, (2) an increase in depreciation of approximately \$3.9 million related to our properties in the Boston region, a portion of which was related to the amortization of tenant improvements costs and (3) an aggregate increase in the other regions of approximately \$1.1 million. These increases were partially offset by an approximately \$7.4 million decrease due to accelerated depreciation related to a lease termination in New York City that occurred during the second quarter of 2009.

### ***Properties Acquired Portfolio***

On December 29, 2010, we completed the acquisition of the John Hancock Tower and Garage in Boston, Massachusetts for an aggregate purchase price of approximately \$930.0 million. The John Hancock Tower is a 62-story, approximately 1,700,000 rentable square foot office tower located in the heart of Boston's Back Bay neighborhood. The garage is an eight-level, 2,013 space parking facility.

For the year ended December 31, 2010, the John Hancock Tower and Garage increased our revenue, real estate operating expenses and depreciation by approximately \$0.9 million, \$0.4 million and \$0.4 million, respectively.

### ***Properties Placed In-Service Portfolio***

We had five properties totaling approximately 1.2 million square feet that were placed in-service between January 1, 2009 and December 31, 2010.

#### **Rental Revenue**

Rental revenue from our Properties Placed In-Service Portfolio increased approximately \$31.4 million, as detailed below:

<b>Property</b>	<b>Quarter Placed In-Service</b>	<b>Rental Revenue for the year ended December 31,</b>		
		<b>2010</b>	<b>2009</b>	<b>Change</b>
<b>(in thousands)</b>				
One Preserve Parkway	Second Quarter, 2009	\$ 5,309	\$ 1,516	\$ 3,793
Wisconsin Place Office	Second Quarter, 2009	14,318	7,753	6,565
Democracy Tower	Third Quarter, 2009	12,224	4,738	7,486
701 Carnegie Center	Fourth Quarter, 2009	4,529	1,051	3,478
Weston Corporate Center	Second Quarter, 2010	10,046	—	10,046
<b>Total</b>		<b>\$ 46,426</b>	<b>\$ 15,058</b>	<b>\$ 31,368</b>

#### **Real Estate Operating Expenses**

Real estate operating expenses from our Properties Placed In-Service Portfolio increased approximately \$5.7 million, as detailed below:

<b>Property</b>	<b>Quarter Placed In-Service</b>	<b>Real Estate Operating Expenses for the year ended December 31,</b>		
		<b>2010</b>	<b>2009</b>	<b>Change</b>
<b>(in thousands)</b>				
One Preserve Parkway	Second Quarter, 2009	\$ 1,519	\$ 1,257	\$ 262
Wisconsin Place Office	Second Quarter, 2009	3,453	1,777	1,676
Democracy Tower	Third Quarter, 2009	2,224	751	1,473
701 Carnegie Center	Fourth Quarter, 2009	1,397	294	1,103
Weston Corporate Center	Second Quarter, 2010	1,145	—	1,145
<b>Total</b>		<b>\$ 9,738</b>	<b>\$ 4,079</b>	<b>\$ 5,659</b>

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### ***Depreciation and Amortization Expense***

Depreciation and amortization expense for our Properties Placed In-Service Portfolio increased by approximately \$7.0 million for the year ended December 31, 2010 compared to 2009.

### ***Other Operating Income and Expense Items***

#### ***Hotel Net Operating Income***

Net operating income for our hotel property increased approximately \$1.2 million, a 19% increase for the year ended December 31, 2010 as compared to 2009.

The following reflects our occupancy and rate information for our Cambridge Center Marriott hotel property for the year ended December 31, 2010 and 2009:

	<u>2010</u>	<u>2009</u>	<u>Percentage Change</u>
Occupancy	77.9%	75.1%	3.7%
Average daily rate	\$197.29	\$185.29	6.5%
Revenue per available room, REVPAR	\$153.65	\$139.19	10.4%

### ***Development and Management Services***

Development and management services income increased approximately \$6.4 million for the year ended December 31, 2010 compared to 2009. Management fees increased by approximately \$12.4 million for the year ended December 31, 2010 compared to 2009. On May 5, 2010, we satisfied the requirements of our master lease agreement related to the 2006 sale of 280 Park Avenue in New York City. Following the satisfaction of the master lease agreement, the buyer terminated the property management and leasing agreement entered into at the time of the sale, resulting in the recognition of non-cash deferred management fees totaling approximately \$12.2 million. Development fees decreased by approximately \$6.0 million for the year ended December 31, 2010 compared to 2009 due primarily to the completion of our 20 F Street third-party development project in the first quarter of 2010.

### ***General and Administrative Expense***

General and administrative expenses increased approximately \$4.2 million for the year ended December 31, 2010 compared to 2009. The increase was primarily due to (1) approximately \$4.0 million of accelerated expense of the remaining stock-based compensation granted between 2006 and 2009 to Edward H. Linde, Boston Properties, Inc.'s late Chief Executive Officer, as a result of his passing on January 10, 2010, (2) an increase of approximately \$1.3 million of other payroll related expense and (3) an approximately \$0.6 million increase in other non-compensatory general and administrative expenses. These increases were partially offset by a decrease of approximately \$1.7 million in the value of our deferred compensation plan.

On January 20, 2011, the Compensation Committee of the Board of Directors of Boston Properties, Inc. approved outperformance awards under Boston Properties, Inc.'s 1997 Plan to certain officers of Boston Properties, Inc. These awards (the "2011 OPP Awards") are part of a broad-based, long-term incentive compensation program designed to provide Boston Properties, Inc.'s management team with the potential to earn equity awards subject to Boston Properties, Inc. "outperforming" and creating shareholder value in a pay-for-performance structure. 2011 OPP Awards utilize total return to shareholders ("TRS") over a three-year measurement period as the performance metric and generally include two years of time-based vesting after the end of the performance measurement period (subject to acceleration in certain events) as a retention tool. Recipients of 2011 OPP Awards will share in an outperformance pool if Boston Properties, Inc.'s TRS, including both share appreciation and dividends, exceeds absolute and relative hurdles over a three-year measurement period from February 1, 2011 to January 31, 2014, based on the average closing price of a share of Boston

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Properties, Inc.'s common stock of \$93.38 for the five trading days prior to and including February 1, 2011. The aggregate reward that recipients of all 2011 OPP Awards can earn, as measured by the outperformance pool, is subject to a maximum cap of \$40.0 million. We expect that in accordance with ASC 718 "Compensation—Stock Compensation," as of the grant date, the 2011 OPP Awards had an aggregate value of approximately \$7.8 million, which amount is being amortized into earnings over the five-year plan period under the graded vesting method. See Note 17 to the Consolidated Financial Statements.

Wages directly related to the development of rental properties are not included in our operating results. These costs are capitalized and included in real estate assets on our Consolidated Balance Sheets and amortized over the useful lives of the real estate. Capitalized wages for the year ended December 31, 2010 and 2009 were approximately \$11.6 million and \$11.3 million, respectively. These costs are not included in the general and administrative expense discussed above.

### **Acquisition Costs**

Effective January 1, 2009, we are required to expense costs that an acquirer incurs to effect a business combination such as legal, due diligence and other closing related costs. During the year ended December 31, 2010, we incurred approximately \$1.5 million and \$0.9 million of acquisition costs associated with our acquisitions of 510 Madison Avenue in New York City and the John Hancock Tower and Garage in Boston, respectively. In addition for the year ended December 31, 2010, we incurred approximately \$0.2 million of acquisition costs associated with our acquisition of Bay Colony Corporate Center in Waltham, Massachusetts.

### **Suspension of Development**

On February 6, 2009, we announced that we were suspending construction on our 1,000,000 square foot project at 250 West 55<sup>th</sup> Street in New York City. During December 2009, we completed the construction of foundations and steel/deck to grade to facilitate a restart of construction in the future and as a result ceased interest capitalization on the project. During the year ended December 31, 2009, we recognized a loss of approximately \$27.8 million related to the suspension of development, which amount included a \$20.0 million contractual amount due pursuant to a lease agreement. On January 19, 2010, we paid \$12.8 million related to the termination of such lease. As a result, we recognized approximately \$7.2 million of other income during the year ended December 31, 2010.

### **Other Income and Expense Items**

#### **Income from Unconsolidated Joint Ventures**

For the year ended December 31, 2010 compared to 2009, income from unconsolidated joint ventures increased by approximately \$24.7 million.

During the year ended December 31, 2009 we incurred non-cash impairment losses on the Value-Added Fund, which were not present during the year ended December 31, 2010, and therefore our share of the Value-Added Fund's net income increased by approximately \$14.9 million. In June 2009 and December 2009, we recognized non-cash impairment charges on our investment in the Value-Added Fund of approximately \$7.4 million and \$2.0 million, respectively. These charges represented the other-than-temporary decline in the fair values below the carrying value of our investment in the unconsolidated joint venture. In accordance with guidance in ASC 323 "Investments—Equity Method and Joint Ventures" (formerly known as Accounting Principles Board Opinion No. 18 "The Equity Method of Accounting for Investments in Common Stock" (APB No. 18)) a loss of an investment under the equity method of accounting, which is other than a temporary decline, must be recognized. If the fair value of our investments deteriorate further, we could recognize additional impairment charges that may be material to our results of operations. In addition, during December 2009, our Value-Added Fund recognized a non-cash impairment charge in accordance with the guidance in ASC 360 (formerly known as SFAS No. 144) related to our One and Two Circle Star Way properties in San Carlos,

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California totaling approximately \$24.6 million, of which our share was approximately \$4.2 million, which amount reflects the reduction in our basis of approximately \$2.0 million from previous impairment losses. The Value-Added Fund was in discussions with the lender to modify the loan and as a result believed that the carrying value of the properties was not recoverable. Accordingly, the Value-Added Fund recognized the non-cash impairment charge to reduce the net book value of the properties to their estimated fair market value at December 31, 2009. On October 21, 2010, our Value-Added Fund conveyed the fee simple title to its One and Two Circle Star Way properties and paid \$3.8 million to the lender in satisfaction of its outstanding obligations under the existing mortgage loan and guarantee.

In addition, (1) our share of the General Motors Building's net income increased by approximately \$6.7 million, which was primarily due to a decrease in depreciation expense related to two major tenant lease expirations, and (2) our share of the 125 West 55<sup>th</sup> Street's net income increased by approximately \$2.9 million, which was primarily due to a decrease in interest expense associated with the refinancing of the property's mortgage loan. The remaining increase of approximately \$0.2 million related to the other unconsolidated joint venture properties.

### ***Interest and Other Income***

Interest and other income increased approximately \$3.3 million for the year ended December 31, 2010 compared to 2009 as a result of increased average cash balances offset by the net effect of lower overall interest rates. The average cash balances for the years ended December 31, 2010 and December 31, 2009 were approximately \$1.5 billion and \$0.6 billion, respectively.

### ***Gains from Investments in Securities***

We account for investments in trading securities at fair value, with gains or losses resulting from changes in fair value recognized currently in earnings. The designation of trading securities is generally determined at acquisition. During the year ended December 31, 2009, investment in securities was comprised of an investment in an unregistered money market fund and investments in an account associated with our deferred compensation plan. In December 2007, the unregistered money market fund suspended cash redemptions by investors; investors could elect in-kind redemptions of the underlying securities or maintain their investment in the fund and receive distributions as the underlying securities matured or were liquidated by the fund sponsor. As a result, we retained this investment for a longer term than originally intended, and the valuation of our investment was subject to changes in market conditions. Because interests in this fund were previously valued at less than their \$1.00 par value, we recognized gains of approximately \$0.2 million on our investment during the year ended December 31, 2009. As of December 31, 2009, we no longer had investments in this unregistered money market fund.

The remainder of the gains from investments in securities for the years ended December 31, 2010 and 2009 related to investments that we have made to reduce our market risk relating to a deferred compensation plan that we maintain for Boston Properties, Inc.'s officers. Under this deferred compensation plan, each officer who is eligible to participate is permitted to defer a portion of the officer's current income on a pre-tax basis and receive a tax-deferred return on these deferrals based on the performance of specific investments selected by the officer. In order to reduce our market risk relating to this plan, we typically acquire, in a separate account that is not restricted as to its use, similar or identical investments as those selected by each officer. This enables us to generally match our liabilities to Boston Properties, Inc.'s officers under the deferred compensation plan with equivalent assets and thereby limit our market risk. The performance of these investments is recorded as gains or losses from investments in securities. During the years ended December 31, 2010 and 2009 we recognized gains of approximately \$0.9 million and \$2.2 million, respectively, on these investments. By comparison, our general and administrative expense increased by approximately \$0.8 million and \$2.4 million during the years ended December 31, 2010 and 2009, respectively, as a result of increases in our liability under our deferred compensation plan that were associated with the performance of the specific investments selected by our officers participating in the plan.

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### **Interest Expense**

Interest expense for the Total Property Portfolio increased approximately \$55.2 million for the year ended December 31, 2010 compared to 2009 as detailed below:

<u>Component</u>	<u>Change in interest expense for the year ended December 31, 2010 and December 31, 2009 (in thousands)</u>
<b><u>Increases to interest expense due to:</u></b>	
Issuance of \$700 million in aggregate principal of 5.875% senior notes due 2019 on October 9, 2009	\$ 31,786
Issuance of \$700 million in aggregate principal of 5.625% senior notes due 2020 on April 19, 2010	27,702
Issuance of \$850 million in aggregate principal of 4.125% senior notes due 2021 on November 18, 2010	4,345
Decrease in capitalized interest costs	7,835
New mortgage / properties placed in-service financings	1,983
<b>Total increases to interest expense</b>	<b>\$ 73,651</b>
<b><u>Decreases to interest expense due to:</u></b>	
Repayment of mortgage financings	\$ (8,562)
Repurchases of \$236.3 million in aggregate principal of 2.875% exchangeable senior notes	(5,507)
Repurchases of \$700 million in aggregate principal of 6.25% senior notes due 2013	(2,190)
Principal amortization of continuing debt and other (excluding senior notes)	(2,146)
<b>Total decreases to interest expense</b>	<b>\$ (18,405)</b>
<b>Total change in interest expense</b>	<b>\$ 55,246</b>

The following properties are included in the repayment of mortgage financings line item: Reservoir Place, Eight Cambridge Center, Ten Cambridge Center, 1301 New York Avenue, 202, 206 & 214 Carnegie Center, South of Market, 10 and 20 Burlington Mall Road, 91 Hartwell Avenue and 1330 Connecticut Avenue. The following properties are included in the new mortgages/properties placed in-service financings line item: Reservoir Place, Democracy Tower, Wisconsin Place Office, 510 Madison Avenue and John Hancock Tower. As properties are placed in-service, we cease capitalizing interest and interest is then expensed.

Interest expense directly related to the development of rental properties is not included in our operating results. These costs are capitalized and included in real estate assets on our Consolidated Balance Sheets and amortized over the useful lives of the real estate. Interest capitalized for the year ended December 31, 2010 and 2009 was approximately \$41.0 million and \$48.8 million, respectively. These costs are not included in the interest expense referenced above.

At December 31, 2010, our variable rate debt consisted of our construction loan at Atlantic Wharf, our Unsecured Line of Credit, our secured financing at Reservoir Place and our cash secured financing at 510 Madison Avenue.

### **Losses from Early Extinguishments of Debt**

On December 12, 2010, we completed the redemption of \$700.0 million in aggregate principal amount of our 6.25% senior notes due 2013. The redemption price was determined in accordance with the applicable indenture and was approximately \$793.1 million. The redemption price included approximately \$17.9 million of

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accrued and unpaid interest to, but not including, the redemption date. Excluding such accrued and unpaid interest, the redemption price was approximately 110.75% of the principal amount being redeemed. In addition, on November 29, 2010, we entered into two treasury lock agreements to fix the yield on the U.S. Treasury issue used in determining the redemption price on notional amounts aggregating \$700.0 million. On December 9, 2010, we cash-settled the treasury lock agreements and paid approximately \$2.1 million. As a result of the payment of the redemption premium, the settlement of the treasury locks and the write-off of deferred financing costs, we recognized an aggregate loss on early extinguishment of debt of approximately \$79.3 million. Following the partial redemption, there is an aggregate of \$225.0 million of these notes outstanding.

During the year ended December 31, 2010, we repurchased approximately \$236.3 million aggregate principal amount of our 2.875% exchangeable senior notes due 2037 for approximately \$236.6 million. The repurchased notes had an aggregate allocated liability and equity value of approximately \$225.7 million and \$0.4 million, respectively, at the time of repurchase resulting in the recognition of a loss on early extinguishment of debt of approximately \$10.5 million during the year ended December 31, 2010.

During the year ended December 31, 2010, we used available cash to repay approximately \$501.2 million of outstanding mortgage loans. Associated with the repayments, we paid a prepayment penalty totaling approximately \$0.3 million, wrote off approximately \$0.2 million of unamortized deferred financing costs and recognized a gain of approximately \$0.4 million related to the write off of a remaining historical fair value balance.

During the year ended December 31, 2009, we used available cash to repay approximately \$98.4 million of outstanding mortgage loans. Associated with the repayments, we paid a prepayment penalty totaling approximately \$0.5 million, wrote off approximately \$42,000 of unamortized deferred financing costs and recognized a gain of approximately \$32,000 related to the write off of a remaining historical fair value balance.

### ***Gains on Sales of Real Estate***

On April 14, 2008, we sold a parcel of land located in Washington, DC for approximately \$33.7 million. We had previously entered into a development management agreement with the buyer to develop a Class A office property on the parcel totaling approximately 165,000 net rentable square feet. Due to our involvement in the construction of the project, the gain on sale was deferred and has been recognized over the project construction period generally based on the percentage of total project costs incurred to estimated total project costs. As a result, we recognized a gain on sale during the year ended December 31, 2009 of approximately \$11.8 million. During the year ended December 31, 2010, we completed construction of the project and recognized the remaining gain on sale totaling approximately \$1.8 million. We have recognized a cumulative gain on sale of approximately \$23.4 million.

Pursuant to the purchase and sale agreement related to the 2006 sale of 280 Park Avenue, we entered into a master lease agreement with the buyer at closing. Under the master lease agreement, we guaranteed that the buyer will receive at least a minimum amount of base rent from approximately 74,340 square feet of space during the ten-year period following the expiration of the leases for this space. The leases for this space expired at various times between June 2006 and October 2007. The aggregate amount of base rent we guaranteed over the entire period from 2006 to 2017 was approximately \$67.3 million. On May 5, 2010, we satisfied the requirements of our master lease agreement, resulting in the recognition of the remaining deferred gain on sale of real estate totaling approximately \$1.0 million.

### ***Noncontrolling Interests in Property Partnerships***

Noncontrolling interests in property partnerships increased by approximately \$0.7 million for the year ended December 31, 2010 compared to 2009. Noncontrolling interests in property partnerships consist of the outside equity owners' interests in the income from our 505 9<sup>th</sup> Street and our Wisconsin Place Office properties.

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On December 23, 2010, we acquired the outside member's 33.3% equity interest in our consolidated joint venture entity that owns the Wisconsin Place Office property located in Chevy Chase, Maryland for cash of approximately \$25.5 million. The acquisition was accounted for as an equity transaction in accordance with ASC 810. The difference between the purchase price and the carrying value of the outside member's equity interest, totaling approximately \$19.1 million, reduced partners' capital in our Consolidated Balance Sheets.

### **Liquidity and Capital Resources**

#### **General**

Our principal liquidity needs for the next twelve months and beyond are to:

- fund normal recurring expenses;
- meet debt service and principal repayment obligations, including balloon payments on maturing debt;
- fund capital expenditures, including major renovations, tenant improvements and leasing costs;
- fund development costs;
- fund possible property acquisitions; and
- make the minimum distribution required to enable Boston Properties, Inc. to maintain its REIT qualification under the Internal Revenue Code of 1986, as amended.

We expect to satisfy these needs using one or more of the following:

- construction loans;
- long-term secured and unsecured indebtedness (including unsecured exchangeable indebtedness);
- cash flow from operations;
- distribution of cash flows from joint ventures;
- cash and cash equivalent balances;
- sales of real estate;
- issuances of Boston Properties, Inc.'s equity securities and/or additional preferred or common units; and
- our Unsecured Line of Credit or other short-term bridge facilities.

We believe that our liquidity needs will be satisfied using our cash on hand, cash flows generated by operations, availability under our Unsecured Line of Credit and cash flows provided by other financing activities. We draw on multiple financing sources to fund our long-term capital needs. Our Unsecured Line of Credit is utilized primarily as a bridge facility to fund acquisition opportunities, to refinance outstanding indebtedness and to meet short-term development and working capital needs. We generally seek to fund our development projects with construction loans, which we may guarantee. However, the financing for each particular project ultimately depends on several factors, including, among others, the project's size and duration and our access to other sources of cost effective capital at the given time.



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The following table presents information on properties under construction as of December 31, 2011 (dollars in thousands):

<b>Construction Properties</b>	<b>Estimated Stabilization Date</b>	<b>Location</b>	<b># of Buildings</b>	<b>Square feet</b>	<b>Investment to Date(1)</b>	<b>Estimated Total Investment(1)</b>	<b>Percentage Leased(2)</b>
<b>Office</b>							
510 Madison Avenue	Third Quarter, 2013	New York, NY	1	347,000	\$ 355,262	\$ 375,000	45%
Annapolis Junction Lot Six (50% ownership)(3)	Third Quarter, 2013	Annapolis, MD	1	120,000	9,215	14,000	0%
12310 Sunrise Valley(4)	First Quarter, 2012	Reston, VA	1	267,531	53,780	67,000	100%
(3500 North Capitol (30% ownership)(3)(5)	Fourth Quarter, 2013	Washington, DC	1	232,000	17,733	36,540	74%
Seventeen Cambridge Center	Third Quarter, 2013	Cambridge, MA	1	190,329	23,976	86,300	100%
250 West 55 <sup>th</sup> Street(6)	Fourth Quarter, 2015	New York, NY	1	989,000	532,606	1,050,000	19%
<b>Total Office Properties under Construction</b>			<b>6</b>	<b>2,145,860</b>	<b>\$ 992,572</b>	<b>\$ 1,628,840</b>	<b>45%</b>
<b>Residential</b>							
Reston Town Center Residential	Fourth Quarter, 2015	Reston, VA	1	420,000	\$ 25,041	\$ 137,250	N/A
<b>Total Properties under Construction</b>			<b>7</b>	<b>2,565,860</b>	<b>\$ 1,017,613</b>	<b>\$ 1,766,090</b>	<b>45%</b>

(1) Represents our share. Includes net revenue during lease up period, acquisition expenses and approximately \$43.6 million of construction cost and leasing commission accruals.

(2) Represents percentage leased as of February 21, 2012 and excludes residential space.

(3) This development project has a construction loan.

(4) We commenced redevelopment of 12310 Sunrise Valley Drive on July 5, 2011 and expect it to be available for occupancy during the first quarter of 2012. Project cost includes the incremental costs related to redevelopment and excludes original investment in the asset.

(5) Project cost includes original investment in the joint venture.

(6) Investment to Date excludes approximately \$24.8 million of costs that were expensed in prior periods in connection with the suspension of development activities. Estimated Total Investment includes approximately \$230 million of interest capitalization.

Contractual rental revenue, recoveries from tenants, other income from operations, available cash balances and draws on our Unsecured Line of Credit are our principal sources of capital used to pay operating expenses, debt service, recurring capital expenditures and the minimum distribution required to enable Boston Properties, Inc. to maintain its REIT qualification. We seek to maximize income from our existing properties by maintaining quality standards for our properties that promote high occupancy rates and permit increases in rental rates while reducing tenant turnover and controlling operating expenses. Our sources of revenue also include third-party fees generated by our property management, leasing, and development and construction businesses, as well as the sale of assets from time to time. We believe our revenue, together with our cash balances and proceeds from financing activities, will continue to provide the necessary funds for our short-term liquidity needs.

Material adverse changes in one or more sources of capital may adversely affect our net cash flows. Such changes, in turn, could adversely affect our ability to fund distributions, debt service payments and tenant improvements. In addition, a material adverse change in the cash provided by our operations may affect our ability to comply with the financial performance covenants under our Unsecured Line of Credit and unsecured senior notes.

During the year ended December 31, 2011, Boston Properties, Inc. fully utilized its \$400 million ATM stock offering program by issuing an aggregate of 4,228,993 shares of its common stock for gross proceeds of approximately \$400 million and net proceeds of approximately \$395 million. In addition, on June 2, 2011, Boston Properties, Inc. established a new ATM stock offering program through which it may sell from time to time up to an aggregate of \$600.0 million of its common stock through sales agents over a three-year period. During the year ended December 31, 2011, it issued an aggregate of 431,223 shares of common stock under this ATM stock offering program for gross proceeds of approximately \$44.9 million and net proceeds of approximately \$44.3 million. As of February 21, 2012, Boston Properties, Inc. has \$555.1 million available for issuance under this program. Boston Properties, Inc. contributed the net proceeds from such sales to us in exchange for a number of OP

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Units equal to the number of shares issued. We intend to use the net proceeds from the sales for general business purposes, which may include investment opportunities and debt reduction. Pending such uses, we may invest the net proceeds in short term, interest-bearing securities. We believe this program provides us with an additional source of capital.

During the year ended December 31, 2011, excluding financings and refinancing done by our unconsolidated joint ventures, we raised approximately \$1.6 billion through secured and unsecured debt financings. We have utilized a portion of the proceeds to repay approximately \$821 million of secured and unsecured debt. In addition, in February 2012 we repurchased/redeemed the remaining \$576.2 million of our 2.875% exchangeable senior notes due 2037. These transactions have elongated our debt maturity schedule and lowered our average cost of debt.

We believe that our strong liquidity, including available cash as of February 21, 2012 of approximately \$1.1 billion, and the approximately \$750 million available under our Unsecured Line of Credit provides sufficient capacity to fund our remaining capital requirements on existing development projects, our foreseeable potential development activity and pursue attractive additional investment opportunities. Our most significant capital commitments through the remainder of 2012 are to fund our development program of approximately \$361 million and repay, repurchase or refinance approximately \$209 million of maturing debt. The completion of our ongoing development through late 2015 is expected to be fully funded by cash and available draws from construction loans. We believe the quality of our assets and our strong balance sheet are attractive to lenders' and equity investors' current investment selectivity and should enable us to continue to access multiple sources of capital.

### **REIT Tax Distribution Considerations**

#### *Distributions*

A REIT is subject to a number of organizational and operational requirements, including a requirement that it currently distribute at least 90% of its annual taxable income. Boston Properties, Inc.'s policy is to distribute at least 100% of its taxable income to avoid paying federal tax. In December 2011, the Board of Directors of Boston Properties, Inc. increased our quarterly distribution from \$0.50 per common unit to \$0.55 per common unit. The Board of Directors of Boston Properties, Inc. will continue to evaluate this current distribution rate in light of Boston Properties, Inc.'s actual and projected taxable income, liquidity requirements and other circumstances, and there can be no assurance that the future distributions declared by the Board of Directors of Boston Properties, Inc. will not differ materially.

#### *Sales*

To the extent that we sell assets at a gain and cannot efficiently use the proceeds in a tax deferred manner for either our development activities or attractive acquisitions, Boston Properties, Inc. would, at the appropriate time, decide whether it is better to declare a special distribution, adopt a stock repurchase program, reduce our indebtedness or retain the cash for future investment opportunities. Such a decision will depend on many factors including, among others, the timing, availability and terms of development and acquisition opportunities, our then-current and anticipated leverage, the cost and availability of capital from other sources, the price of Boston Properties, Inc.'s common stock and REIT distribution requirements. At a minimum, we expect that we would distribute at least that amount of proceeds necessary for Boston Properties, Inc. to avoid paying corporate level tax on the applicable gains realized from any asset sales.

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### **Cash Flow Summary**

The following summary discussion of our cash flows is based on the Consolidated Statements of Cash Flows in “Item 8. Financial Statements and Supplementary Data” and is not meant to be an all-inclusive discussion of the changes in our cash flows for the periods presented below.

Cash and cash equivalents were \$1.8 billion and \$0.5 billion at December 31, 2011 and December 31, 2010, respectively, representing an increase of \$1.3 billion. The increase was a result of the following changes in cash flows:

	Year ended December 31,		
	2011	2010	Increase
	(in thousands)		
Net cash provided by operating activities	\$ 606,328	\$ 375,893	\$ 230,435
Net cash (used in) investing activities	\$ (90,096)	\$ (1,161,274)	\$ 1,071,178
Net cash provided by (used in) financing activities	\$ 828,028	\$ (184,604)	\$ 1,012,632

Our principal source of cash flow is related to the operation of our office properties. The average term of our tenant leases, including unconsolidated joint ventures, was approximately 6.8 years at December 31, 2011 with portfolio occupancy rates historically in the range of 91% to 95%. Our properties provide a relatively consistent stream of cash flow that provides us with resources to pay operating expenses, debt service and fund quarterly distribution payment requirements. In addition, over the past several years, we have raised capital through the sale of some of our properties, secured and unsecured borrowings and equity offerings.

Cash is used in investing activities to fund acquisitions, development, net investments in unconsolidated joint ventures and recurring and nonrecurring capital expenditures. We selectively invest in new projects that enable us to take advantage of our development, leasing, financing and property management skills and invest in existing buildings to enhance or maintain their market position. Cash used in investing activities for the year December 31, 2011 and 2010 consisted primarily of funding our development projects, the acquisition of the John Hancock Tower and Garage, Bay Colony Corporate Center and 2440 West EI Camino Real, capital distributions from unconsolidated joint ventures and the proceeds from a mortgage loan released from escrow, as detailed below:

	Year ended December 31,	
	2011	2010
	(in thousands)	
Acquisitions of real estate	\$ (112,180)	\$ (394,363)
Construction in progress	(271,856)	(321,978)
Building and other capital improvements	(61,961)	(20,683)
Tenant improvements	(76,320)	(113,495)
Proceeds from land transaction	43,887	—
Proceeds from mortgage loan released from (placed in) escrow	267,500	(267,500)
Deposit on real estate released from (placed in) escrow	10,000	(10,000)
Acquisition of note receivable	—	(22,500)
Issuance of note receivable	(10,442)	—
Capital contributions to unconsolidated joint ventures	(17,970)	(62,806)
Capital distributions from unconsolidated joint ventures	140,505	49,902
Investments in securities, net	(1,259)	2,149
Net cash used in investing activities	\$ (90,096)	\$ (1,161,274)

Cash used in investing activities changed primarily due to the following:

- On February 1, 2011, we completed the acquisition of Bay Colony Corporate Center for an aggregate purchase price of approximately \$185.0 million. The purchase price consisted of approximately

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\$41.1 million of cash and the assumption of approximately \$143.9 million of indebtedness. In connection with this transaction, we deposited \$10.0 million in escrow, which was returned to us at closing.

- On November 22, 2011, we acquired 2440 West El Camino Real located in Mountain View, California for a net purchase price of approximately \$71.1 million in cash. 2440 West El Camino Real is an approximately 140,000 net rentable square foot Class A office property that is currently 100% leased.
- On December 29, 2010, we completed the acquisition of the John Hancock Tower and Garage for an aggregate purchase price of approximately \$930.0 million. The purchase price consisted of approximately \$289.5 million of cash and the assumption of approximately \$640.5 million of indebtedness.
- Construction in progress for the year ended December 31, 2010 includes costs associated with the development of Atlantic Wharf, 2200 Pennsylvania Avenue and Waltham Weston Corporate Center. Construction in progress for the year ended December 31, 2011 includes ongoing expenditures associated with our Atlantic Wharf properties, 2200 Pennsylvania Avenue, the Residences on The Avenue and 510 Madison Avenue developments, which were fully or partially placed in-service during the year ended December 31, 2011. In addition, we incurred costs associated with resuming construction at 250 West 55th Street. In addition, during the year ended December 31, 2011, we commenced the development of Seventeen Cambridge Center, Reston Town Center Residential and the redevelopment of 12310 Sunrise Valley Drive. The completion of our ongoing developments, including our share of our unconsolidated joint venture developments, through 2015 is expected to be fully funded by cash and available draws from construction loans. We estimate our future funding requirement to complete our developments, which includes our share of our unconsolidated joint venture developments and our redevelopment of 12300 Sunrise Valley Drive, to be approximately \$868 million.
- Tenant improvement costs decreased by approximately \$37.2 million due to the completion and occupancy of large tenant projects in 2010.
- Proceeds from land transaction relates to the portion of the payment received by us for our 75 Ames Street land parcel from a third-party which we estimate will relate to the ultimate conveyance of a condominium interest to the third-party upon the anticipated completion of the development of the property and does not include the portion attributable to rental of the land during the period of development. See Note 3 to the Consolidated Financial Statements.
- Proceeds from mortgage loan released from (placed in) escrow relates to the placing in escrow and subsequent release of the mortgage loan for 510 Madison Avenue, located in New York City, which was secured by cash deposits. See Note 6 to the Consolidated Financial Statements.
- Capital contributions to unconsolidated joint ventures decreased by approximately \$44.8 million primarily due to a capital contribution to the joint venture that owns our 125 West 55th Street property in connection with the refinancing of the property during the year ended December 31, 2010.
- Capital distributions from unconsolidated joint ventures increased by approximately \$90.6 million was primarily due to the sale of Two Grand Central during the year ended December 31, 2011 and the distribution of excess loan proceeds to the joint venture that owns our Metropolitan Square property in connection with the refinancing of the property during the year ended December 31, 2010.

Cash used in financing activities for the year ended December 31, 2011 totaled approximately \$828.0 million. This consisted primarily of the net proceeds from the offering in November 2011 of our 3.700% senior notes due 2018, the net proceeds from the issuance of shares of Boston Properties, Inc.'s common stock under its ATM program and proceeds from mortgage notes payable, partially offset by the payments of distributions to our unitholders and the repayment of mortgage notes payable. Future debt payments are discussed below under the heading "*Capitalization-Debt Financing.*"

**Capitalization**

At December 31, 2011, our total consolidated debt was approximately \$8.7 billion. The GAAP weighted-average annual interest rate on our consolidated indebtedness was 5.39% per annum and the weighted-average maturity was approximately 5.5 years.

Consolidated debt to total consolidated market capitalization ratio, defined as total consolidated debt as a percentage of the market value of our outstanding equity securities plus our total consolidated debt, is a measure of leverage commonly used by analysts in the REIT sector. Our total consolidated market capitalization was approximately \$25.4 billion at December 31, 2011. Total consolidated market capitalization was calculated using Boston Properties, Inc.'s December 31, 2011 closing stock price of \$99.60 per common share and the following: (1) 164,670,449 common units of limited partnership interest (including 148,107,611 common units held by Boston Properties, Inc.), (2) an aggregate of 1,460,688 common units issuable upon conversion of all outstanding Series Two Preferred Units of partnership interest, (3) an aggregate of 1,601,004 common units issuable upon conversion of all outstanding LTIP Units, assuming all conditions have been met for the conversion of the LTIP Units, and (4) our consolidated debt totaling approximately \$8.7 billion. The calculation of total consolidated market capitalization does not include 400,000 2011 OPP Units because, unlike other LTIP Units, they are not earned until certain return thresholds are achieved. Our total consolidated debt, which excludes debt collateralized by our unconsolidated joint ventures, at December 31, 2011, represented approximately 34.25% of our total consolidated market capitalization. This percentage will fluctuate with changes in the value of our common units and therefore with changes in the value of Boston Properties, Inc.'s common stock and does not necessarily reflect our capacity to incur additional debt to finance our activities or our ability to manage our existing debt obligations. However, for a company like ours, whose assets are primarily income-producing real estate, the consolidated debt to total consolidated market capitalization ratio may provide investors with an alternate indication of leverage, so long as it is evaluated along with other financial ratios and the various components of our outstanding indebtedness.

For a discussion of our unconsolidated joint venture indebtedness, see "Off Balance Sheet Arrangements—Joint Venture Indebtedness."

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**Debt Financing**

As of December 31, 2011, we had approximately \$8.7 billion of outstanding consolidated indebtedness, representing approximately 34.25% of our total consolidated market capitalization as calculated above consisting of approximately (1) \$3.865 billion (net of discount) in publicly traded unsecured senior notes (excluding exchangeable senior notes) having a weighted-average interest rate of 5.04% per annum and maturities in 2013, 2015, 2018, 2019, 2020 and 2021; (2) \$437.0 million (net of adjustment for the equity component allocation) of exchangeable senior notes having a GAAP interest rate of 5.958% per annum (an effective rate of 3.787% per annum, excluding the effect of the adjustment for the equity component allocation), an initial optional redemption date in 2013 and maturity in 2036; (3) \$574.2 million (net of discount and adjustment for the equity component allocation) of exchangeable senior notes having a GAAP interest rate of 5.630% per annum (an effective rate of 3.462% per annum, excluding the effect of the adjustment for the equity component allocation), an initial optional redemption date in 2012 and maturing in 2037; (4) \$704.5 million (net of discount and the adjustment for the equity component allocation) of exchangeable senior notes having a GAAP interest rate of 6.555% per annum (an effective rate of 4.037%, excluding the effect of the adjustment for the equity component allocation) and maturing in 2014; (5) \$3.1 billion of property-specific mortgage debt having a GAAP weighted-average interest rate of 5.43% per annum and weighted-average term of 5.9 years. The table below summarizes our mortgage notes payable, our unsecured senior notes and our Unsecured Line of Credit at December 31, 2011 and December 31, 2010:

	December 31,	
	2011	2010
(dollars in thousands)		
<b>DEBT SUMMARY:</b>		
Balance		
Fixed rate mortgage notes payable	\$3,123,267	\$2,730,086
Variable rate mortgage notes payable	—	317,500
Unsecured senior notes, net of discount	3,865,186	3,016,598
Unsecured exchangeable senior notes, net of discount and adjustment for the equity component allocation	1,715,685	1,721,817
Unsecured Line of Credit	—	—
Total	<u>\$8,704,138</u>	<u>\$7,786,001</u>
Percent of total debt:		
Fixed rate	100.00%	95.92%
Variable rate	0.00%	4.08%
Total	<u>100.00%</u>	<u>100.00%</u>
GAAP weighted average interest rate at end of period:		
Fixed rate	5.39%	5.75%
Variable rate	0.00%	0.99%
Total	<u>5.39%</u>	<u>5.56%</u>
Coupon/Stated weighted-average interest rate at end of period:		
Fixed rate	4.99%	5.25%
Variable rate	0.00%	0.86%
Total	<u>4.99%</u>	<u>5.07%</u>

**Unsecured Line of Credit**

On June 24, 2011, we amended and restated the revolving credit agreement governing our Unsecured Line of Credit, which (1) reduced the total commitment from \$1.0 billion to \$750.0 million, (2) extended the maturity date from August 3, 2011 to June 24, 2014, with a provision for a one-year extension at our option, subject to

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certain conditions and the payment of an extension fee equal to 0.20% of the total commitment then in effect, and (3) increased the per annum variable interest rates available, which resulted in an increase of the per annum variable interest rate on outstanding balances from Eurodollar plus 0.475% per annum to Eurodollar plus 1.225% per annum. Under the amended Unsecured Line of Credit, we may increase the total commitment to \$1.0 billion, subject to syndication of the increase. In addition, a facility fee currently equal to an aggregate of 0.225% per annum of the total commitment is payable in equal quarterly installments. The interest rate and facility fee are subject to adjustment in the event of a change in our unsecured debt ratings. The Unsecured Line of Credit is a recourse obligation of us. The Unsecured Line of Credit also contains a competitive bid option that allows banks that are part of the lender consortium to bid to make loan advances to us at a reduced interest rate. Our ability to borrow under our Unsecured Line of Credit is subject to our compliance with a number of customary financial and other covenants on an ongoing basis, including:

- a leverage ratio not to exceed 60%, however the leverage ratio may increase to no greater than 65% provided that it is reduced back to 60% within one year;
- a secured debt leverage ratio not to exceed 55%;
- a fixed charge coverage ratio of at least 1.40;
- an unsecured leverage ratio not to exceed 60%, however the unsecured leverage ratio may increase to no greater than 65% provided that it is reduced back to 60% within one year;
- a minimum net worth requirement of \$3.5 billion;
- an unsecured debt interest coverage ratio of at least 1.75; and
- limitations on permitted investments, development, partially owned entities, business outside of commercial real estate and commercial non-office properties.

We believe we are in compliance with the financial and other covenants listed above.

On May 11, 2011, we refinanced at maturity our mortgage loan collateralized by our 601 Lexington Avenue property located in New York City totaling approximately \$453.3 million utilizing the proceeds of a draw under our Unsecured Line of Credit, which borrowing was secured by a mortgage on the property. On August 19, 2011, we used proceeds from the new mortgage financing on 601 Lexington Avenue to repay the borrowing under our Unsecured Line of Credit (See Note 6 to the Consolidated Financial Statements). As of December 31, 2011, we had no borrowings and letters of credit totaling \$13.1 million outstanding under the Unsecured Line of Credit, with the ability to borrow \$736.9 million. As of February 21, 2012, we had no borrowings outstanding under the Unsecured Line of Credit.

[Table of Contents](#)**Unsecured Senior Notes**

The following summarizes the unsecured senior notes outstanding as of December 31, 2011 (dollars in thousands):

	<u>Coupon/ Stated Rate</u>	<u>Effective Rate(1)</u>	<u>Principal Amount</u>	<u>Maturity Date(2)</u>
10 Year Unsecured Senior Notes	6.250%	6.381%	\$ 182,432	January 15, 2013
10 Year Unsecured Senior Notes	6.250%	6.291%	42,568	January 15, 2013
12 Year Unsecured Senior Notes	5.625%	5.693%	300,000	April 15, 2015
12 Year Unsecured Senior Notes	5.000%	5.194%	250,000	June 1, 2015
10 Year Unsecured Senior Notes	5.875%	5.967%	700,000	October 15, 2019
10 Year Unsecured Senior Notes	5.625%	5.708%	700,000	November 15, 2020
10 Year Unsecured Senior Notes	4.125%	4.289%	850,000	May 15, 2021
7 Year Unsecured Senior Notes	3.700%	3.853%	850,000	November 15, 2018
Total principal			3,875,000	
Net discount			(9,814)	
Total			<u>\$3,865,186</u>	

(1) Yield on issuance date including the effects of discounts on the notes.

(2) No principal amounts are due prior to maturity.

On November 10, 2011, we completed a public offering of \$850.0 million in aggregate principal amount of 3.700% unsecured senior notes due 2018. The notes were priced at 99.767% of the principal amount to yield an effective interest rate (including financing fees) of 3.853% to maturity. The notes will mature on November 15, 2018, unless earlier redeemed. The aggregate net proceeds from the offering were approximately \$841.2 million after deducting underwriting discounts and transaction expenses.

Our unsecured senior notes are redeemable at our option, in whole or in part, at a redemption price equal to the greater of (i) 100% of their principal amount or (ii) the sum of the present value of the remaining scheduled payments of principal and interest discounted at a rate equal to the yield on U.S. Treasury securities with a comparable maturity plus 35 basis points (or 25 basis points in the case of the \$250 million of notes that mature on June 1, 2015, 40 basis points in the case of the \$700 million of notes that mature on October 15, 2019, and 30 basis points in the case of the \$700 million and \$850 million of notes that mature on November 15, 2020 and May 15, 2021, respectively), in each case plus accrued and unpaid interest to the redemption date. The indentures under which our unsecured senior notes were issued contain restrictions on incurring debt and using our assets as security in other financing transactions and other customary financial and other covenants, including (1) a leverage ratio not to exceed 60%, (2) a secured debt leverage ratio not to exceed 50%, (3) an interest coverage ratio of 1.50, and (4) unencumbered asset value to be no less than 150% of our unsecured debt. As of December 31, 2011, we believe we were in compliance with each of these financial restrictions and requirements.



[Table of Contents](#)**Unsecured Exchangeable Senior Notes**

The following summarizes the unsecured exchangeable senior notes outstanding as of December 31, 2011 (dollars in thousands):

	<u>Coupon/ Stated Rate</u>	<u>Effective Rate(1)</u>	<u>Exchange Rate</u>	<u>Principal Amount</u>	<u>First Optional Redemption Date by BPLP</u>	<u>Maturity Date</u>
3.625% Exchangeable Senior Notes	3.625%	4.037%	8.5051(2)	\$ 747,500	N/A	February 15, 2014
2.875% Exchangeable Senior Notes	2.875%	3.462%	7.0430(3)	576,194	February 20, 2012(4)	February 15, 2037
3.750% Exchangeable Senior Notes	3.750%	3.787%	10.0066(5)	450,000	May 18, 2013(6)	May 15, 2036
Total principal				1,773,694		
Net discount				(3,462)		
Adjustment for the equity component allocation, net of accumulated amortization				(54,547)		
Total				<u>\$ 1,715,685</u>		

- (1) Yield on issuance date including the effects of discounts on the notes but excluding the effects of the adjustment for the equity component allocation.
- (2) The initial exchange rate is 8.5051 shares per \$1,000 principal amount of the notes (or an initial exchange price of approximately \$117.58 per share of Boston Properties, Inc.'s common stock). In addition, we entered into capped call transactions with affiliates of certain of the initial purchasers, which are intended to reduce the potential dilution upon future exchange of the notes. The capped call transactions are expected to have the effect of increasing the effective exchange price to us of the notes from \$117.58 to approximately \$137.17 per share, representing an overall effective premium of approximately 40% over the closing price on August 13, 2008 of \$97.98 per share of Boston Properties, Inc.'s common stock. The net cost of the capped call transactions was approximately \$44.4 million. As of December 31, 2011, the effective exchange price was \$135.25 per share.
- (3) In connection with the special dividend of \$5.98 per share of Boston Properties, Inc.'s common stock declared on December 17, 2007, the exchange rate was adjusted from 6.6090 to 7.0430 shares per \$1,000 principal amount of notes effective as of December 31, 2007, resulting in an exchange price of approximately \$141.98 per share of Boston Properties, Inc.'s common stock.
- (4) We repurchased/redeemed the notes for cash in February 2012 at a price equal to 100% of the principal amount of the notes being repurchased/redeemed plus any accrued and unpaid interest up to, but excluding, the repurchase/redemption date. See Note 20 to the Consolidated Financial Statements.
- (5) In connection with the special dividend of \$5.98 per share of Boston Properties, Inc.'s common stock declared on December 17, 2007, the exchange rate was adjusted from 9.3900 to 10.0066 shares per \$1,000 principal amount of notes effective as of December 31, 2007, resulting in an exchange price of approximately \$99.93 per share of Boston Properties, Inc.'s common stock.
- (6) Holders may require us to repurchase the notes for cash on May 18, 2013 and May 15, 2016, 2021, 2026 and 2031 and at any time prior to their maturity upon a fundamental change, in each case at a price equal to 100% of the principal amount of the notes being repurchased plus any accrued and unpaid interest up to, but excluding, the repurchase date.

**Mortgage Debt**

The following represents the outstanding principal balances due under the mortgage notes payable at December 31, 2011:

Properties	Stated Interest Rate	GAAP Interest Rate(1)	Stated Principal Amount	Historical Fair Value Adjustment	Carrying Amount	Maturity Date
(Dollars in thousands)						
599 Lexington Avenue	5.57%	5.41%	\$ 750,000	\$ —	\$ 750,000(2)(3)	March 1, 2017
601 Lexington Avenue	4.75%	4.79%	725,000	—	725,000	April 10, 2022
John Hancock Tower	5.68%	5.05%	640,500	19,533	660,033(1)(3)	January 6, 2017
Embarcadero Center Four	6.10%	7.02%	370,091	—	370,091(4)	December 1, 2016
Bay Colony Corporate Center	6.53%	3.98%	143,900	1,773	145,673(1)(3)	June 11, 2012
505 9 <sup>th</sup> Street	5.73%	5.87%	125,844	—	125,844(5)	November 1, 2017
One Freedom Square	7.75%	5.34%	65,511	581	66,092(1)(6)	June 30, 2012
New Dominion Tech Park, Bldg. Two	5.55%	5.58%	63,000	—	63,000(3)	October 1, 2014
140 Kendrick Street	7.51%	5.25%	49,032	1,259	50,291(1)	July 1, 2013
New Dominion Tech. Park, Bldg. One	7.69%	7.84%	47,406	—	47,406	January 15, 2021
Kingstowne Two and Retail	5.99%	5.61%	36,425	545	36,970(1)	January 1, 2016
Montvale Center	9.93%	10.07%	25,000	—	25,000(3)(7)	June 6, 2012
Sumner Square	7.35%	7.54%	23,827	—	23,827	September 1, 2013
Kingstowne One	5.96%	5.68%	17,717	103	17,820(1)	May 5, 2013
University Place	6.94%	6.99%	16,220	—	16,220	August 1, 2021
Total			<u>\$3,099,473</u>	<u>\$ 23,794</u>	<u>\$3,123,267</u>	

- (1) GAAP interest rate differs from the stated interest rate due to the inclusion of the amortization of financing charges, effects of hedging transactions and adjustments required to reflect loans at their fair values upon acquisition. All adjustments to reflect loans at their fair value upon acquisition are noted above.
- (2) On December 19, 2006, we terminated the forward-starting interest rate swap contracts related to this financing and received approximately \$10.9 million, which amount will reduce our interest expense for this mortgage over the term of the financing, resulting in an effective interest rate of 5.41% per annum for the financing. The stated interest rate is 5.57% per annum.
- (3) The mortgage loan requires interest only payments with a balloon payment due at maturity.
- (4) On November 13, 2008, we closed on an eight-year, \$375.0 million mortgage loan collateralized by this property. The mortgage loan bears interest at a fixed rate of 6.10% per annum. Under our interest rate hedging program, we will reclassify into earnings over the eight-year term of the loan as an increase in interest expense approximately \$26.4 million (approximately \$3.3 million per year) of the amounts recorded on our Consolidated Balance Sheets within Accumulated Other Comprehensive Loss resulting in an effective interest rate of 7.02% per annum.
- (5) This property is owned by a consolidated joint venture in which we have a 50% interest.
- (6) We have agreed to guarantee approximately \$7.9 million related to our obligation to provide funds for certain tenant re-leasing costs.
- (7) As previously disclosed, we notified the master servicer of the non-recourse mortgage loan collateralized by this property that the cash flows generated from the property were insufficient to fund debt service payments and capital improvements necessary to lease and operate the property and that we were not prepared to fund any cash shortfalls. We are not current on making debt service payments and are currently accruing interest at the default interest rate of 9.93% per annum. The loan was originally scheduled to mature on June 6, 2012. See Note 20 to the Consolidated Financial Statements.

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Contractual aggregate principal payments of mortgage notes payable at December 31, 2011 are as follows:

<u>Year</u>	<u>Principal Payments</u> <u>(in thousands)</u>
2012	\$ 248,986
2013	103,209
2014	87,757
2015	26,182
2016	397,629
Thereafter	2,235,710

### **Market Risk**

Market risk is the risk of loss from adverse changes in market prices and interest rates. Our future earnings, cash flows and fair values relevant to financial instruments are dependent upon prevalent market interest rates. Our primary market risk results from our indebtedness, which bears interest at fixed and variable rates. The fair value of our debt obligations are affected by changes in the market interest rates. We manage our market risk by matching long-term leases with long-term, fixed-rate, non-recourse debt of similar duration. We continue to follow a conservative strategy of generally pre-leasing development projects on a long-term basis to creditworthy tenants in order to achieve the most favorable construction and permanent financing terms. Approximately 100% of our outstanding debt has fixed interest rates, which minimizes the interest rate risk through the maturity of such outstanding debt. We also manage our market risk by entering into hedging arrangements with financial institutions. Our primary objectives when undertaking hedging transactions and derivative positions is to reduce our floating rate exposure and to fix a portion of the interest rate for anticipated financing and refinancing transactions. This in turn, reduces the risks that the variability of cash flows imposes on variable rate debt. Our strategy mitigates us against future increases in interest rates.

At December 31, 2011, we had no outstanding variable rate debt. At December 31, 2011, the weighted-average interest rate on our variable rate debt was approximately 0.00% per annum. If market interest rates on our variable rate debt had been 100 basis points greater, total interest expense would have increased by approximately \$0.0 million for the year ended December 31, 2011.

At December 31, 2011 our weighted-average coupon/stated rate on all of our fixed and variable rate debt was 4.99% and 0.00%, respectively. The weighted-average coupon/stated rate for our senior notes and unsecured exchangeable debt was 4.96% and 3.68%, respectively.

### **Funds from Operations**

Pursuant to the revised definition of Funds from Operations adopted by the Board of Governors of the National Association of Real Estate Investment Trusts ("NAREIT"), we calculate Funds from Operations, or "FFO," by adjusting net income (loss) attributable to Boston Properties Limited Partnership (computed in accordance with GAAP, including non-recurring items) for gains (or losses) from sales of properties, impairment losses on depreciable real estate of consolidated real estate, impairment losses on investments in unconsolidated joint ventures driven by a measurable decrease in the fair value of depreciable real estate held by the unconsolidated joint ventures, real estate related depreciation and amortization, and after adjustment for unconsolidated partnerships, joint ventures and preferred distributions. FFO is a non-GAAP financial measure. The use of FFO, combined with the required primary GAAP presentations, has been fundamentally beneficial in improving the understanding of operating results of REITs among the investing public and making comparisons of REIT operating results more meaningful. Management generally considers FFO to be a useful measure for reviewing our comparative operating and financial performance because, by excluding gains and losses related to sales of previously depreciated operating real estate assets, impairment losses on depreciable real estate of consolidated real estate, impairment losses on investments in unconsolidated joint ventures driven by a measurable decrease in the fair value of depreciable real estate held by the unconsolidated joint ventures and

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excluding real estate asset depreciation and amortization (which can vary among owners of identical assets in similar condition based on historical cost accounting and useful life estimates), FFO can help one compare the operating performance of a company's real estate between periods or as compared to different companies. Our computation of FFO may not be comparable to FFO reported by other REITs or real estate companies that do not define the term in accordance with the current NAREIT definition or that interpret the current NAREIT definition differently.

In addition to presenting FFO in accordance with the NAREIT definition, we also disclose FFO, as adjusted, which excludes the effects of the losses from early extinguishments of debt associated with the sales of real estate. Losses from early extinguishments of debt result when the sale of real estate encumbered by debt requires us to pay the extinguishment costs prior to the debt's stated maturity and to write-off unamortized loan costs at the date of the extinguishment. Such costs are excluded from the gains on sales of real estate reported in accordance with GAAP. However, we view the losses from early extinguishments of debt associated with the sales of real estate as an incremental cost of the sale transactions because we extinguished the debt in connection with the consummation of the sale transactions and we had no intent to extinguish the debt absent such transactions. We believe that adjusting FFO to exclude these losses more appropriately reflects the results of our operations exclusive of the impact of our sale transactions.

Although our FFO, as adjusted, clearly differs from NAREIT's definition of FFO, and may not be comparable to that of other REITs and real estate companies, we believe it provides a meaningful supplemental measure of our operating performance because we believe that by excluding the effects of the losses from early extinguishments of debt associated with the sales of real estate, management and investors are presented with an indicator of our operating performance that more closely achieves the objectives of the real estate industry in presenting FFO.

Neither FFO, nor FFO, as adjusted, should be considered as an alternative to net income attributable to Boston Properties Limited Partnership (determined in accordance with GAAP) as an indication of our performance. Neither FFO nor FFO, as adjusted, represent cash generated from operating activities determined in accordance with GAAP and neither of these measures is a measure of liquidity or an indicator of our ability to make cash distributions. We believe that to further understand our performance, FFO and FFO, as adjusted, should be compared with our reported net income attributable to Boston Properties Limited Partnership and considered in addition to cash flows in accordance with GAAP, as presented in our Consolidated Financial Statements.

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The following table presents a reconciliation of net income attributable to Boston Properties Limited Partnership to FFO and FFO, as adjusted, for the years ended December 31, 2011, 2010, 2009, 2008 and 2007:

	Year ended December 31,				
	2011	2010	2009	2008	2007
Net income attributable to Boston Properties Limited Partnership	\$ 317,152	\$ 191,743	\$ 276,350	\$ 132,525	\$ 1,585,568
Add:			(in thousands)		
Noncontrolling interest—redeemable preferred units	3,339	3,343	3,594	4,226	10,429
Noncontrolling interests in property partnerships	1,558	3,464	2,778	1,997	84
Less:					
Gains on sales of real estate from discontinued operations	—	—	—	—	266,817
Income from discontinued operations	—	—	—	—	7,274
Gains on sales of real estate	—	2,734	11,760	33,340	957,406
Income from continuing operations	322,049	195,816	270,962	105,408	364,584
Add:					
Real estate depreciation and amortization(1)	533,568	442,323	438,495	374,575	287,854
Impairment losses on investments in unconsolidated joint ventures driven by a measurable decrease in the fair value of depreciable real estate held by the unconsolidated joint ventures(2)	—	—	13,555	165,158	—
Income from discontinued operations	—	—	—	—	7,274
Less:					
Gains on sales of real estate included within income (loss) from unconsolidated joint ventures(3)	46,166	572	—	—	15,453
Noncontrolling interests in property partnerships' share of funds from operations	3,412	6,862	5,513	3,949	437
Noncontrolling interest—redeemable preferred units(4)	3,339	3,343	3,594	3,738	4,266
Funds from operations attributable to Boston Properties Limited Partnership	802,700	627,362	713,905	637,454	639,556
Add:					
Losses from early extinguishments of debt associated with the sales of real estate	—	—	—	—	2,675
Funds from operations attributable to Boston Properties Limited Partnership after supplemental adjustment to exclude losses from early extinguishments of debt associated with the sales of real estate	\$ 802,700	\$ 627,362	\$ 713,905	\$ 637,454	\$ 642,231
Weighted average units outstanding—basic	164,486	159,821	151,386	140,336	139,290

(1) Real estate depreciation and amortization consists of depreciation and amortization from the Consolidated Statements of Operations of \$430,961, \$330,148, \$313,458, \$296,122 and \$278,249, our share of unconsolidated joint venture real estate depreciation and amortization of \$103,970, \$113,945, \$126,943, \$80,303 and \$8,247, and depreciation and amortization from discontinued operations of \$0, \$0, \$0, \$0 and \$2,948, less corporate related depreciation and amortization of \$1,363, \$1,770, \$1,906, \$1,850 and \$1,590 for the years ended December 31, 2011, 2010, 2009, 2008 and 2007, respectively.

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- (2) Consists of non-cash impairment losses on the Company's investment in its Value-Added Fund totaling approximately \$13.6 million for the year ended December 31, 2009. Consists of non-cash impairment losses of approximately \$31.9 million, \$74.3 million, \$45.1 million and \$13.8 million on the Company's investments in 540 Madison Avenue, Two Grand Central Tower, 125 West 55th Street and the Value-Added Fund, respectively, for the year ended December 31, 2008. The non-cash impairment losses on investments in unconsolidated joint ventures included above were driven by measurable decreases in the fair value of depreciable real estate owned by the unconsolidated joint ventures and have been reflected within income (loss) from unconsolidated joint ventures in the Company's consolidated statements of operations. The Company has not included the non-cash impairment loss on its investment in its Eighth Avenue and 46th Street unconsolidated joint venture totaling approximately \$23.2 million for the year ended December 31, 2008 as the underlying real estate consisted of an assemblage of land parcels and air-rights and therefore was not depreciable real estate.
- (3) Consists of approximately \$46.2 million related to the gain on sale of real estate associated with the sale of Two Grand Central Tower for the year ended December 31, 2011. Consists of approximately \$0.6 million related to our share of the gain on sale associated with the sale of our 5.0% equity interest in the unconsolidated joint venture entity that owns the retail portion of the Wisconsin Place mixed-use property for the year ended December 31, 2010. Consists of approximately \$15.5 million related to our share of the gain on sale and related loss from early extinguishment of debt associated with the sale of Worldgate Plaza for the year ended December 31, 2007.
- (4) Excludes approximately \$5.6 million for the year ended December 31, 2007 of income allocated to the holders of Series Two Preferred Units to account for their right to participate on an as-converted basis in the special distribution that followed previously completed sales of real estate.

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Reconciliation to Diluted Funds from Operations:

	For the years ended December 31,									
	2011		2010		2009		2008		2007	
	Income (Numerator)	Shares/Units (Denominator)	Income (Numerator)	Shares/Units (Denominator)	Income (Numerator)	Shares/Units (Denominator)	Income (Numerator)	Shares/Units (Denominator)	Income (Numerator)	Shares/Units (Denominator)
Basic funds from operations after supplemental adjustment to exclude losses from early extinguishments of debt associated with the sales of real estate	\$ 802,700	164,486	\$ 627,362	159,821	\$ 713,905	151,386	\$ 637,454	140,336	\$ 642,231	139,290
Effect of Dilutive Securities:										
Convertible Preferred Units(1)	3,339	1,461	3,343	1,461	3,594	1,461	3,738	1,461	4,266	1,674
Stock Options	—	525	—	618	—	462	—	1,319	—	1,941
Diluted funds from operations after supplemental adjustment to exclude losses from early extinguishments of debt associated with the sales of real estate	\$ 806,039	166,472	\$ 630,705	161,900	\$ 717,499	153,309	\$ 641,192	143,116	\$ 646,497	142,905

(1) Excludes approximately \$5.6 million for the year ended December 31, 2007 of income allocated to the holders of Series Two Preferred Units to account for their right to participate on an as-converted basis in the special distribution that followed previously completed sales of real estate.

## **Net Operating Income**

Net operating income, or “NOI,” is a non-GAAP financial measure equal to net income attributable to Boston Properties Limited Partnership, the most directly comparable GAAP financial measure, plus net income attributable to noncontrolling interests, losses from early extinguishments of debt, losses (gains) from investments in securities, net derivative losses, suspension of development, depreciation and amortization, interest expense, acquisitions costs and general and administrative expense, less gains on sales of real estate from discontinued operations, income from discontinued operations, gains on sales of real estate, income (loss) from unconsolidated joint ventures, interest and other income and development and management services revenue. We use NOI internally as a performance measure and believe NOI provides useful information to investors regarding our financial condition and results of operations because it reflects only those income and expense items that are incurred at the property level. Therefore, we believe NOI is a useful measure for evaluating the operating performance of our real estate assets.

Our management also uses NOI to evaluate regional property level performance and to make decisions about resource allocations. Further, we believe NOI is useful to investors as a performance measure because, when compared across periods, NOI reflects the impact on operations from trends in occupancy rates, rental rates, operating costs and acquisition and development activity on an unleveraged basis, providing perspective not immediately apparent from net income attributable to Boston Properties Limited Partnership. NOI excludes certain components from net income attributable to Boston Properties Limited Partnership in order to provide results that are more closely related to our properties’ results of operations. For example, interest expense is not necessarily linked to the operating performance of a real estate asset and is often incurred at the corporate level as opposed to the property level. In addition, depreciation and amortization, because of historical cost accounting and useful life estimates, may distort operating performance at the property level. NOI presented by us may not be comparable to NOI reported by other REITs and real estate companies that define NOI differently. We believe that in order to facilitate a clear understanding of our operating results, NOI should be examined in conjunction with net income attributable to Boston Properties Limited Partnership as presented in our Consolidated Financial Statements. NOI should not be considered as an alternative to net income attributable to Boston Properties Limited Partnership as an indication of our performance or to cash flows as a measure of liquidity or ability to make distributions.



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The following sets forth a reconciliation of NOI to net income attributable to Boston Properties Limited Partnership for the fiscal years 2007 through 2011.

	Years ended December 31,				
	2011	2010	2009	2008	2007
Net operating income	\$1,105,986	\$982,726	\$957,547	\$ 923,384	\$ 888,425
Add:					
Development and management services income	33,435	41,231	34,878	30,518	20,553
Income (loss) from unconsolidated joint ventures	85,896	36,774	12,058	(182,018)	20,428
Interest and other income	5,358	7,332	4,059	18,958	89,706
Gains on sales of real estate	—	2,734	11,760	33,340	957,406
Income from discontinued operations	—	—	—	—	7,274
Gains on sales of real estate from discontinued operations	—	—	—	—	266,817
Less:					
General and administrative	81,442	79,658	75,447	72,365	69,882
Acquisition costs	155	2,614	—	—	—
Suspension of development	—	(7,200)	27,766	—	—
Depreciation and amortization	430,961	330,148	313,458	296,122	278,249
Losses (gains) from investments in securities	443	(935)	(2,434)	4,604	—
Interest expense	394,131	378,079	322,833	295,322	302,980
Losses from early extinguishments of debt	1,494	89,883	510	—	3,417
Net derivative losses	—	—	—	17,021	—
Noncontrolling interests in property partnerships	1,558	3,464	2,778	1,997	84
Noncontrolling interest—redeemable preferred units	3,339	3,343	3,594	4,226	10,429
Net income attributable to Boston Properties Limited Partnership	<u>\$ 317,152</u>	<u>\$191,743</u>	<u>\$276,350</u>	<u>\$ 132,525</u>	<u>\$ 1,585,568</u>

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**Contractual Obligations**

As of December 31, 2011, we were subject to contractual payment obligations as described in the table below.

	Payments Due by Period						
	Total	2012	2013	2014	2015	2016	Thereafter
(Dollars in thousands)							
<b>Contractual Obligations:</b>							
<b>Long-term debt</b>							
Mortgage debt(1)	\$ 4,049,953	\$ 414,655	\$ 258,169	\$ 237,186	\$ 171,230	\$ 539,610	\$ 2,429,103
Unsecured senior notes(1)	5,235,439	190,363	408,419	176,388	711,700	147,013	3,601,556
Exchangeable senior notes(1)(2)	1,862,058	624,307	483,477	754,274	—	—	—
Unsecured line of credit(1)	—	—	—	—	—	—	—
Ground leases	993,682	12,693	12,908	13,272	13,595	13,820	927,394
Tenant obligations(3)	163,214	151,069	8,790	2,752	510	76	17
Construction contracts on development projects	661,678	360,537	205,548	67,712	27,881	—	—
Other Obligations	2,367	473	73	73	73	1,363	312
<b>Total Contractual Obligations</b>	<b>\$ 12,968,391</b>	<b>\$ 1,754,097</b>	<b>\$ 1,377,384</b>	<b>\$ 1,251,657</b>	<b>\$ 924,989</b>	<b>\$ 701,882</b>	<b>\$ 6,958,382</b>

- (1) Amounts include principal and interest payments.
- (2) Amounts are included in the year in which the first optional redemption date occurs (or, in the case of the exchangeable notes due 2014, the year of maturity).
- (3) Committed tenant-related obligations based on executed leases as of December 31, 2011 (tenant improvements and lease commissions).

We have various standing or renewable service contracts with vendors related to our property management. In addition, we have certain other utility contracts we enter into in the ordinary course of business that may extend beyond one year and that vary based on usage. These contracts are not included as part of our contractual obligations because they include terms that provide for cancellation with insignificant or no cancellation penalties. Contract terms are generally one year or less.

During the fourth quarter of 2011, we paid approximately \$38.3 million to fund tenant-related obligations, including tenant improvements and leasing commissions, and incurred approximately \$59.3 million of new tenant-related obligations associated with approximately 1.3 million square feet of second generation leases, or approximately \$47 per square foot. In addition, we signed leases for approximately 36,000 square feet at our development properties. The tenant-related obligations for the development properties are included within the projects' "Estimated Total Investment" referred to in "Item 7—Management's Discussion and Analysis of Financial Condition and Results of Operations—Liquidity and Capital Resources." In the aggregate, during the fourth quarter of 2011, we signed leases for approximately 1.3 million square feet of space and incurred aggregate tenant-related obligations of approximately \$62.4 million, or approximately \$48 per square foot.

**Off-Balance Sheet Arrangements — Joint Venture Indebtedness**

We have investments in twelve unconsolidated joint ventures (including our investment in the Value-Added Fund) with our effective ownership interests ranging from 25% to 60%. Nine of these ventures have mortgage indebtedness. We exercise significant influence over, but do not control, these entities and therefore they are presently accounted for using the equity method of accounting. See also Note 5 to the Consolidated Financial Statements. At December 31, 2011, the aggregate debt, including both our and our partners' share, incurred by these ventures was approximately \$3.0 billion (of which our proportionate share is approximately \$1.4 billion). The table below summarizes the outstanding debt of these joint venture properties at December 31, 2011. In addition to other guarantees specifically noted in the table, we have agreed to customary environmental indemnifications and nonrecourse carve-outs (e.g., guarantees against fraud, misrepresentation and bankruptcy) on certain of the loans.

Properties	Venture Ownership %	Stated Interest Rate	GAAP Interest Rate(1)	Stated Principal Amount	Historical Fair Value Adjustment	Carrying Amount	Maturity Date
(Dollars in thousands)							
<b>General Motors Building:</b>							
Secured 1 <sup>st</sup> Mortgage	60%	5.95%	6.50%	\$1,300,000	\$ (38,694)	\$1,261,306(1)(2)(3)	October 7, 2017
Mezzanine Loan	60%	6.02%	8.00%	306,000	(31,546)	274,454(1)(2)(4)	October 7, 2017
Partner Loans	60%	11.00%	11.00%	450,000	—	450,000(5)	June 9, 2017
125 West 55 <sup>th</sup> Street	60%	6.09%	6.15%	202,748	—	202,748(6)	March 10, 2020
540 Madison Avenue	60%	5.20%	6.75%	118,633	(2,578)	116,055(1)(7)	July 11, 2013
Metropolitan Square	51%	5.75%	5.81%	175,000	—	175,000	May 5, 2020
Market Square North	50%	4.85%	4.90%	130,000	—	130,000	October 1, 2020
Annapolis Junction	50%	2.00%	2.16%	42,250	—	42,250(8)	March 31, 2018
Annapolis Junction Lot 6	50%	1.93%	2.53%	8,285	—	8,285(2)(9)	November 17, 2013
<b>Mountain View Tech. Park</b>							
Secured 1 <sup>st</sup> Mortgage	39.5%	2.41%	2.98%	20,000	—	20,000(2)(10)(11)	November 22, 2014
BPLP loan	39.5%	10.0%	10.0%	3,700	—	3,700(2)(12)	November 22, 2014
<b>Mountain View Research Park:</b>							
Secured 1 <sup>st</sup> Mortgage	39.5%	2.76%	2.96%	91,882	—	91,882(10)(13)	May 31, 2014
BPLP loan	39.5%	10.0%	10.0%	6,375	—	6,375(2)(14)	May 31, 2014
500 North Capitol Street	30%	1.92%	2.60%	39,592	—	39,592(2)(15)	October 14, 2014
901 New York Avenue	25%	5.19%	5.27%	159,747	—	159,747	January 1, 2015
300 Billerica Road	25%	5.69%	6.04%	7,500	—	7,500(2)(10)	January 1, 2016
<b>Total</b>				<u>\$3,061,712</u>	<u>\$ (72,818)</u>	<u>\$2,988,894</u>	

- (1) GAAP interest rate differs from the stated interest rate due to the inclusion of the amortization of financing charges, effects of hedging transactions and adjustments required to reflect loans at their fair values upon acquisition. All adjustments to reflect loans at their fair value upon acquisition are noted above.
- (2) The loan requires interest only payments with a balloon payment due at maturity.
- (3) In connection with the assumption of the loan, we guaranteed the joint venture's obligation to fund various escrows, including tenant improvements, taxes and insurance in lieu of cash deposits. As of December 31, 2011, the maximum funding obligation under the guarantee was approximately \$20.5 million. We earn a fee from the joint venture for providing the guarantee and have an agreement with our partners to reimburse the joint venture for their share of any payments made under the guarantee.
- (4) Principal amount does not include the assumed mezzanine loan with an aggregate principal amount of \$294.0 million and a stated rate of 6.02% per annum, as the venture acquired the lenders' interest in this loan for a purchase price of approximately \$263.1 million in cash.
- (5) In connection with the capitalization of the joint venture, loans totaling \$450.0 million were funded by the venture's partners on a pro-rata basis. Our share of the partner loans totaling \$270.0 million has been reflected in Related Party Note Receivable on our Consolidated Balance Sheets.
- (6) In connection with the refinancing of this property's secured loan by the joint venture, we have guaranteed the joint venture's obligation to fund an escrow related to certain lease rollover costs in lieu of an initial cash deposit for the full amount. The maximum funding obligation under the guarantee was \$21.3 million. At closing, the joint venture funded a \$10.0 million cash deposit into an escrow account and the remaining \$11.3 million will be further reduced with scheduled monthly deposits from operating cash flows. As of December 31, 2011, the remaining funding obligation under the guarantee was approximately \$1.8 million. We earn a fee from the joint venture for providing the guarantee and have an agreement with the outside partners to reimburse the joint venture for their share of any payments made under the guarantee.
- (7) In connection with the assumption of the loan, we guaranteed the joint venture's obligation to fund tenant improvements and leasing commissions.

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- (8) Mortgage loan bears interest at a variable rate equal to LIBOR plus 1.75% per annum and matures on March 31, 2018 with one, three-year extension option, subject to certain conditions.
- (9) The construction financing bears interest at a variable rate equal to LIBOR plus 1.65% per annum and matures on November 17, 2013 with two, one-year extension options, subject to certain conditions.
- (10) This property is owned by the Value-Added Fund.
- (11) The mortgage loan bears interest at a variable rate equal to LIBOR plus 2.50% per annum.
- (12) In conjunction with the mortgage loan modification we agreed to lend up to \$6.0 million to the Value-Added Fund, of which approximately \$3.7 million had been advanced as of December 31, 2011. The loan from us bears interest at a fixed rate of 10.0% per annum and matures on November 22, 2014. This loan has been reflected in Related Party Note Receivable on our Consolidated Balance Sheets.
- (13) The mortgage loan bears interest at a variable rate equal to LIBOR plus 2.50% per annum.
- (14) In conjunction with the mortgage loan modification, we agreed to lend up to \$12.0 million to our Value-Added Fund, of which approximately \$6.4 million has been advanced to date. The loan from us bears interest at a fixed rate of 10.0% per annum and matures on May 31, 2014. This loan has been reflected in Related Party Note Receivable on our Consolidated Balance Sheets.
- (15) The construction financing bears interest at a variable rate equal to LIBOR plus 1.65% per annum and matures on October 14, 2014 with two, one-year extension options, subject to certain conditions.

## **Environmental Matters**

It is our policy to retain independent environmental consultants to conduct or update Phase I environmental assessments (which generally do not involve invasive techniques such as soil or ground water sampling) and asbestos surveys in connection with our acquisition of properties. These pre-purchase environmental assessments have not revealed environmental conditions that we believe will have a material adverse effect on our business, assets, financial condition, results of operations or liquidity, and we are not otherwise aware of environmental conditions with respect to our properties that we believe would have such a material adverse effect. However, from time to time environmental conditions at our properties have required and may in the future require environmental testing and/or regulatory filings, as well as remedial action.

In February 1999, we (through a joint venture) acquired from Exxon Corporation a property in Massachusetts that was formerly used as a petroleum bulk storage and distribution facility and was known by the state regulatory authority to contain soil and groundwater contamination. We developed an office park on the property. We engaged a specially licensed environmental consultant to oversee the management of contaminated soil and groundwater that was disturbed in the course of construction. Under the property acquisition agreement, Exxon agreed to (1) bear the liability arising from releases or discharges of oil and hazardous substances which occurred at the site prior to our ownership, (2) continue monitoring and/or remediating such releases and discharges as necessary and appropriate to comply with applicable requirements, and (3) indemnify us for certain losses arising from preexisting site conditions. Any indemnity claim may be subject to various defenses, and there can be no assurance that the amounts paid under the indemnity, if any, would be sufficient to cover the liabilities arising from any such releases and discharges.

Environmental investigations at some of our properties and certain properties owned by our affiliates have identified groundwater contamination migrating from off-site source properties. In each case we engaged a licensed environmental consultant to perform the necessary investigations and assessments, and to prepare any required submittals to the regulatory authorities. In each case the environmental consultant concluded that the properties qualify under the regulatory program or the regulatory practice for a status which eliminates certain deadlines for conducting response actions at a site. We also believe that these properties qualify for liability relief under certain statutory provisions or regulatory practices regarding upgradient releases. Although we believe that the current or former owners of the upgradient source properties may bear responsibility for some or all of the costs of addressing the identified groundwater contamination, we will take such further response actions (if any) that we deem necessary or advisable. Other than periodic testing at some of these properties, no such additional response actions are anticipated at this time.

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Some of our properties and certain properties owned by our affiliates are located in urban, industrial and other previously developed areas where fill or current or historical uses of the areas have caused site contamination. Accordingly, it is sometimes necessary to institute special soil and/or groundwater handling procedures and/or include particular building design features in connection with development, construction and other property operations in order to achieve regulatory closure and/or ensure that contaminated materials are addressed in an appropriate manner. In these situations it is our practice to investigate the nature and extent of detected contamination and estimate the costs of required response actions and special handling procedures. We then use this information as part of our decision-making process with respect to the acquisition and/or development of the property. For example, we own a parcel in Massachusetts which was formerly used as a quarry/asphalt batching facility. Pre-purchase testing indicated that the site contained relatively low levels of certain contaminants. We have developed an office park on this Property. Prior to and during redevelopment activities, we engaged a specially licensed environmental consultant to monitor environmental conditions at the site and prepare necessary regulatory submittals based on the results of an environmental risk characterization. A submittal has been made to the regulatory authorities in order to achieve regulatory closure at this site. The submittal included an environmental deed restriction that mandates compliance with certain protective measures in a portion of the site where low levels of residual soil contamination have been left in place in accordance with applicable laws.

We expect that resolution of the environmental matters relating to the above will not have a material impact on our business, assets, financial condition, results of operations or liquidity. However, we cannot assure you that we have identified all environmental liabilities at our properties, that all necessary remediation actions have been or will be undertaken at our properties or that we will be indemnified, in full or at all, in the event that such environmental liabilities arise.

### **Reclassifications and Adoption of New Accounting Pronouncements**

Certain prior year amounts have been reclassified to conform to the current year presentation. In addition, certain prior year amounts have been revised as a result of the adoption on January 1, 2009 of (1) ASC 470-20 (formerly known as FSP No. APB 14-1) (See Note 8 of the Consolidated Financial Statements), (2) the guidance included in ASC 810 "Consolidation" (formerly known as SFAS No. 160, "Noncontrolling Interests in Consolidated Financial Statements—an amendment of ARB No. 51" ("SFAS No. 160")) and ASC 480-10-S99 "Distinguishing Liabilities from Equity" (formerly known as EITF Topic No. D-98 "Classification and Measurement of Redeemable Securities" (Amended) and (3) the guidance included in ASC 260-10 "Earnings Per Share" (formerly known as FSP EITF 03-06-1, "Determining Whether Instruments Granted in Share-Based Payment Transactions are Participating Securities" ) (See Note 15 of the Consolidated Financial Statements).

### **Inflation**

Substantially all of our leases provide for separate real estate tax and operating expense escalations over a base amount. In addition, many of our leases provide for fixed base rent increases or indexed increases. We believe that inflationary increases in costs may be at least partially offset by the contractual rent increases and operating expense escalations.

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**Item 7A. Quantitative and Qualitative Disclosures about Market Risk**

As of December 31, 2011, approximately \$8.7 billion of our consolidated borrowings bore interest at fixed rates and none of our consolidated borrowings bore interest at variable rates, and therefore the fair value of these instruments is affected by changes in the market interest rates. The table below does not include our unconsolidated joint venture debt. For a discussion concerning our unconsolidated joint venture debt, see Note 5 to the Consolidated Financial Statements and “Item 7.—Management’s Discussion and Analysis of Financial Condition and Results of Operations—Off-Balance Sheet Arrangements—Joint Venture Indebtedness.”

	2012	2013	2014	2015	2016	2016+	Total	Fair Value
(dollars in thousands)								
<b>Secured debt</b>								
Fixed Rate	\$ 255,802	\$ 107,480	\$ 91,719	\$ 30,339	\$ 401,855	\$ 2,236,072	\$ 3,123,267	\$ 3,297,903
Average Interest Rate	4.99%	5.99%	5.66%	5.87%	6.84%	5.18%	5.43%	
Variable Rate	—	—	—	—	—	—	—	—
<b>Unsecured debt</b>								
Fixed Rate	\$ —	\$ 224,907	\$ —	\$ 549,313	\$ —	\$ 3,090,966	\$ 3,865,186	\$ 4,148,461
Average Interest Rate	—	6.36%	—	5.47%	—	4.87%	5.04%	
Variable Rate	—	—	—	—	—	—	—	—
<b>Unsecured exchangeable debt</b>								
Fixed Rate(1)	\$ 575,801	\$ 450,000	\$ 744,431	\$ —	\$ —	\$ —	\$ 1,770,232	\$ 1,904,115
Adjustment for the equity component allocation	(29,057)	(23,052)	(2,438)	—	—	—	(54,547)	—
<b>Total Fixed Rate</b>	<b>546,744</b>	<b>426,948</b>	<b>741,993</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>1,715,685</b>	<b>—</b>
Average Interest Rate	5.63%	5.96%	6.56%	—	—	—	6.09%	
Variable Rate	—	—	—	—	—	—	—	—
<b>Total Debt</b>	<b>\$ 802,546</b>	<b>\$ 759,335</b>	<b>\$ 833,712</b>	<b>\$ 579,652</b>	<b>\$ 401,855</b>	<b>\$ 5,327,038</b>	<b>\$ 8,704,138</b>	<b>\$ 9,350,479</b>

(1) Amounts are included in the year in which the first optional redemption date occurs (or, in the case of the exchangeable notes due 2014, the year of maturity).

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

Additional disclosure about market risk is incorporated herein by reference from “Management’s Discussion and Analysis of Financial Condition and Results of Operations—Liquidity and Capital Resources—Market Risk.”

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Item 8. *Financial Statements and Supplementary Data*

**BOSTON PROPERTIES LIMITED PARTNERSHIP  
INDEX TO CONSOLIDATED FINANCIAL STATEMENTS**

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All other schedules for which a provision is made in the applicable accounting regulations of the Securities and Exchange Commission are not required under the related instructions or are inapplicable, and therefore have been omitted.

**Management's Report on Internal Control over  
Financial Reporting**

Management of Boston Properties, Inc., the sole general partner of Boston Properties Limited Partnership ("the Company"), is responsible for establishing and maintaining adequate internal control over financial reporting for the Company. The Company's internal control over financial reporting is a process designed under the supervision of the principal executive officer and principal financial officer of Boston Properties, Inc. to provide reasonable assurance regarding the reliability of financial reporting and the preparation of the Company's financial statements for external reporting purposes in accordance with U.S. generally accepted accounting principles.

As of the end of the Company's 2011 fiscal year, management conducted assessments of the effectiveness of the Company's internal control over financial reporting based on the framework established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Based on these assessments, management has determined that the Company's internal control over financial reporting as of December 31, 2011 was effective.

Our internal control over financial reporting includes policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect transactions and dispositions of our assets; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with U.S. generally accepted accounting principles, and that receipts and expenditures are being made only in accordance with authorizations of management and the directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company's assets that could have a material effect on our financial statements.

The effectiveness of the Company's internal control over financial reporting as of December 31, 2011 has been audited by PricewaterhouseCoopers LLP, an independent registered public accounting firm, as stated in their report appearing on page 103, which expresses an unqualified opinion on the effectiveness of the Company's internal control over financial reporting as of December 31, 2011.



**Report of Independent Registered Public Accounting Firm**

To the Partners of  
Boston Properties Limited Partnership:

In our opinion, the consolidated financial statements listed in the accompanying index present fairly, in all material respects, the financial position of Boston Properties Limited Partnership and its subsidiaries at December 31, 2011 and December 31, 2010, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2011 in conformity with accounting principles generally accepted in the United States of America. In addition, in our opinion, the financial statement schedule listed in the accompanying index presents fairly, in all material respects, the information set forth therein when read in conjunction with the related consolidated financial statements. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2011, based on criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The Company's management is responsible for these financial statements and financial statement schedule, for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Report on Internal Control over Financial Reporting. Our responsibility is to express opinions on these financial statements, on the financial statement schedule, and on the Company's internal control over financial reporting based on our integrated audits. We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

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

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

/s/ PricewaterhouseCoopers LLP  
Boston, Massachusetts  
February 28, 2012

**BOSTON PROPERTIES LIMITED PARTNERSHIP**  
**CONSOLIDATED BALANCE SHEETS**  
(in thousands, except for unit amounts)

	December 31, 2011	December 31, 2010
<b><u>ASSETS</u></b>		
Real estate, at cost:	\$ 12,949,326	\$ 12,324,789
Less: accumulated depreciation	(2,593,780)	(2,282,835)
Total real estate	10,355,546	10,041,954
Cash and cash equivalents	1,823,208	478,948
Cash held in escrows	40,332	308,031
Investments in securities	9,548	8,732
Tenant and other receivables (net of allowance for doubtful accounts of \$1,766 and \$2,081, respectively)	79,838	60,813
Related party notes receivable	280,442	270,000
Interest receivable from related party notes receivable	89,854	69,005
Accrued rental income (net of allowance of \$2,515 and \$3,116, respectively)	522,675	442,683
Deferred charges, net	445,403	436,019
Prepaid expenses and other assets	75,458	65,663
Investments in unconsolidated joint ventures	669,722	767,252
Total assets	<u>\$ 14,392,026</u>	<u>\$ 12,949,100</u>
<b><u>LIABILITIES AND CAPITAL</u></b>		
<b>Liabilities:</b>		
Mortgage notes payable, net	\$ 3,123,267	\$ 3,047,586
Unsecured senior notes (net of discount of \$9,814 and \$8,402, respectively)	3,865,186	3,016,598
Unsecured exchangeable senior notes (net of discount of \$3,462 and \$8,249, respectively)	1,715,685	1,721,817
Unsecured line of credit	—	—
Accounts payable and accrued expenses	155,139	161,592
Distributions payable	91,901	81,031
Accrued interest payable	69,105	62,327
Other liabilities	293,515	237,467
Total liabilities	<u>9,313,798</u>	<u>8,328,418</u>
Commitments and contingencies	—	—
<b>Noncontrolling interests:</b>		
Redeemable partnership units—1,113,044 preferred units outstanding (1,460,688 common units at redemption value, if converted) at December 31, 2011 and December 31, 2010	145,484	125,765
Redeemable partnership units—16,562,838 and 19,387,871 common units and 1,601,004 and 1,507,164 long term incentive units outstanding at redemption value at December 31, 2011 and December 31, 2010, respectively	1,809,119	1,801,592
<b>Capital:</b>		
Boston Properties Limited Partnership partners' capital—1,662,715 and 1,610,941 general partner units and 146,444,896 and 138,588,164 limited partner units outstanding at December 31, 2011 and December 31, 2010, respectively	3,124,688	2,693,939
Noncontrolling interests in property partnerships	(1,063)	(614)
Total capital	<u>3,123,625</u>	<u>2,693,325</u>
Total liabilities and capital	<u>\$ 14,392,026</u>	<u>\$ 12,949,100</u>

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

**BOSTON PROPERTIES LIMITED PARTNERSHIP**  
**CONSOLIDATED STATEMENTS OF OPERATIONS**

	For the Year Ended December 31,		
	2011	2010	2009
(In thousands, except for per unit amounts)			
<b>Revenue</b>			
Rental			
Base rent	\$ 1,407,070	\$ 1,231,564	\$ 1,185,431
Recoveries from tenants	201,395	180,719	200,899
Parking and other	83,097	64,490	66,597
Total rental revenue	1,691,562	1,476,773	1,452,927
Hotel revenue	34,529	32,800	30,385
Development and management services	33,435	41,231	34,878
Total revenue	1,759,526	1,550,804	1,518,190
<b>Expenses</b>			
Operating			
Rental	593,977	501,694	501,799
Hotel	26,128	25,153	23,966
General and administrative	81,442	79,658	75,447
Acquisition costs	155	2,614	—
Suspension of development	—	(7,200)	27,766
Depreciation and amortization	430,961	330,148	313,458
Total expenses	1,132,663	932,067	942,436
Operating income	626,863	618,737	575,754
<b>Other income (expense)</b>			
Income from unconsolidated joint ventures	85,896	36,774	12,058
Interest and other income	5,358	7,332	4,059
Gains (losses) from investments in securities	(443)	935	2,434
Interest expense	(394,131)	(378,079)	(322,833)
Losses from early extinguishments of debt	(1,494)	(89,883)	(510)
Income from continuing operations	322,049	195,816	270,962
Gains on sales of real estate	—	2,734	11,760
Net income	322,049	198,550	282,722
<b>Net income attributable to noncontrolling interests</b>			
Noncontrolling interests in property partnerships	(1,558)	(3,464)	(2,778)
Noncontrolling interest—redeemable preferred units	(3,339)	(3,343)	(3,594)
Net income attributable to Boston Properties Limited Partnership	\$ 317,152	\$ 191,743	\$ 276,350
<b>Basic earnings per common unit attributable to Boston Properties Limited Partnership:</b>			
Net income	\$ 1.93	\$ 1.20	\$ 1.83
Weighted average number of common units outstanding	164,486	159,821	151,386
<b>Diluted earnings per common unit attributable to Boston Properties Limited Partnership:</b>			
Net income	\$ 1.92	\$ 1.20	\$ 1.82
Weighted average number of common and common equivalent units outstanding	165,011	160,438	151,848

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

**BOSTON PROPERTIES LIMITED PARTNERSHIP**  
**CONSOLIDATED STATEMENTS OF**  
**COMPREHENSIVE INCOME**

	For the year ended December 31,		
	2011	2010	2009
Net income	\$322,049	\$ 198,550	\$282,722
Other comprehensive income:		(in thousands)	
Net effective portion of interest rate contracts	—	421	—
Amortization of interest rate contracts	2,595	3,408	2,904
Other comprehensive income	2,595	3,829	2,904
Comprehensive income	324,644	202,379	285,626
Comprehensive income attributable to noncontrolling interests	(4,897)	(6,807)	(6,372)
Comprehensive income attributable to Boston Properties Limited Partnership	<u>\$319,747</u>	<u>\$ 195,572</u>	<u>\$279,254</u>

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

**BOSTON PROPERTIES LIMITED PARTNERSHIP**  
**CONSOLIDATED STATEMENTS OF PARTNERS' CAPITAL**  
**FOR THE YEARS ENDED DECEMBER 31, 2011, 2010 AND 2009**  
**(dollars in thousands)**

	<b>Total Partners' Capital</b>
Balance at December 31, 2008	\$ 2,664,853
Contributions	853,115
Net income allocable to general and limited partner units	239,228
Distributions	(290,534)
Accumulated other comprehensive loss	2,514
Unearned compensation	(579)
Conversion of redeemable partnership units	3,970
Adjustment to reflect redeemable partnership units at redemption value	(290,547)
Balance at December 31, 2009	3,182,020
Contributions	26,750
Net income allocable to general and limited partner units	167,295
Distributions	(279,268)
Accumulated other comprehensive loss	3,341
Unearned compensation	(1,075)
Acquisition of noncontrolling interest in property partnership	(19,098)
Acquisition of equity component of exchangeable senior notes	(439)
Conversion of redeemable partnership units	17,182
Adjustment to reflect redeemable partnership units at redemption value	(402,769)
Balance at December 31, 2010	2,693,939
Contributions	450,412
Net income allocable to general and limited partner units	280,902
Distributions	(300,996)
Accumulated other comprehensive loss	2,298
Unearned compensation	6,537
Conversion of redeemable partnership units	85,498
Adjustment to reflect redeemable partnership units at redemption value	(93,902)
Balance at December 31, 2011	<u>\$ 3,124,688</u>

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

**BOSTON PROPERTIES LIMITED PARTNERSHIP**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**

	For the year ended December 31,		
	2011	2010	2009
	(in thousands)		
<b>Cash flows from operating activities:</b>			
Net income	\$ 322,049	\$ 198,550	\$ 282,722
<b>Adjustments to reconcile net income to net cash provided by operating activities</b>			
Depreciation and amortization	430,961	330,148	313,458
Non-cash compensation expense	29,672	32,852	26,636
Income from unconsolidated joint ventures	(85,896)	(36,774)	(12,058)
Distributions of net cash flow from operations of unconsolidated joint ventures	39,851	16,734	12,676
Losses (gains) on investments in securities	443	(935)	(2,434)
Non-cash portion of interest expense	54,962	56,174	55,664
Settlement of accreted debt discount on repurchases of unsecured exchangeable senior notes	(5,601)	(17,555)	—
Losses from early extinguishments of debt	1,494	12,211	10
Suspension of development	—	(7,200)	27,766
Non-cash rental revenue	—	—	(3,600)
Gains on sales of real estate	—	(2,734)	(11,760)
<b>Change in assets and liabilities:</b>			
Cash held in escrows	(9,801)	(8,664)	103
Tenant and other receivables, net	(19,396)	(5,115)	1,844
Accrued rental income, net	(79,992)	(79,562)	(46,410)
Prepaid expenses and other assets	(39,213)	3,239	4,717
Accounts payable and accrued expenses	6,660	(32,839)	14,848
Accrued interest payable	6,778	(13,731)	8,926
Other liabilities	6,569	(9,393)	(9,452)
Tenant leasing costs	(53,212)	(59,513)	(46,280)
Total adjustments	<u>284,279</u>	<u>177,343</u>	<u>334,654</u>
Net cash provided by operating activities	<u>606,328</u>	<u>375,893</u>	<u>617,376</u>
<b>Cash flows from investing activities:</b>			
Acquisitions of real estate	(112,180)	(394,363)	(3,664)
Construction in process	(271,856)	(321,978)	(371,958)
Building and other capital improvements	(61,961)	(20,683)	(28,630)
Tenant improvements	(76,320)	(113,495)	(38,592)
Proceeds from land transaction	43,887	—	—
Proceeds from mortgage loan released from (placed in) escrow	267,500	(267,500)	—
Deposit on real estate released from (placed in) escrow	10,000	(10,000)	—
Acquisition of note receivable	—	(22,500)	—
Issuance of notes receivable	(10,442)	—	—
Capital contributions to unconsolidated joint ventures	(17,970)	(62,806)	(11,015)
Capital distributions from unconsolidated joint ventures	140,505	49,902	3,180
Investments in securities, net	(1,259)	2,149	4,078
Net cash used in investing activities	<u>(90,096)</u>	<u>(1,161,274)</u>	<u>(446,601)</u>

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

**BOSTON PROPERTIES LIMITED PARTNERSHIP**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**

	For the year ended December 31,		
	2011	2010	2009
	(in thousands)		
<b>Cash flows from financing activities:</b>			
Proceeds from mortgage notes payable	1,178,306	268,964	107,929
Repayments of mortgage notes payable	(1,251,841)	(730,191)	(125,238)
Proceeds from unsecured senior notes	848,019	1,542,947	699,517
Repurchases of unsecured senior notes	—	(700,000)	—
Repurchases of unsecured exchangeable senior notes	(44,586)	(218,592)	—
Repurchase of equity component of unsecured exchangeable senior notes	—	(439)	—
Repayments of unsecured line of credit	—	—	(100,000)
Repayment of note payable	—	—	(25,000)
Deferred financing costs	(15,970)	(16,353)	(9,849)
Deposit on mortgage loan financing	(14,500)	—	—
Returned deposit on mortgage loan financing	14,500	—	—
Net proceeds from ATM stock issuances	439,037	—	—
Partner contributions	9,667	22,593	850,624
Distributions	(332,597)	(324,686)	(357,328)
Acquisition of noncontrolling interest in property partnership	—	(25,482)	—
Distributions to noncontrolling interests in property partnerships	(2,007)	(3,365)	(4,007)
Net cash provided by (used in) financing activities	<u>828,028</u>	<u>(184,604)</u>	<u>1,036,648</u>
Net increase (decrease) in cash and cash equivalents	1,344,260	(969,985)	1,207,423
Cash and cash equivalents, beginning of the year	478,948	1,448,933	241,510
Cash and cash equivalents, end of the year	<u>\$ 1,823,208</u>	<u>\$ 478,948</u>	<u>\$ 1,448,933</u>
<b>Supplemental disclosures:</b>			
Cash paid for interest	<u>\$ 386,170</u>	<u>\$ 394,172</u>	<u>\$ 307,059</u>
Interest capitalized	<u>\$ 48,178</u>	<u>\$ 40,981</u>	<u>\$ 48,816</u>
<b>Non-cash investing and financing activities:</b>			
Additions to real estate included in accounts payable	<u>\$ 10,767</u>	<u>\$ 3,693</u>	<u>\$ 36,789</u>
Mortgage notes payable assumed in connection with the acquisition of real estate	<u>\$ 143,900</u>	<u>\$ 843,104</u>	<u>\$ —</u>
Note receivable converted to real estate	<u>\$ —</u>	<u>\$ 22,500</u>	<u>\$ —</u>
Distributions declared but not paid	<u>\$ 91,901</u>	<u>\$ 81,031</u>	<u>\$ 80,536</u>
Conversions of redeemable partnership units to partners' capital	<u>\$ 85,498</u>	<u>\$ 17,182</u>	<u>\$ 3,970</u>
Issuance of restricted securities to employees	<u>\$ 25,087</u>	<u>\$ 19,222</u>	<u>\$ 22,964</u>

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

**BOSTON PROPERTIES LIMITED PARTNERSHIP**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**1. Organization and Basis of Presentation**

*Organization*

Boston Properties Limited Partnership (the “Company”), a Delaware limited partnership, is the entity through which Boston Properties, Inc., a self-administered and self-managed real estate investment trust (“REIT”), conducts substantially all of its business and owns (either directly or through subsidiaries) substantially all of its assets. Boston Properties, Inc. is the sole general partner of the Company and at December 31, 2011 owned an approximate 88.3% (86.2% at December 31, 2010) general and limited partnership interest in the Company. Partnership interests in the Company are denominated as “common units of partnership interest” (also referred to as “OP Units”), “long term incentive units of partnership interest” (also referred to as “LTIP Units”) or “preferred units of partnership interest” (also referred to as “Preferred Units”). In addition, in February 2008 and February 2011, the Company issued LTIP Units in connection with the granting to employees of outperformance awards (also referred to as “2008 OPP Units” and “2011 OPP Units,” respectively). Because the rights, preferences and privileges of 2008 OPP Units and 2011 OPP Units differ from other LTIP Units granted to employees as part of the annual compensation process, unless specifically noted otherwise, all references to LTIP Units exclude 2008 OPP Units and 2011 OPP Units. On February 5, 2011, the measurement period for the Company’s 2008 OPP Unit awards expired and Boston Properties, Inc.’s total return to shareholders (“TRS”) was not sufficient for employees to earn and therefore become eligible to vest in any of the 2008 OPP Unit awards. Accordingly, all 2008 OPP Unit awards were automatically forfeited (See Note 17).

Unless specifically noted otherwise, all references to OP Units exclude units held by Boston Properties, Inc. A holder of an OP Unit may present such OP Unit to the Company for redemption at any time (subject to restrictions agreed upon at the time of issuance of OP Units to particular holders that may restrict such redemption right for a period of time, generally one year from issuance). Upon presentation of an OP Unit for redemption, the Company must redeem such OP Unit for cash equal to the then value of a share of common stock of Boston Properties, Inc. (“Common Stock”). In lieu of a cash redemption, Boston Properties, Inc. may elect to acquire such OP Unit for one share of Common Stock. Because the number of shares of Common Stock outstanding at all times equals the number of OP Units that Boston Properties, Inc. owns, one share of Common Stock is generally the economic equivalent of one OP Unit, and the quarterly distribution that may be paid to the holder of an OP Unit equals the quarterly dividend that may be paid to the holder of a share of Common Stock. An LTIP Unit is generally the economic equivalent of a share of restricted common stock of Boston Properties, Inc. LTIP Units, whether vested or not, will receive the same quarterly per unit distributions as OP Units, which equal per share dividends on Common Stock (See Note 17).

At December 31, 2011, there was one series of Preferred Units outstanding (i.e., Series Two Preferred Units). The Series Two Preferred Units bear a distribution that is set in accordance with an amendment to the partnership agreement of the Company. Preferred Units may also be converted into OP Units at the election of the holder thereof or the Company in accordance with the amendment to the partnership agreement (See Note 11).

All references to the Company refer to Boston Properties Limited Partnership and its consolidated subsidiaries, collectively, unless the context otherwise requires.

*Properties*

At December 31, 2011, the Company owned or had interests in a portfolio of 153 commercial real estate properties (the “Properties”) aggregating approximately 42.2 million net rentable square feet, including seven properties under construction totaling approximately 2.6 million net rentable square feet. In addition, the



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Company had structured parking for approximately 44,528 vehicles containing approximately 15.1 million square feet. At December 31, 2011, the Properties consist of:

- 146 office properties, including 128 Class A office properties (including six properties under construction) and 18 Office/Technical properties;
- one hotel;
- three retail properties; and
- three residential properties (including one property under construction).

The Company owns or controls undeveloped land parcels totaling approximately 510.5 acres. In addition, the Company has a noncontrolling interest in the Boston Properties Office Value-Added Fund, L.P. (the "Value-Added Fund"), which is a strategic partnership with two institutional investors through which the Company has pursued the acquisition of value-added investments in assets within its existing markets. The Company's investments through the Value-Added Fund are not included in its portfolio information or any other portfolio level statistics. At December 31, 2011, the Value-Added Fund had investments in 24 buildings comprised of an office property in Chelmsford, Massachusetts and office complexes in Mountain View, California.

The Company considers Class A office properties to be centrally located buildings that are professionally managed and maintained, that attract high-quality tenants and command upper-tier rental rates, and that are modern structures or have been modernized to compete with newer buildings. The Company considers Office/Technical properties to be properties that support office, research and development, laboratory and other technical uses. The Company's definitions of Class A Office and Office/Technical properties may be different than those used by other companies. Net rentable square feet amounts are unaudited.

### *Basis of Presentation*

Boston Properties, Inc. does not have any other significant assets, liabilities or operations, other than its investment in the Company, nor does it have employees of its own. The Company, not Boston Properties, Inc., executes all significant business relationships. All majority-owned subsidiaries and affiliates over which the Company has financial and operating control and variable interest entities ("VIE"s) in which the Company has determined it is the primary beneficiary are included in the consolidated financial statements. All significant intercompany balances and transactions have been eliminated in consolidation. The Company accounts for all other unconsolidated joint ventures using the equity method of accounting. Accordingly, the Company's share of the earnings of these joint ventures and companies is included in consolidated net income.

## **2. Summary of Significant Accounting Policies**

### *Real Estate*

Upon acquisitions of real estate, the Company assesses the fair value of acquired tangible and intangible assets (including land, buildings, tenant improvements, "above-" and "below-market" leases, leasing and assumed financing origination costs, acquired in-place leases, other identified intangible assets and assumed liabilities, and allocates the purchase price to the acquired assets and assumed liabilities, including land at appraised value and buildings as if vacant. The Company assesses and considers fair value based on estimated cash flow projections that utilize discount and/or capitalization rates that it deems appropriate, as well as available market information. Estimates of future cash flows are based on a number of factors including the historical operating results, known and anticipated trends, and market and economic conditions. The fair value of the tangible assets of an acquired property considers the value of the property as if it were vacant. The Company also considers an allocation of purchase price of other acquired intangibles, including acquired in-place leases that may have a customer relationship intangible value, including (but not limited to) the nature and extent of the existing relationship with the tenants, the tenant's credit quality and expectations of lease renewals. Based on its acquisitions to date, the Company's allocation to customer relationship intangible assets has been immaterial.

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The Company records acquired “above-” and “below-market” leases at their fair values (using a discount rate which reflects the risks associated with the leases acquired) equal to the difference between (1) the contractual amounts to be paid pursuant to each in-place lease and (2) management’s estimate of fair market lease rates for each corresponding in-place lease, measured over a period equal to the remaining term of the lease for above-market leases and the initial term plus the term of any below-market fixed rate renewal options for below- market leases. Other intangible assets acquired include amounts for in-place lease values that are based on the Company’s evaluation of the specific characteristics of each tenant’s lease. Factors to be considered include estimates of carrying costs during hypothetical expected lease-up periods considering current market conditions, and costs to execute similar leases. In estimating carrying costs, the Company includes real estate taxes, insurance and other operating expenses and estimates of lost rentals at market rates during the expected lease-up periods, depending on local market conditions. In estimating costs to execute similar leases, the Company considers leasing commissions, legal and other related expenses.

Management reviews its long-lived assets used in operations for impairment following the end of each quarter and when there is an event or change in circumstances that indicates an impairment in value. An impairment loss is recognized if the carrying amount of its assets is not recoverable and exceeds its fair value. If such criteria are present, an impairment loss is recognized based on the excess of the carrying amount of the asset over its fair value. The evaluation of anticipated cash flows is highly subjective and is based in part on assumptions regarding future occupancy, rental rates and capital requirements that could differ materially from actual results in future periods. Since cash flows on properties considered to be “long-lived assets to be held and used” are considered on an undiscounted basis to determine whether an asset has been impaired, the Company’s established strategy of holding properties over the long term directly decreases the likelihood of recording an impairment loss. If the Company’s strategy changes or market conditions otherwise dictate an earlier sale date, an impairment loss may be recognized and such loss could be material. If the Company determines that impairment has occurred, the affected assets must be reduced to their fair value.

ASC 360 (formerly known as SFAS No. 144) requires that qualifying assets and liabilities and the results of operations that have been sold, or otherwise qualify as “held for sale,” be presented as discontinued operations in all periods presented if the property operations are expected to be eliminated and the Company will not have significant continuing involvement following the sale. The components of the property’s net income that is reflected as discontinued operations include the net gain (or loss) upon the disposition of the property held for sale, operating results, depreciation and interest expense (if the property is subject to a secured loan). The Company generally considers assets to be “held for sale” when the transaction has been approved by Boston Properties, Inc.’s Board of Directors, or a committee thereof, and there are no known significant contingencies relating to the sale, such that the property sale within one year is considered probable. Following the classification of a property as “held for sale,” no further depreciation is recorded on the assets, and the asset is written down to the lower of carrying value or fair market value.

Real estate is stated at depreciated cost. A variety of costs are incurred in the acquisition, development and leasing of properties. The cost of buildings and improvements includes the purchase price of property, legal fees and other acquisition costs. Effective January 1, 2009, the Company was required to expense costs that an acquirer incurs to effect a business combination such as legal, due diligence and other closing related costs. Costs directly related to the development of properties are capitalized. Capitalized development costs include interest, internal wages, property taxes, insurance, and other project costs incurred during the period of development. After the determination is made to capitalize a cost, it is allocated to the specific component of a project that is benefited. Determinations of when a development project commences and capitalization begins, and when a development project is substantially complete and held available for occupancy and capitalization must cease, involve a degree of judgment. The Company’s capitalization policy on development properties is guided by guidance in ASC 835-20 “Capitalization of Interest” and ASC 970 “Real Estate – General” (formerly known as SFAS No. 34 “Capitalization of Interest Cost” and SFAS No. 67 “Accounting for Costs and the Initial Rental Operations of Real Estate Projects”). The costs of land and buildings under development include specifically identifiable costs. The capitalized costs include pre-construction costs necessary to the development of the

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property, development costs, construction costs, interest costs, real estate taxes, salaries and related costs and other costs incurred during the period of development. The Company begins the capitalization of costs during the pre-construction period, which it defines as activities that are necessary to the development of the property. The Company considers a construction project as substantially completed and held available for occupancy upon the completion of tenant improvements, but no later than one year from cessation of major construction activity. The Company ceases capitalization on the portion (1) substantially completed and (2) occupied or held available for occupancy, and capitalizes only those costs associated with the portion under construction, or if activities necessary for the development of the property have been suspended. Interest costs capitalized for the years ended December 31, 2011, 2010 and 2009 were \$48.2 million, \$41.0 million and \$48.8 million, respectively. Salaries and related costs capitalized for the years ended December 31, 2011, 2010 and 2009 were \$6.5 million, \$6.2 million and \$7.9 million, respectively.

Expenditures for repairs and maintenance are charged to operations as incurred. Significant betterments are capitalized. When assets are sold or retired, their costs and related accumulated depreciation are removed from the accounts with the resulting gains or losses reflected in net income or loss for the period.

The Company computes depreciation and amortization on properties using the straight-line method based on estimated useful asset lives. In accordance with ASC 805 (formerly known as SFAS No. 141(R)), the Company allocates the acquisition cost of real estate to land, building, tenant improvements, acquired "above-" and "below-market" leases, origination costs and acquired in-place leases based on an assessment of their fair value and depreciates or amortizes these assets (or liabilities) over their useful lives. The amortization of acquired "above-" and "below-market" leases and acquired in-place leases is recorded as an adjustment to revenue and depreciation and amortization, respectively, in the Consolidated Statements of Operations.

Depreciation is computed on a straight-line basis over the estimated useful lives of the assets as follows:

Land improvements	25 to 40 years
Buildings and improvements	10 to 40 years
Tenant improvements	Shorter of useful life or terms of related lease
Furniture, fixtures, and equipment	3 to 7 years

### *Cash and Cash Equivalents*

Cash and cash equivalents consist of cash on hand and investments with maturities of three months or less from the date of purchase. The majority of the Company's cash and cash equivalents are held at major commercial banks which may at times exceed the Federal Deposit Insurance Corporation limit of \$250,000. The Company has not experienced any losses to date on its invested cash.

### *Cash Held in Escrows*

Escrows include amounts established pursuant to various agreements for security deposits, property taxes, insurance and other costs.

### *Investments in Securities*

The Company accounts for investments in trading securities at fair value, with gains or losses resulting from changes in fair value recognized currently in earnings. The designation of trading securities is generally determined at acquisition. The Company maintains a deferred compensation plan that is designed to allow officers of the Company to defer a portion of their current income on a pre-tax basis and receive a tax-deferred return on these deferrals. The Company's obligation under the plan is that of an unsecured promise to pay the deferred compensation to the plan participants in the future. At December 31, 2011 and 2010, the Company has funded approximately \$9.5 million and \$8.7 million, respectively, into a separate account, which is not restricted

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as to its use. The Company recognized gains (losses) of approximately \$(0.4) million, \$0.9 million and \$2.2 million on its investments in the account associated with the Company's deferred compensation plan during the years ended December 31, 2011, 2010 and 2009, respectively.

### *Tenant and other receivables*

Tenant and other accounts receivable, other than accrued rents receivable, are expected to be collected within one year.

### *Deferred Charges*

Deferred charges include leasing costs and financing fees. Leasing costs include an allocation for acquired intangible in-place lease values and direct and incremental fees and costs incurred in the successful negotiation of leases, including brokerage, legal, internal leasing employee salaries and other costs which have been deferred and are being amortized on a straight-line basis over the terms of the respective leases. Internal leasing salaries and related costs capitalized for the years ended December 31, 2011, 2010 and 2009 were \$4.4 million, \$5.4 million and \$3.3 million, respectively. External fees and costs incurred to obtain long-term financing have been deferred and are being amortized over the terms of the respective loans on a basis that approximates the effective interest method and are included with interest expense. Unamortized financing and leasing costs are charged to expense upon the early repayment or significant modification of the financing or upon the early termination of the lease, respectively. Fully amortized deferred charges are removed from the books upon the expiration of the lease or maturity of the debt.

### *Investments in Unconsolidated Joint Ventures*

The Company consolidates variable interest entities in which it is considered to be the primary beneficiary. The primary beneficiary is defined by the entity having both of the following characteristics: (1) the power to direct the activities that, when taken together, most significantly impact the variable interest entity's performance, and (2) the obligation to absorb losses and right to receive the returns from the variable interest entity that would be significant to the variable interest entity. Except for ownership interests in variable interest entities for which the Company is the primary beneficiary, the Company account for its investments in joint ventures under the equity method of accounting because it exercises significant influence over, but does not control, these entities. The Company's judgment with respect to its level of influence or control of an entity involves the consideration of various factors including the form of the Company's ownership interest, its representation in the entity's governance, the size of its investment (including loans), estimates of future cash flows, its ability to participate in policy making decisions and the rights of the other investors to participate in the decision making process and to replace the Company as manager and/or liquidate the venture, if applicable. The Company's assessment of its influence or control over an entity affects the presentation of these investments in the Company's consolidated financial statements.

These investments are recorded initially at cost, as Investments in Unconsolidated Joint Ventures, and subsequently adjusted for equity in earnings and cash contributions and distributions. Any difference between the carrying amount of these investments on the balance sheet and the underlying equity in net assets is amortized as an adjustment to equity in earnings of unconsolidated joint ventures over the life of the related asset. Under the equity method of accounting, the net equity investment of the Company is reflected within the Consolidated Balance Sheets, and the Company's share of net income or loss from the joint ventures is included within the Consolidated Statements of Operations. The joint venture agreements may designate different percentage allocations among investors for profits and losses, however, the Company's recognition of joint venture income or loss generally follows the joint venture's distribution priorities, which may change upon the achievement of certain investment return thresholds. The Company may account for cash distributions in excess of its investment in an unconsolidated joint venture as income when the Company is not the general partner in a limited

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partnership and when the Company has neither the requirement nor the intent to provide financial support to the joint venture. The Company's investments in unconsolidated joint ventures are reviewed for impairment periodically and the Company records impairment charges when events or circumstances change indicating that a decline in the fair values below the carrying values has occurred and such decline is other-than-temporary. The ultimate realization of the investment in unconsolidated joint ventures is dependent on a number of factors, including the performance of each investment and market conditions. The Company will record an impairment charge if it determines that a decline in the value below the carrying value of an investment in an unconsolidated joint venture is other than temporary.

To the extent that the Company contributes assets to a joint venture, the Company's investment in the joint venture is recorded at the Company's cost basis in the assets that were contributed to the joint venture. To the extent that the Company's cost basis is different than the basis reflected at the joint venture level, the basis difference is amortized over the life of the related asset and included in the Company's share of equity in net income of the joint venture. In accordance with the provisions of ASC 970-323 "Investments—Equity Method and Joint Ventures" ("ASC 970-323") (formerly Statement of Position 78-9 "Accounting for Investments in Real Estate Ventures" ("SOP 78-9")), the Company will recognize gains on the contribution of real estate to joint ventures, relating solely to the outside partner's interest, to the extent the economic substance of the transaction is a sale.

### *Revenue Recognition*

Contractual rental revenue is reported on a straight-line basis over the terms of the respective leases. The impact of the straight-line rent adjustment increased revenue by approximately \$77.0 million, \$85.1 million and \$42.2 million for the years ended December 31, 2011, 2010 and 2009, respectively, as the revenue recorded exceeded amounts billed. In accordance with ASC 805 (formerly SFAS No. 141(R)), the Company recognizes rental revenue of acquired in-place "above-" and "below-market" leases at their fair values over the terms of the respective leases. The impact of the acquired in-place "above-" and "below-market" leases increased revenue by approximately \$10.8 million, \$2.4 million and \$4.2 million for the years ended December 31, 2011, 2010 and 2009, respectively. Accrued rental income, as reported on the Consolidated Balance Sheets, represents cumulative rental income earned in excess of rent payments received pursuant to the terms of the individual lease agreements. The Company maintains an allowance against accrued rental income for future potential tenant credit losses. The credit assessment is based on the estimated accrued rental income that is recoverable over the term of the lease. The Company also maintains an allowance for doubtful accounts for estimated losses resulting from the inability of tenants to make required rent payments. The computation of this allowance is based on the tenants' payment history and current credit status, as well as certain industry or geographic specific credit considerations. If the Company's estimates of collectability differ from the cash received, then the timing and amount of the Company's reported revenue could be impacted. The credit risk is mitigated by the high quality of the Company's existing tenant base, reviews of prospective tenants' risk profiles prior to lease execution and consistent monitoring of the Company's portfolio to identify potential problem tenants.

Recoveries from tenants, consisting of amounts due from tenants for common area maintenance, real estate taxes and other recoverable costs are recognized as revenue in the period during which the expenses are incurred. Tenant reimbursements are recognized and presented in accordance with guidance in ASC 605-45 "Principal Agent Considerations" ("ASC 605-45") (formerly known as Emerging Issues Task Force, or EITF, Issue 99-19 "Reporting Revenue Gross as a Principal versus Net as an Agent," or ("Issue 99-19")). ASC 605-45 requires that these reimbursements be recorded on a gross basis, as the Company is generally the primary obligor with respect to purchasing goods and services from third-party suppliers, has discretion in selecting the supplier and has credit risk. The Company also receives reimbursement of payroll and payroll related costs from third parties which the Company reflects on a net basis in accordance with ASC 605-45.

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The Company's hotel revenues are derived from room rentals and other sources such as charges to guests for long-distance telephone service, fax machine use, movie and vending commissions, meeting and banquet room revenue and laundry services. Hotel revenues are recognized as earned.

The Company receives management and development fees from third parties. Property management fees are recorded and earned based on a percentage of collected rents at the properties under management, and not on a straight-line basis, because such fees are contingent upon the collection of rents. The Company reviews each development agreement and records development fees as earned depending on the risk associated with each project. Profit on development fees earned from joint venture projects is recognized as revenue to the extent of the third party partners' ownership interest.

Gains on sales of real estate are recognized pursuant to the provisions included in ASC 360-20 "Real Estate Sales" ("ASC 360-20") (formerly known as SFAS No. 66, "Accounting for Sales of Real Estate" ("SFAS No. 66")). The specific timing of a sale is measured against various criteria in ASC 360-20 related to the terms of the transaction and any continuing involvement in the form of management or financial assistance associated with the properties. If the sales criteria for the full accrual method are not met, the Company defers some or all of the gain recognition and accounts for the continued operations of the property by applying the finance, leasing, profit sharing, deposit, installment or cost recovery methods, as appropriate, until the sales criteria are met.

### *Ground Leases*

The Company has non-cancelable ground lease obligations with various initial term expiration dates through 2068. The Company recognizes ground rent expense on a straight-line basis over the terms of the respective ground lease agreements. The future contractual minimum lease payments to be made by the Company as of December 31, 2011, under non-cancelable ground leases which expire on various dates through 2068, are as follows:

<u>Years Ending December 31,</u>	<u>(in thousands)</u>
2012	\$ 12,693
2013	12,908
2014	13,272
2015	13,595
2016	13,820
Thereafter	927,394

### *Earnings Per Common Unit*

Basic earnings per common unit is computed by dividing net income available to common unitholders, as adjusted for unallocated earnings (if any) of certain securities issued by the Company, by the weighted average number of common units outstanding during the year. Diluted earnings per common unit reflects the potential dilution that could occur from units issuable in connection with awards under Boston Properties, Inc.'s stock-based compensation plans, including upon the exercise of stock options, and conversion of preferred units of the Company.

### *Fair Value of Financial Instruments*

The carrying values of cash and cash equivalents, marketable securities, escrows, receivables, accounts payable, accrued expenses and other assets and liabilities are reasonable estimates of their fair values because of the short maturities of these instruments.

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For purposes of financial reporting disclosures, the Company estimates the fair value of mortgage notes payable, unsecured senior notes and unsecured exchangeable senior notes. The Company discounts the spread between the future contractual interest payments and hypothetical future interest payments on mortgage debt and unsecured notes based on current market rates for similar securities. In determining the current market rates, the Company adds its estimates of market spreads to the quoted yields on federal government treasury securities with similar maturity dates to its debt. Because the Company's valuations of its financial instruments are based on these types of estimates, the actual fair values of its financial instruments may differ materially if the Company's estimates do not prove to be accurate. The following table presents the aggregate carrying value of the Company's indebtedness and the Company's corresponding estimate of fair value as of December 31, 2011 and December 31, 2010 (in thousands):

	December 31, 2011		December 31, 2010	
	Carrying Amount	Estimated Fair Value	Carrying Amount	Estimated Fair Value
Mortgage notes payable	\$3,123,267	\$3,297,903	\$3,047,586	\$3,121,193
Unsecured senior notes	3,865,186	4,148,461	3,016,598	3,241,542
Unsecured exchangeable senior notes	1,715,685(1)	1,904,115	1,721,817(1)	1,929,291
Total	<u>\$8,704,138</u>	<u>\$9,350,479</u>	<u>\$7,786,001</u>	<u>\$8,292,026</u>

(1) Includes the net impact of unamortized portion of imputed discounts under ASC 470-20 (formerly known as FSP No. APB 14-1) totaling approximately \$54.5 million and \$93.6 million at December 31, 2011 and 2010, respectively (See Note 8).

### *Derivative Instruments and Hedging Activities*

Derivative instruments and hedging activities require management to make judgments on the nature of its derivatives and their effectiveness as hedges. These judgments determine if the changes in fair value of the derivative instruments are reported in the consolidated statements of operations as a component of net income or as a component of comprehensive income and as a component of equity on the consolidated balance sheets. While management believes its judgments are reasonable, a change in a derivative's effectiveness as a hedge could materially affect expenses, net income and equity. The Company accounts for the effective portion of changes in the fair value of a derivative in other comprehensive income (loss) and subsequently reclassifies the effective portion to earnings over the term that the hedged transaction affects earnings. The Company accounts for the ineffective portion of changes in the fair value of a derivative directly in earnings.

### *Income Taxes*

The partners are required to report their respective share of the Company's taxable income or loss on their respective tax returns and are liable for any related taxes thereon. Accordingly, the only provision for federal income taxes in the accompanying consolidated financial statements relates to the Company's consolidated taxable REIT subsidiaries. The Company's taxable REIT subsidiaries did not have significant tax provisions or deferred income tax items.

The Company owns a hotel property which is managed through a taxable REIT subsidiary. The hotel taxable REIT subsidiary, a wholly owned subsidiary of the Company, is the lessee pursuant to the lease for the hotel property. As lessor, the Company is entitled to a percentage of gross receipts from the hotel property. Marriott International, Inc. continues to manage the hotel property under the Marriott name and under terms of the existing management agreements. In connection with the restructuring, the revenue and expenses of the hotel property are being reflected in the Company's Consolidated Statements of Operations. The hotel taxable REIT subsidiary is subject to tax at the federal and state level and, accordingly, the Company has recorded a tax provision in the Company's Consolidated Statements of Operations for the years ended December 31, 2011, 2010 and 2009.

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The net difference between the tax basis and the reported amounts of the Company's assets and liabilities is approximately \$1.7 billion and \$1.5 billion as of December 31, 2011 and 2010, respectively, which is primarily related to the difference in basis of contributed property and accrued rental income.

Certain entities included in the Company's consolidated financial statements are subject to certain state and local taxes. These taxes are recorded as operating expenses in the accompanying consolidated financial statements.

The following reconciles GAAP net income attributable to Boston Properties Limited Partnership to taxable income:

	For the year ended December 31,		
	2011	2010	2009
	(in thousands)		
Net income attributable to Boston Properties Limited Partnership	\$317,152	\$191,743	\$276,350
Straight-line rent adjustments	(87,773)	(87,503)	(44,529)
Book/Tax differences from depreciation and amortization	118,728	70,276	56,276
Book/Tax differences on gains/losses from capital transactions	(45,056)	(2,734)	(11,760)
Book/Tax differences from stock-based compensation	937	(2,255)	18,568
Book/Tax differences on losses from early extinguishments of debt	45	7,429	—
Impairment loss on investments in unconsolidated joint ventures	—	—	7,413
Other book/tax differences, net	49,977	12,450	13,503
Taxable income	<u>\$354,010</u>	<u>\$189,406</u>	<u>\$315,821</u>

### *Stock-based employee compensation plans*

At December 31, 2011, Boston Properties, Inc. has a stock-based employee compensation plan. Effective January 1, 2005, the Company adopted early ASC 718 "Compensation – Stock Compensation" ("ASC 718") (formerly SFAS No. 123 (revised) ("SFAS No. 123R"), "Share-Based Payment"), which revised the fair value based method of accounting for share-based payment liabilities, forfeitures and modifications of stock-based awards and clarified previous guidance in several areas, including measuring fair value, classifying an award as equity or as a liability and attributing compensation cost to reporting periods.

### *Use of Estimates in the Preparation of Financial Statements*

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. These estimates include such items as depreciation and allowances for doubtful accounts. Actual results could differ from those estimates.



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### 3. Real Estate

Real estate consisted of the following at December 31 (in thousands):

	2011	2010
Land	\$ 2,247,462	\$ 2,107,708
Land held for future development	262,917	753,651
Buildings and improvements	8,331,287	7,275,523
Tenant improvements	1,262,616	1,090,462
Furniture, fixtures and equipment	26,359	24,043
Construction in progress	818,685	1,073,402
Total	12,949,326	12,324,789
Less: Accumulated depreciation	(2,593,780)	(2,282,835)
	<u>\$ 10,355,546</u>	<u>\$ 10,041,954</u>

#### Acquisitions

On February 1, 2011, the Company completed the acquisition of Bay Colony Corporate Center in Waltham, Massachusetts for an aggregate purchase price of approximately \$185.0 million. The purchase price consisted of approximately \$41.1 million of cash and the assumption of approximately \$143.9 million of indebtedness. The assumed debt is a securitized senior mortgage loan that bears interest at a fixed rate of 6.53% per annum and matures on June 11, 2012. The loan requires interest-only payments with a balloon payment due at maturity. Bay Colony Corporate Center is an approximately 985,000 net rentable square foot, four-building Class A office park situated on a 58-acre site in Waltham, Massachusetts. The following table summarizes the allocation of the aggregate purchase price of Bay Colony Corporate Center at the date of acquisition (in thousands).

Land	\$ 18,769
Building and improvements	136,081
Tenant improvements	12,370
In-place lease intangibles	20,626
Above market rents	5,802
Below market rents	(3,332)
Above market assumed debt adjustment	(5,316)
Total aggregate purchase price	\$ 185,000
Less: Indebtedness assumed	(143,900)
Net assets acquired	<u>\$ 41,100</u>

On November 22, 2011, the Company acquired 2440 West El Camino Real located in Mountain View, California for a net purchase price of approximately \$71.1 million in cash. 2440 West El Camino Real is an approximately 140,000 net rentable square foot Class A office property. The following table summarizes the allocation of the aggregate purchase price of 2440 West El Camino Real at the date of acquisition (in thousands).

Land	\$16,741
Building and improvements	47,199
Tenant improvements	4,086
In-place lease intangibles	5,284
Above market rents	30
Below market rents	(2,260)
Net assets acquired	<u>\$71,080</u>

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The following table summarizes the estimated amortization of the acquired above-market lease intangibles (net of acquired below-market lease intangibles) and the acquired in-place lease intangibles for Bay Colony Corporate Center and 2440 West El Camino Real for each of the five succeeding years (in thousands).

	Acquired In-Place Lease Intangibles	Acquired Net Above-/(Below-) Market Lease Intangibles
2012	\$ 6,397	\$ 124
2013	4,647	(54)
2014	3,576	(183)
2015	2,539	(72)
2016	1,171	41

Bay Colony Corporate Center contributed approximately \$19.1 million of revenue and approximately \$(11.8) million of earnings to the Company for the period from February 1, 2011 through December 31, 2011. 2440 West El Camino Real contributed approximately \$0.8 million of revenue and approximately \$0.2 million of earnings to the Company for the period from November 22, 2011 through December 31, 2011.

The accompanying unaudited pro forma information for the years ended December 31, 2011 and 2010 is presented as if the acquisition of (1) Bay Colony Corporate Center on February 1, 2011 and (2) 2440 West El Camino Real on November 22, 2011, had occurred on January 1, 2010. This unaudited pro forma information is based upon the historical consolidated financial statements and should be read in conjunction with the consolidated financial statements and notes thereto. This unaudited pro forma information does not purport to represent what the actual results of operations of the Company would have been had the above occurred, nor do they purport to predict the results of operations of future periods.

Pro Forma (Unaudited) (in thousands, except per unit data)	Year Ended December 31,	
	2011	2010
Total revenue	\$ 1,768,805	\$ 1,577,441
Income from continuing operations	\$ 323,680	\$ 189,180
Net income attributable to Boston Properties Limited Partnership	\$ 318,783	\$ 185,107
Basic earnings per unit:		
Net income per unit attributable to Boston Properties Limited Partnership	\$ 1.94	\$ 1.16
Diluted earnings per unit:		
Net income per unit attributable to Boston Properties Limited Partnership	\$ 1.93	\$ 1.15

### Developments

On January 14, 2011, the Company placed in-service approximately 57% of the office component of its Atlantic Wharf development project located in Boston, Massachusetts. The office component is comprised of approximately 798,000 net rentable square feet. On November 15, 2011, the Company completed and fully placed in-service the office component of the development project.

On March 1, 2011, the Company placed in-service approximately 13% of the office component of its 2200 Pennsylvania Avenue development project located in Washington, DC. The office component is comprised of approximately 459,000 net rentable square feet. On August 17, 2011, the Company completed and fully placed in-service the office component of the development project.

On May 1, 2011, the Company placed in-service approximately 16% of its 510 Madison Avenue development project located in New York City. 510 Madison Avenue is an approximately 347,000 net rentable square foot Class A office property.

On May 11, 2011, the Company partially placed in-service the Residences on The Avenue, the residential component of its 2221 I Street, NW development project located in Washington, DC. The residential component is comprised of 335 apartment units and approximately 50,000 square feet of retail space. On July 13, 2011, the Company completed and fully placed in-service the residential component of the development project.

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On May 24, 2011, the Company signed a lease with a law firm for approximately 184,000 square feet at 250 West 55th Street in New York City. In conjunction with the execution of the lease, the Company resumed development of the planned approximately 989,000 square foot Class A office project and commenced capitalization of interest.

On July 1, 2011, the Company completed and placed in-service 100% of The Lofts at Atlantic Wharf, the residential component of its Atlantic Wharf development project located in Boston, Massachusetts. The residential component is comprised of 86 apartment units and approximately 9,000 square feet of retail space.

On July 5, 2011, the Company commenced the redevelopment of 12310 Sunrise Valley Drive, a Class A office project with approximately 268,000 net rentable square feet located in Reston, Virginia. The Company will capitalize incremental costs during the redevelopment.

On July 14, 2011, the Company entered into a 15-year lease for 100% of a build-to-suit development project with approximately 190,000 net rentable square feet of Class A office space located on land owned by the Company at 17 Cambridge Center in Cambridge, Massachusetts. In conjunction with the execution of the lease, the Company has commenced construction of the project.

On December 19, 2011, the Company commenced construction of its Reston Town Center Residential project, a residential project comprised of 359 apartment units located in Reston, Virginia.

### ***Dispositions***

On May 23, 2011, the Company entered into a ground lease for 75 Ames Street, a vacant land parcel in Cambridge, Massachusetts located on the same site as the Company's Cambridge Center West Garage property and adjacent to the Company's Seven Cambridge Center property, with a third party. In addition, the Company entered into a development agreement to serve as project manager for a 250,000 square foot research laboratory building to be developed on the site at the ground lessee's expense and will also serve, upon completion of development, as property manager. The terms of the ground lease require the Company to form a condominium for the site upon completion of the development, at which time each party will subject their respective interests in the buildings and land to the condominium and will in turn be conveyed a condominium unit comprised of their respective building as well as an undivided ownership interest in the land. Gross proceeds to the Company are expected to total approximately \$56.8 million, including \$11.4 million in development fees for the Company's services. As of December 31, 2011, the Company has received approximately \$48.9 million and anticipates receiving another \$7.9 million in development fees through the third quarter of 2014. The cash received under the ground lease will initially be recognized as unearned revenue and recognized over the 99-year term of the ground lease. The Company will recognize approximately \$459,000 per year in ground lease payments prior to the anticipated conveyance of the condominium interest in 2014. Upon completion of the development and conveyance of the condominium interest, the transaction and related remaining costs will be accounted for and recognized as a gain on sale of real estate in accordance with ASC 360-20 "Real Estate Sales."

On June 6, 2011, the Company terminated its agreement, dated April 21, 2011, to sell its Carnegie Center portfolio located in Princeton, New Jersey for approximately \$468.0 million. Carnegie Center is a sixteen building Class A office park set on 560 acres and totaling more than 2.0 million net rentable square feet. Under the terms of the agreement, either party had the right to terminate the agreement at any time without any cost or payment to the other party.

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**4. Deferred Charges**

Deferred charges consisted of the following at December 31, (in thousands):

	<u>2011</u>	<u>2010</u>
Leasing costs (and lease related intangibles)	\$ 598,352	\$ 558,620
Financing costs	85,554	89,680
	<u>683,906</u>	<u>648,300</u>
Less: Accumulated amortization	<u>(238,503)</u>	<u>(212,281)</u>
	<u>\$ 445,403</u>	<u>\$ 436,019</u>

**5. Investments in Unconsolidated Joint Ventures**

The investments in unconsolidated joint ventures consists of the following at December 31, 2011:

<u>Entity</u>	<u>Properties</u>	<u>Nominal % Ownership</u>
Square 407 Limited Partnership	Market Square North	50.0%
The Metropolitan Square Associates LLC	Metropolitan Square	51.0%
BP/CRF 901 New York Avenue LLC	901 New York Avenue	25.0%(1)
WP Project Developer LLC	Wisconsin Place Land and Infrastructure	33.3%(2)
RBP Joint Venture LLC	Eighth Avenue and 46th Street	50.0%(3)
Boston Properties Office Value-Added Fund, L.P.	300 Billerica Road and Mountain View Research and Technology Parks	37.6%(1)(4)
Annapolis Junction NFM, LLC	Annapolis Junction	50.0%(5)
767 Venture, LLC	The General Motors Building	60.0%
2 GCT Venture LLC	Two Grand Central Tower	60.0%(6)
540 Madison Venture LLC	540 Madison Avenue	60.0%
125 West 55 <sup>th</sup> Street Venture LLC	125 West 55 <sup>th</sup> Street	60.0%
500 North Capitol LLC	500 North Capitol Street, NW	30.0%

- (1) The Company's economic ownership can increase based on the achievement of certain return thresholds.
- (2) The Company's wholly-owned entity that owns the office component of the project owns a 33.3% interest in the entity owning the land and infrastructure of the project.
- (3) This property is not in operation and consists of assembled land.
- (4) Represents the Company's effective ownership interest. The Company has a 25.0% interest in the 300 Billerica Road property and a 39.5% interest in the Mountain View Research and Technology Park properties.
- (5) Comprised of one building, one building under construction and two undeveloped land parcels.
- (6) The property was sold on October 25, 2011. As of December 31, 2011, the investment is comprised of working capital and a portion of the sale proceeds.

Certain of the Company's joint venture agreements include provisions whereby, at certain specified times, each partner has the right to initiate a purchase or sale of its interest in the joint ventures at an agreed upon fair value. Under these provisions, the Company is not compelled to purchase the interest of its outside joint venture partners.

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The combined summarized financial information of the unconsolidated joint ventures is as follows (in thousands):

Balance Sheets	December 31,	
	2011	2010
Real estate and development in process, net	\$ 4,542,594	\$ 5,028,851
Other assets	668,113	749,308
Total assets	<u>\$ 5,210,707</u>	<u>\$ 5,778,159</u>
Mortgage and Notes payable	\$ 2,988,894	\$ 3,151,220
Other liabilities	854,257	969,082
Members'/Partners' equity	1,367,556	1,657,857
Total liabilities and members'/partners' equity	<u>\$ 5,210,707</u>	<u>\$ 5,778,159</u>
Company's share of equity	\$ 799,479	\$ 924,235
Basis differential(1)	(129,757)	(156,983)
Carrying value of the Company's investments in unconsolidated joint ventures	<u>\$ 669,722</u>	<u>\$ 767,252</u>

- (1) This amount represents the aggregate difference between the Company's historical cost basis and the basis reflected at the joint venture level, which is typically amortized over the life of the related assets and liabilities. Basis differentials occur from impairment of investments and upon the transfer of assets that were previously owned by the Company into a joint venture. In addition, certain acquisition, transaction and other costs may not be reflected in the net assets at the joint venture level.

Statements of Operations	Year Ended December 31,		
	2011	2010	2009
	(in thousands)		
Total revenue(1)	\$ 589,294	\$ 607,915	\$ 595,533
Expenses			
Operating	170,404	175,309	163,209
Depreciation and amortization	190,437	215,533	232,047
Total expenses	360,841	390,842	395,256
Operating income	228,453	217,073	200,277
Other income (expense)			
Interest expense	(228,494)	(235,723)	(232,978)
Gains from early extinguishments of debt	—	17,920	—
Loss on guarantee obligation	—	(3,800)	—
Impairment losses	(40,468)	—	(24,568)
Net loss	<u>\$ (40,509)</u>	<u>\$ (4,530)</u>	<u>\$ (57,269)</u>
Company's share of net loss	\$ (25,374)	\$ (5,691)	\$ (22,197)
Impairment losses on investments	—	—	(9,385)
Gain on sale of real estate	46,166	572	—
Basis differential	27,226	6,565	11,299
Elimination of inter-entity interest on partner loan	37,878	35,328	32,341
Income from unconsolidated joint ventures	<u>\$ 85,896</u>	<u>\$ 36,774</u>	<u>\$ 12,058</u>

- (1) Includes straight-line rent adjustments of \$21.9 million, \$24.5 million and \$28.0 million for the years ended December 31, 2011, 2010 and 2009, respectively. Includes net "above" and "below" market rent adjustments of \$120.3 million, \$132.1 million and \$157.5 million for the years ended December 31, 2011, 2010 and 2009, respectively.

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On March 16, 2011, the Company's Value-Added Fund extended the maturity date by two months to May 31, 2011 of the mortgage loan collateralized by its Mountain View Technology Park property located in Mountain View, California totaling approximately \$24.7 million. The mortgage loan bore interest at a variable rate equal to LIBOR plus 1.50% per annum and was scheduled to mature on March 31, 2011. On June 29, 2011, the Company's Value-Added Fund extended the maturity date to November 15, 2011. On November 22, 2011, the Company's Value-Added Fund refinanced the mortgage loan totaling approximately \$24.6 million. The new mortgage loan totaling \$20.0 million bears interest at a variable rate equal to LIBOR plus 2.50% per annum and matures on November 22, 2014. In connection with the loan refinancing, the unconsolidated joint venture repaid approximately \$4.6 million of the previous mortgage loan utilizing existing cash reserves and the proceeds from a loan from the Company. The loan from the Company consists of an agreement to lend up to \$6.0 million to the Value-Added Fund, of which approximately \$3.7 million had been advanced as of December 31, 2011. The loan from the Company bears interest at a fixed rate of 10.0% per annum and matures on November 22, 2014.

On March 26, 2011, a joint venture in which the Company has a 30% interest removed from service and commenced the redevelopment of 500 North Capitol Street, NW located in Washington, DC. On January 18, 2011, the joint venture entered into a lease with a law firm for approximately 171,000 square feet of space. On October 14, 2011, the unconsolidated joint venture obtained construction financing totaling \$107.0 million collateralized by the redevelopment project. The construction financing bears interest at a variable rate equal to LIBOR plus 1.65% per annum and matures on October 14, 2014 with two, one-year extension options, subject to certain conditions. At closing, approximately \$33.3 million was drawn to fund the repayment of the existing mortgage loan totaling \$22.0 million and approximately \$11.3 million of previously incurred development costs.

On March 31, 2011, a joint venture in which the Company has a 50% interest refinanced its construction loan collateralized by Annapolis Junction located in Annapolis, Maryland. The construction loan totaling approximately \$42.7 million bore interest at a variable rate equal to LIBOR plus 1.00% per annum and was scheduled to mature on September 12, 2011. The new mortgage loan totaling approximately \$42.3 million bears interest at a variable rate equal to LIBOR plus 1.75% per annum and matures on March 31, 2018 with one, three-year extension option, subject to certain conditions.

On June 3, 2011, a joint venture in which the Company has a 50% interest amended its joint venture agreement to add a new development project to its Annapolis Junction property located in Annapolis, Maryland. The outside joint venture partner contributed the improved parcel of land and the Company contributed cash for its 50% interest. The development project is an approximately 120,000 net rentable square foot Class A office project. On November 17, 2011, the unconsolidated joint venture obtained construction financing totaling \$19.0 million collateralized by the development project. The construction financing bears interest at a variable rate equal to LIBOR plus 1.65% per annum and matures on November 17, 2013 with two, one-year extension options, subject to certain conditions.

On June 28, 2011, the Company's Value-Added Fund modified the mortgage loan collateralized by its Mountain View Research Park property located in Mountain View, California. The mortgage loan totaling approximately \$112.3 million bore interest at a variable rate equal to LIBOR plus 1.75% per annum and had matured on May 31, 2011. The new mortgage loan totaling \$92.0 million bears interest at a variable rate equal to LIBOR plus 2.50% per annum and matures on May 31, 2014. In connection with the loan modification, the joint venture repaid approximately \$20.3 million of the previous mortgage loan utilizing unfunded capital commitments from the joint venture's partners on a pro rata basis, existing cash reserves and the proceeds from a loan from the Company. The loan from the Company consists of an agreement to lend up to \$12.0 million to the Company's Value-Added Fund, of which approximately \$6.7 million had been advanced as of December 31, 2011. The loan from the Company bears interest at a fixed rate of 10.0% per annum and matures on May 31, 2014.

On October 25, 2011, an unconsolidated joint venture in which the Company has a 60% interest completed the sale of Two Grand Central Tower located in New York City for approximately \$401.0 million, including the

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assumption by the buyer of approximately \$176.6 million of mortgage indebtedness. Net cash proceeds totaled approximately \$210.0 million, of which the Company's share was approximately \$126.0 million, after the payment of transaction costs of approximately \$14.4 million. Two Grand Central Tower is an approximately 650,000 net rentable square foot Class A office tower. The unconsolidated joint venture's carrying value of the net assets of the property aggregated approximately \$427.1 million. As a result, pursuant to the provisions of ASC 360 "Property, Plant and Equipment" ("ASC 360") (formerly known as SFAS No. 144 "Accounting for the Impairment or Disposal of Long Lived Assets"), the unconsolidated joint venture recognized a non-cash impairment loss and loss on sale of real estate aggregating approximately \$40.5 million, which is equal to the difference between (1) the sale price less cost to sell and (2) the carrying value of the net assets of the property. Separately, the Company had previously recognized an impairment loss on its investment in the unconsolidated joint venture totaling approximately \$74.3 million under the provisions of ASC 323 "Investments-Equity Method and Joint Ventures" ("ASC 323") (formerly known as Accounting Principles Board Opinion No. 18 "The Equity Method of Accounting for Investments in Common Stock" ("APB No. 18")). As a result, the Company recognized a gain on sale of real estate totaling approximately \$46.2 million, which is included within income from unconsolidated joint ventures on the Company's consolidated statements of operations.

### **6. Mortgage Notes Payable**

The Company had outstanding mortgage notes payable totaling approximately \$3.1 billion and \$3.0 billion as of December 31, 2011 and 2010, respectively, each collateralized by one or more buildings and related land included in real estate assets. The mortgage notes payable are generally due in monthly installments and mature at various dates through April 10, 2022.

Fixed rate mortgage notes payable totaled approximately \$3.1 billion and \$2.7 billion at December 31, 2011 and 2010, respectively, with contractual interest rates ranging from 4.75% to 9.93% per annum at December 31, 2011 and 5.55% to 7.75% per annum at December 31, 2010 (with weighted-averages of 5.75% and 6.18% at December 31, 2011 and 2010, respectively).

There were no variable rate mortgage loans at December 31, 2011. Variable rate mortgage notes payable (including construction loans payable) totaled approximately \$317.5 million at December 31, 2010 with interest rates ranging from 0.30% to 2.20% above the London Interbank Offered Rate ("LIBOR")/Eurodollar. As of December 31, 2011 and 2010, the LIBOR rate was 0.30% and 0.26%, respectively. If market interest rates on the Company's variable rate debt outstanding at December 31, 2010 had been 100 basis points greater, total interest expense would have increased by approximately \$3.2 million for the year ended December 31, 2010.

On January 12, 2011, the Company notified the master servicer of the \$25.0 million non-recourse mortgage loan collateralized by its Montvale Center property located in Gaithersburg, Maryland that the cash flows generated from the property were insufficient to fund debt service payments and capital improvements necessary to lease and operate the property and that the Company was not prepared to fund any cash shortfalls. Accordingly, at the request of the Company, the loan has been placed with the special servicer. The Company is not current on making debt service payments and is currently in default. The Company is currently accruing interest at the default interest rate of 9.93% per annum. The net book value of the property at December 31, 2011 totaled approximately \$7.7 million, which is less than the estimated fair value of the property (See Note 20).

On February 1, 2011, in connection with the Company's acquisition of Bay Colony Corporate Center in Waltham, Massachusetts, the Company assumed the mortgage loan collateralized by the property totaling approximately \$143.9 million. The assumed debt is a securitized senior mortgage loan that requires interest-only payments with a balloon payment due at maturity. The assumed mortgage loan, which bears contractual interest at a fixed rate of 6.53% per annum and matures on June 11, 2012, was recorded at its fair value of approximately \$149.2 million using an effective interest rate of 3.75% per annum.

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On May 11, 2011, the Company refinanced at maturity its mortgage loan collateralized by its 601 Lexington Avenue property located in New York City totaling approximately \$453.3 million utilizing the proceeds of a draw under its Unsecured Line of Credit, which borrowing was secured by a mortgage on the property. The mortgage loan bore interest at a fixed rate of 7.19% per annum.

On August 19, 2011, the Company obtained mortgage financing totaling \$725.0 million collateralized by its 601 Lexington Avenue property. The mortgage loan bears interest at a fixed rate of 4.75% per annum and matures on April 10, 2022. Proceeds from the mortgage financing were used to repay the borrowing under the Company's Unsecured Line of Credit totaling approximately \$453.3 million. The additional cash proceeds were used to refinance the \$267.5 million mortgage loan collateralized by the Company's 510 Madison Avenue property located in New York City. In connection with the refinancing, the lien of the 510 Madison Avenue mortgage was spread to 601 Lexington Avenue and released from 510 Madison Avenue so that 510 Madison Avenue is no longer encumbered by any mortgage debt.

On November 9, 2011, the Company used available cash to repay the mortgage loan collateralized by its Reservoir Place property located in Waltham, Massachusetts totaling \$50.0 million. The mortgage financing bore interest at a variable rate equal to Eurodollar plus 2.20% per annum and was scheduled to mature on July 30, 2014. There was no prepayment penalty. The Company recognized a loss from early extinguishment of debt totaling approximately \$0.5 million consisting of the write-off of unamortized deferred financing costs.

On November 16, 2011, the Company terminated the construction loan facility collateralized by its Atlantic Wharf property located in Boston, Massachusetts totaling \$192.5 million. The construction loan facility bore interest at a variable rate equal to LIBOR plus 3.00% per annum and was scheduled to mature on April 21, 2012 with two, one-year extension options, subject to certain conditions. The Company had not drawn any amounts under the facility. The Company recognized a loss from early extinguishment of debt totaling approximately \$0.4 million consisting of the write-off of unamortized deferred financing costs.

Six mortgage loans totaling approximately \$953.1 million at December 31, 2011 and six mortgage loans totaling approximately \$883.4 million at December 31, 2010 have been accounted for at their fair values on the dates the mortgage loans were assumed. The impact of recording the mortgage loans at fair value resulted in a decrease to interest expense of approximately \$9.2 million, \$3.8 million and \$4.1 million for the years ended December 31, 2011, 2010 and 2009, respectively. The cumulative liability related to the fair value adjustments was \$23.8 million and \$27.7 million at December 31, 2011 and 2010, respectively, and is included in mortgage notes payable in the Consolidated Balance Sheets.

Contractual aggregate principal payments of mortgage notes payable at December 31, 2011 are as follows:

	<u>Principal Payments</u> (in thousands)
2012	\$ 248,986
2013	103,209
2014	87,757
2015	26,182
2016	397,629
Thereafter	2,235,710
<b>Total aggregate principal payments</b>	<b>3,099,473</b>
Unamortized balance of historical fair value adjustments	23,794
<b>Total carrying value of mortgage notes payable</b>	<b>\$ 3,123,267</b>



[Table of Contents](#)**7. Unsecured Senior Notes**

The following summarizes the unsecured senior notes outstanding as of December 31, 2011 (dollars in thousands):

	<u>Coupon/ Stated Rate</u>	<u>Effective Rate(1)</u>	<u>Principal Amount</u>	<u>Maturity Date(2)</u>
10 Year Unsecured Senior Notes	6.250%	6.381%	\$ 182,432	January 15, 2013
10 Year Unsecured Senior Notes	6.250%	6.291%	42,568	January 15, 2013
12 Year Unsecured Senior Notes	5.625%	5.693%	300,000	April 15, 2015
12 Year Unsecured Senior Notes	5.000%	5.194%	250,000	June 1, 2015
10 Year Unsecured Senior Notes	5.875%	5.967%	700,000	October 15, 2019
10 Year Unsecured Senior Notes	5.625%	5.708%	700,000	November 15, 2020
10 Year Unsecured Senior Notes	4.125%	4.289%	850,000	May 15, 2021
7 Year Unsecured Senior Notes	3.700%	3.853%	850,000	November 15, 2018
Total principal			3,875,000	
Net unamortized discount			(9,814)	
Total			<u>\$3,865,186</u>	

(1) Yield on issuance date including the effects of discounts on the notes.

(2) No principal amounts are due prior to maturity.

On November 10, 2011, the Company completed a public offering of \$850.0 million in aggregate principal amount of its 3.700% unsecured senior notes due 2018. The notes were priced at 99.767% of the principal amount to yield an effective rate (including financing fees) of 3.853% to maturity. The notes will mature on November 15, 2018, unless earlier redeemed. The aggregate net proceeds from the offering were approximately \$841.2 million after deducting underwriting discounts and transaction expenses.

The indenture relating to the unsecured senior notes contains certain financial restrictions and requirements, including (1) a leverage ratio not to exceed 60%, (2) a secured debt leverage ratio not to exceed 50%, (3) an interest coverage ratio of greater than 1.50, and (4) an unencumbered asset value of not less than 150% of unsecured debt. At December 31, 2011 and 2010, the Company was in compliance with each of these financial restrictions and requirements.

**8. Unsecured Exchangeable Senior Notes**

The following summarizes the unsecured exchangeable senior notes outstanding as of December 31, 2011 (dollars in thousands):

	<u>Coupon/ Stated Rate</u>	<u>Effective Rate(1)</u>	<u>Exchange Rate</u>	<u>Principal Amount</u>	<u>First Optional Redemption Date by Company</u>	<u>Maturity Date</u>
3.625% Exchangeable Senior Notes	3.625%	4.037%	8.5051(2)	\$ 747,500	N/A	February 15, 2014
2.875% Exchangeable Senior Notes	2.875%	3.462%	7.0430(3)	576,194	February 20, 2012(4)	February 15, 2037
3.750% Exchangeable Senior Notes	3.750%	3.787%	10.0066(5)	450,000	May 18, 2013(6)	May 15, 2036
Total principal				1,773,694		
Net unamortized discount				(3,462)		
Adjustment for the equity component allocation, net of accumulated amortization				(54,547)		
<b>Total</b>				<b>\$ 1,715,685</b>		

- (1) Yield on issuance date including the effects of discounts on the notes but excluding the effects of the adjustment for the equity component allocation.
- (2) The initial exchange rate is 8.5051 shares per \$1,000 principal amount of the notes (or an initial exchange price of approximately \$117.58 per share of Boston Properties, Inc.'s common stock). In addition, the Company entered into capped call transactions with affiliates of certain of the initial purchasers, which are intended to reduce the potential dilution upon future exchange of the notes. The capped call transactions were intended to increase the effective exchange price to the Company of the notes from \$117.58 to approximately \$137.17 per share (subject to adjustment), representing an overall effective premium of approximately 40% over the closing price on August 13, 2008 of \$97.98 per share of Boston Properties, Inc.'s common stock. The net cost of the capped call transactions was approximately \$44.4 million. As of December 31, 2011, the effective exchange price was \$135.25 per share.
- (3) In connection with the special distribution of \$5.98 per share of Boston Properties, Inc.'s common stock declared on December 17, 2007, the exchange rate was adjusted from 6.6090 to 7.0430 shares per \$1,000 principal amount of notes effective as of December 31, 2007, resulting in an exchange price of approximately \$141.98 per share of Boston Properties, Inc.'s common stock (See Note 20).
- (4) Holders may require the Company to repurchase the notes for cash on February 15, 2012, 2017, 2022, 2027 and 2032 and at any time prior to their maturity upon a fundamental change, in each case at a price equal to 100% of the principal amount of the notes being repurchased plus any accrued and unpaid interest up to, but excluding, the repurchase date. The Company repurchased/redeemed the notes for cash in February 2012 at a price equal to 100% of the principal amount of the notes being repurchased/redeemed plus any accrued and unpaid interest up to, but excluding, the repurchase/redemption date (See Note 20).
- (5) In connection with the special distribution of \$5.98 per share of Boston Properties, Inc.'s common stock declared on December 17, 2007, the exchange rate was adjusted from 9.3900 to 10.0066 shares per \$1,000 principal amount of notes effective as of December 31, 2007, resulting in an exchange price of approximately \$99.93 per share of Boston Properties, Inc.'s common stock.
- (6) Holders may require the Company to repurchase the notes for cash on May 18, 2013 and May 15, 2016, 2021, 2026 and 2031 and at any time prior to their maturity upon a fundamental change, in each case at a price equal to 100% of the principal amount of the notes being repurchased plus any accrued and unpaid interest up to, but excluding, the repurchase date.

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ASC 470-20 (formerly known as FSP No. APB 14-1) requires the liability and equity components of convertible debt instruments that may be settled in cash upon conversion (including partial cash settlement) to be separately accounted for in a manner that reflects the issuer's nonconvertible debt borrowing rate. ASC 470-20 requires that the initial proceeds from the sale of the Company's \$862.5 million of 2.875% exchangeable senior notes due 2037, \$450.0 million of 3.75% exchangeable senior notes due 2036 and \$747.5 million of 3.625% exchangeable senior notes due 2014 be allocated between a liability component and an equity component in a manner that reflects interest expense at the interest rate of similar nonconvertible debt that could have been issued by the Company at such time. The Company measured the fair value of the debt components of the 2.875%, 3.75% and 3.625% exchangeable senior notes for the periods presented based on effective interest rates of 5.630%, 5.958% and 6.555%, respectively. The aggregate carrying amount of the debt component was approximately \$1.72 billion and \$1.72 billion (net of the ASC 470-20 adjustment of approximately \$54.5 million and \$93.6 million) at December 31, 2011 and December 31, 2010, respectively. As a result, the Company attributed an aggregate of approximately \$230.3 million of the proceeds to the equity component of the notes, which represents the excess proceeds received over the fair value of the notes at the date of issuance. The equity component of the notes has been reflected within Partners' Capital in the Consolidated Balance Sheets. The Company reclassified approximately \$1.0 million of deferred financing costs to Partners' Capital, which represented the costs attributable to the equity components of the notes. The carrying amount of the equity component was approximately \$202.5 million and \$207.1 million at December 31, 2011 and December 31, 2010, respectively. The resulting debt discount will be amortized over the period during which the debt is expected to be outstanding (i.e., through the first optional redemption dates or, in the case of the 2014 notes, the maturity date) as additional non-cash interest expense. The additional non-cash interest expense attributable to each debt security will increase in subsequent reporting periods through the first optional redemption date (or, in the case of the 2014 notes, the maturity date) as the debt accretes to its par value over the same period. The aggregate contractual interest expense was approximately \$66.3 million, \$69.0 million and \$74.4 million for the years ended December 31, 2011, 2010 and 2009, respectively. As a result of applying ASC 470-20, the Company reported additional non-cash interest expense of approximately \$38.8 million, \$38.3 million and \$38.6 million for the years ended December 31, 2011, 2010 and 2009, respectively. ASC 470-20 requires companies to retrospectively apply the requirements of the pronouncement to all periods presented.

On November 9, 2011, the Company repurchased \$50.0 million aggregate principal amount of its 2.875% exchangeable senior notes due 2037 for approximately \$50.2 million. The repurchased notes had an aggregate carrying value of approximately \$49.6 million at the time of repurchase resulting in the recognition of a loss on early extinguishment of debt of approximately \$0.6 million during the year ended December 31, 2011. There remains an aggregate of approximately \$576.2 million of these notes outstanding (See Note 20).

### **9. Unsecured Line of Credit**

On June 24, 2011, the Company amended and restated the revolving credit agreement governing the Company's Unsecured Line of Credit, which (1) reduced the total commitment from \$1.0 billion to \$750.0 million, (2) extended the maturity date from August 3, 2011 to June 24, 2014, with a provision for a one-year extension at the Company's option, subject to certain conditions and the payment of an extension fee equal to 0.20% of the total commitment then in effect, and (3) increased the per annum variable interest rates available, which resulted in an increase of the per annum variable interest rate on outstanding balances from Eurodollar plus 0.475% per annum to Eurodollar plus 1.225% per annum. Under the amended Unsecured Line of Credit, the Company may increase the total commitment to \$1.0 billion, subject to syndication of the increase. In addition, a facility fee currently equal to an aggregate of 0.225% per annum of the total commitment is payable by the Company in equal quarterly installments. The interest rate and facility fee are subject to adjustment in the event of a change in the Company's unsecured debt ratings. The Unsecured Line of Credit is a recourse obligation of the Company. The Unsecured Line of Credit contains a competitive bid option that allows banks that are part of the lender consortium to bid to make loan advances to the Company at a reduced interest rate. On May 11, 2011, the Company refinanced at maturity its mortgage loan collateralized by its 601 Lexington Avenue property located in New York City totaling approximately \$453.3 million utilizing the proceeds of a draw under its

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Unsecured Line of Credit, which borrowing was secured by a mortgage on the property. On August 19, 2011, the Company used proceeds from the new mortgage financing on 601 Lexington Avenue to repay the borrowing under the Company's Unsecured Line of Credit (See Note 6). At December 31, 2011, there were no amounts outstanding on the Unsecured Line of Credit.

The terms of the Unsecured Line of Credit require that the Company maintain a number of customary financial and other covenants on an ongoing basis, including: (1) a leverage ratio not to exceed 60%, however, the leverage ratio may increase to no greater than 65% provided that it is reduced back to 60% within one year, (2) a secured debt leverage ratio not to exceed 55%, (3) a fixed charge coverage ratio of at least 1.40, (4) an unsecured debt leverage ratio not to exceed 60%, however, the unsecured debt leverage ratio may increase to no greater than 65% provided that it is reduced back to 60% within one year, (5) a minimum net worth requirement of \$3.5 billion, (6) an unsecured debt interest coverage ratio of at least 1.75 and (7) limitations on permitted investments, development, partially owned entities, business outside of commercial real estate and commercial non-office properties. At December 31, 2011, the Company was in compliance with each of these financial and other covenant requirements.

### **10. Commitments and Contingencies**

#### *General*

In the normal course of business, the Company guarantees its performance of services or indemnifies third parties against its negligence.

The Company has letter of credit and performance obligations of approximately \$15.5 million related to lender and development requirements.

Certain of the Company's joint venture agreements include provisions whereby, at certain specified times, each partner has the right to initiate a purchase or sale of its interest in the joint ventures. Under these provisions, the Company is not compelled to purchase the interest of its outside joint venture partners.

In connection with the assumption of the General Motors Building's secured loan by the Company's unconsolidated joint venture, 767 Venture, LLC, the Company guaranteed the unconsolidated joint venture's obligation to fund various escrows, including tenant improvements, taxes and insurance in lieu of cash deposits. As of December 31, 2011, the maximum funding obligation under the guarantee was approximately \$20.5 million. The Company earns a fee from the joint venture for providing the guarantee and has an agreement with the outside partners to reimburse the joint venture for their share of any payments made under the guarantee.

In connection with the refinancing in March 2010 of the 125 West 55<sup>th</sup> Street property's secured loan by the Company's unconsolidated joint venture, 125 West 55<sup>th</sup> Street Venture LLC, the Company has guaranteed the unconsolidated joint venture's obligation to fund an escrow related to certain lease rollover costs in lieu of an initial cash deposit for the full amount. The maximum funding obligation under the guarantee was \$21.3 million. At closing, the joint venture funded a \$10.0 million cash deposit into the escrow account and the remaining \$11.3 million will be further reduced with scheduled monthly deposits into the escrow account from operating cash flows. As of December 31, 2011, the remaining funding obligation under the guarantee was approximately \$1.8 million. The Company earns a fee from the joint venture for providing the guarantee and has an agreement with the outside partners to reimburse the joint venture for their share of any payments made under the guarantee.

In connection with the mortgage financing collateralized by the Company's One Freedom Square property located in Reston, Virginia, the Company has agreed to guarantee approximately \$7.9 million related to its obligation to provide funds for certain tenant re-leasing costs. The mortgage financing matures on June 30, 2012.

From time to time, the Company (or the applicable joint venture) has also agreed to guarantee portions of the principal, interest or other amounts in connection with other unconsolidated joint venture borrowings. In

addition to the financial guarantees referenced above, the Company has agreed to customary environmental indemnifications and nonrecourse carve-outs (e.g., guarantees against fraud, misrepresentation and bankruptcy) on certain of its unconsolidated joint venture loans.

*Concentrations of Credit Risk*

Management of the Company performs ongoing credit evaluations of tenants and may require tenants to provide some form of credit support such as corporate guarantees and/or other financial guarantees. Although the Company's properties are geographically diverse and the tenants operate in a variety of industries, to the extent the Company has a significant concentration of rental revenue from any single tenant, the inability of that tenant to make its lease payments could have an adverse effect on the Company.

*Some potential losses are not covered by insurance.*

The Company carries insurance coverage on its properties of types and in amounts and with deductibles that it believes are in line with coverage customarily obtained by owners of similar properties. In response to the uncertainty in the insurance market following the terrorist attacks of September 11, 2001, the Federal Terrorism Risk Insurance Act (as amended, "TRIA") was enacted in November 2002 to require regulated insurers to make available coverage for "certified" acts of terrorism (as defined by the statute). The expiration date of TRIA was extended to December 31, 2014 by the Terrorism Risk Insurance Program Reauthorization Act of 2007 ("TRIPRA"). Currently, the Company's property insurance program per occurrence limits are \$1.0 billion for its portfolio insurance program, including coverage for acts of terrorism certified under TRIA other than nuclear, biological, chemical or radiological terrorism ("Terrorism Coverage"). The Company also carries \$250 million of Terrorism Coverage for 601 Lexington Avenue, New York, New York ("601 Lexington Avenue") in excess of the \$1.0 billion of coverage in the Company's property insurance program which is provided by IXP, LLC ("IXP") as a direct insurer. The Company currently insures certain properties, including the General Motors Building located at 767 Fifth Avenue in New York, New York ("767 Fifth Avenue"), in separate stand alone insurance programs. The property insurance program per occurrence limits for 767 Fifth Avenue are \$1.625 billion, including Terrorism Coverage, with \$1.375 billion of Terrorism Coverage in excess of \$250 million being provided by NYXP, LLC ("NYXP"), as a direct insurer. The Company also currently carries nuclear, biological, chemical and radiological terrorism insurance coverage for acts of terrorism certified under TRIA ("NBCR Coverage"), which is provided by IXP as a direct insurer, for the properties in our portfolio, including 767 Fifth Avenue, but excluding the properties owned by the Company's Value-Added Fund and certain other properties owned in joint ventures with third parties or which the Company manages. The per occurrence limit for NBCR Coverage is \$1.0 billion. Under TRIA, after the payment of the required deductible and coinsurance, the additional Terrorism Coverage provided by IXP for 601 Lexington Avenue, the NBCR Coverage provided by IXP and the Terrorism Coverage provided by NYXP are backstopped by the Federal Government if the aggregate industry insured losses resulting from a certified act of terrorism exceed a "program trigger." The program trigger is \$100 million and the coinsurance is 15%. Under TRIPRA, if the Federal Government pays out for a loss under TRIA, it is mandatory that the Federal Government recoup the full amount of the loss from insurers offering TRIA coverage after the payment of the loss pursuant to a formula in TRIPRA. The Company may elect to terminate the NBCR Coverage if the Federal Government seeks recoupment for losses paid under TRIA, if there is a change in its portfolio or for any other reason. The Company intends to continue to monitor the scope, nature and cost of available terrorism insurance and maintain terrorism insurance in amounts and on terms that are commercially reasonable.

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The Company also currently carries earthquake insurance on its properties located in areas known to be subject to earthquakes in an amount and subject to self-insurance that the Company believes are commercially reasonable. In addition, this insurance is subject to a deductible in the amount of 5% of the value of the affected property. Specifically, the Company currently carries earthquake insurance which covers its San Francisco region with a \$120 million per occurrence limit and a \$120 million annual aggregate limit, \$20 million of which is provided by IXP, as a direct insurer. The amount of the Company's earthquake insurance coverage may not be sufficient to cover losses from earthquakes. In addition, the amount of earthquake coverage could impact the Company's ability to finance properties subject to earthquake risk. The Company may discontinue earthquake insurance on some or all of its properties in the future if the premiums exceed the Company's estimation of the value of the coverage.

IXP, a captive insurance company which is a wholly-owned subsidiary of the Company, acts as a direct insurer with respect to a portion of the Company's earthquake insurance coverage for its Greater San Francisco properties, the additional Terrorism Coverage for 601 Lexington Avenue and the Company's NBCR Coverage. The additional Terrorism Coverage provided by IXP for 601 Lexington Avenue only applies to losses which exceed the program trigger under TRIA. NYXP, a captive insurance company which is a wholly-owned subsidiary of the Company, acts as a direct insurer with respect to a portion of the Company's Terrorism Coverage for 767 Fifth Avenue. Currently, NYXP only insures losses which exceed the program trigger under TRIA and NYXP reinsures with a third-party insurance company any coinsurance payable under TRIA. Insofar as the Company owns IXP and NYXP, it is responsible for their liquidity and capital resources, and the accounts of IXP and NYXP are part of the Company's consolidated financial statements. In particular, if a loss occurs which is covered by the Company's NBCR Coverage but is less than the applicable program trigger under TRIA, IXP would be responsible for the full amount of the loss without any backstop by the Federal Government. IXP and NYXP would also be responsible for any recoupment charges by the Federal Government in the event losses are paid out and their insurance policies are maintained after the payout by the Federal Government. If the Company experiences a loss and IXP or NYXP are required to pay under their insurance policies, the Company would ultimately record the loss to the extent of the required payment. Therefore, insurance coverage provided by IXP and NYXP should not be considered as the equivalent of third-party insurance, but rather as a modified form of self-insurance.

The mortgages on the Company's properties typically contain requirements concerning the financial ratings of the insurers who provide policies covering the property. The Company provides the lenders on a regular basis with the identity of the insurance companies in the Company's insurance programs. The ratings of some of the Company's insurers are below the rating requirements in some of the Company's loan agreements and the lenders for these loans could attempt to claim an event of default has occurred under the loan. The Company believes it could obtain insurance with insurers which satisfy the rating requirements. Additionally, in the future, the Company's ability to obtain debt financing secured by individual properties, or the terms of such financing, may be adversely affected if lenders generally insist on ratings for insurers or amounts of insurance which are difficult to obtain or which result in a commercially unreasonable premium. There can be no assurance that a deficiency in the financial ratings of one or more of the Company's insurers will not have a material adverse effect on the Company.

The Company continues to monitor the state of the insurance market in general, and the scope and costs of coverage for acts of terrorism and California earthquake risk in particular, but the Company cannot anticipate what coverage will be available on commercially reasonable terms in future policy years. There are other types of losses, such as from wars or the presence of mold at the Company's properties, for which the Company cannot obtain insurance at all or at a reasonable cost. With respect to such losses and losses from acts of terrorism, earthquakes or other catastrophic events, if the Company experiences a loss that is uninsured or that exceeds policy limits, the Company could lose the capital invested in the damaged properties, as well as the anticipated future revenues from those properties. Depending on the specific circumstances of each affected property, it is possible that the Company could be liable for mortgage indebtedness or other obligations related to the property. Any such loss could materially and adversely affect the Company's business and financial condition and results of operations.

*Legal Matters*

The Company is subject to various legal proceedings and claims that arise in the ordinary course of business. These matters are generally covered by insurance. Management believes that the final outcome of such matters will not have a material adverse effect on the financial position, results of operations or liquidity of the Company.

*State and Local Tax Matters*

Because the Company is as a limited partnership, it is generally not subject to federal income taxes, but is subject to certain state and local taxes. In the normal course of business, certain entities through which the Company owns real estate either have undergone, or are currently undergoing, tax audits. Although the Company believes that it has substantial arguments in favor of its positions in the ongoing audits, in some instances there is no controlling precedent or interpretive guidance on the specific point at issue. Collectively, tax deficiency notices received to date from the jurisdictions conducting the ongoing audits have not been material. However, there can be no assurance that future audits will not occur with increased frequency or that the ultimate result of such audits will not have a material adverse effect on the Company's results of operations.

*Environmental Matters*

It is the Company's policy to retain independent environmental consultants to conduct or update Phase I environmental assessments (which generally do not involve invasive techniques such as soil or ground water sampling) and asbestos surveys in connection with the Company's acquisition of properties. These pre-purchase environmental assessments have not revealed environmental conditions that the Company believes will have a material adverse effect on its business, assets, financial condition, results of operations or liquidity, and the Company is not otherwise aware of environmental conditions with respect to its properties that the Company believes would have such a material adverse effect. However, from time to time environmental conditions at the Company's properties have required and may in the future require environmental testing and/or regulatory filings, as well as remedial action.

In February 1999, the Company (through a joint venture) acquired from Exxon Corporation a property in Massachusetts that was formerly used as a petroleum bulk storage and distribution facility and was known by the state regulatory authority to contain soil and groundwater contamination. The Company developed an office park on the property. The Company engaged a specially licensed environmental consultant to oversee the management of contaminated soil and groundwater that was disturbed in the course of construction. Under the property acquisition agreement, Exxon agreed to (1) bear the liability arising from releases or discharges of oil and hazardous substances which occurred at the site prior to the Company's ownership, (2) continue monitoring and/or remediating such releases and discharges as necessary and appropriate to comply with applicable requirements, and (3) indemnify the Company for certain losses arising from preexisting site conditions. Any indemnity claim may be subject to various defenses, and there can be no assurance that the amounts paid under the indemnity, if any, would be sufficient to cover the liabilities arising from any such releases and discharges.

Environmental investigations at some of the Company's properties and certain properties owned by affiliates of the Company have identified groundwater contamination migrating from off-site source properties. In each case the Company engaged a licensed environmental consultant to perform the necessary investigations and assessments and to prepare any required submittals to the regulatory authorities. In each case the environmental consultant concluded that the properties qualify under the regulatory program or the regulatory practice for a status which eliminates certain deadlines for conducting response actions at a site. The Company also believes that these properties qualify for liability relief under certain statutory provisions or regulatory practices regarding upgradient releases. Although the Company believes that the current or former owners of the upgradient source properties may bear responsibility for some or all of the costs of addressing the identified groundwater contamination, the Company will take such further response actions (if any) that it deems necessary or advisable. Other than periodic testing at some of these properties, no such additional response actions are anticipated at this time.

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Some of the Company's properties and certain properties owned by the Company's affiliates are located in urban, industrial and other previously developed areas where fill or current or historical uses of the areas have caused site contamination. Accordingly, it is sometimes necessary to institute special soil and/or groundwater handling procedures and/or include particular building design features in connection with development, construction and other property operations in order to achieve regulatory closure and/or ensure that contaminated materials are addressed in an appropriate manner. In these situations it is the Company's practice to investigate the nature and extent of detected contamination and estimate the costs of required response actions and special handling procedures. The Company then uses this information as part of its decision-making process with respect to the acquisition and/or development of the property. For example, the Company owns a parcel in Massachusetts which was formerly used as a quarry/asphalt batching facility. Pre-purchase testing indicated that the site contained relatively low levels of certain contaminants. The Company has developed an office park on this property. Prior to and during redevelopment activities, the Company engaged a specially licensed environmental consultant to monitor environmental conditions at the site and prepare necessary regulatory submittals based on the results of an environmental risk characterization. A submittal has been made to the regulatory authorities in order to achieve regulatory closure at this site. The submittal included an environmental deed restriction that mandates compliance with certain protective measures in a portion of the site where low levels of residual soil contamination have been left in place in accordance with applicable laws.

The Company expects that resolution of the environmental matters relating to the above will not have a material impact on its business, assets, financial condition, results of operations or liquidity. However, the Company cannot assure you that it has identified all environmental liabilities at its properties, that all necessary remediation actions have been or will be undertaken at the Company's properties or that the Company will be indemnified, in full or at all, in the event that such environmental liabilities arise.

### *Tax Protection Obligations*

In connection with the acquisition or contribution of six properties, the Company entered into agreements for the benefit of the selling or contributing parties which specifically state that until such time as the contributors do not hold at least a specified percentage of the OP Units owned by such person following the contribution of the properties, or until June 2017 for the General Motors Building, the Company will not sell or otherwise transfer the properties in a taxable transaction. If the Company does sell or transfer the properties in a taxable transaction, it would be liable to the contributors for contractual damages.

## **11. Noncontrolling Interests**

Noncontrolling interests relate to the interests in the Company not owned by Boston Properties, Inc. and interests in property partnerships not wholly-owned by the Company. As of December 31, 2011, the noncontrolling interests consisted of 16,562,838 OP Units, 1,601,004 LTIP Units, 400,000 2011 OPP Units and 1,113,044 Series Two Preferred Units (or 1,460,688 OP Units on an as converted basis) held by parties other than Boston Properties, Inc.

### ***Noncontrolling Interest—Redeemable Preferred Units***

The Preferred Units at December 31, 2011 and 2010 consisted solely of 1,113,044 Series Two Preferred Units, which bear a preferred distribution equal to the greater of (1) the distribution which would have been paid in respect of the Series Two Preferred Unit had such Series Two Preferred Unit been converted into an OP Unit (including both regular and special distributions) or (2) 6.00% per annum on a liquidation preference of \$50.00 per unit, and are convertible into OP Units at a rate of \$38.10 per Preferred Unit (1.312336 OP Units for each Preferred Unit). The holders of Series Two Preferred Units have the right to require the Company to redeem their units for cash at the redemption price of \$50.00 per unit on May 14, 2012, May 14, 2013 and May 12, 2014. The maximum number of units that may be required to be redeemed from all holders on each of these dates is 1,007,662, which is one-sixth of the number of Series Two Preferred Units that were originally issued. The holders also had the right to have their Series Two Preferred Units redeemed for cash on May 12, 2009,



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May 12, 2010 and May 12, 2011, although no holder exercised such right. The Company also has the right, subject to certain conditions, to redeem Series Two Preferred Units for cash or to convert into OP Units any Series Two Preferred Units that are not redeemed when they are eligible for redemption.

On February 15, 2011, the Company paid a distribution on its outstanding Series Two Preferred Units of \$0.75616 per unit. On May 16, 2011, the Company paid a distribution on its outstanding Series Two Preferred Units of \$0.73151 per unit. On August 15, 2011, the Company paid a distribution on its outstanding Series Two Preferred Units of \$0.75616 per unit. On November 15, 2011, the Company paid a distribution on its outstanding Series Two Preferred Units of \$0.75616 per unit.

Due to the redemption option and the conversion option existing outside the control of the Company, such Preferred Units are not included in Partners' Capital and are reflected in the Consolidated Balance Sheets at an amount equivalent to the value of such units had such units been redeemed at December 31, 2011. The value of the Series Two Preferred Units had all of such units been converted and then redeemed at December 31, 2011 was approximately \$145.5 million based on the closing price of Boston Properties, Inc.'s common stock of \$99.60 per share.

The following table reflects the activity for noncontrolling interests—redeemable preferred units for the years ended December 31, 2011, 2010 and 2009 (dollars in thousands):

Balance at December 31, 2008	\$ 80,338
Net income	3,594
Distributions	(3,594)
Reallocation of partnership interest	17,630
Balance at December 31, 2009	97,968
Net income	3,343
Distributions	(3,343)
Reallocation of partnership interest	27,797
Balance at December 31, 2010	125,765
Net income	3,339
Distributions	(3,339)
Reallocation of partnership interest	19,719
Balance at December 31, 2011	<u>\$ 145,484</u>

### ***Noncontrolling Interest—Redeemable Common Units***

During the years ended December 31, 2011 and 2010, 2,919,323 and 591,900 OP Units, respectively, were presented by the holders for redemption (including 60,414 OP Units and 99,139 OP Units, respectively, issued upon conversion of LTIP Units) and were redeemed by Boston Properties, Inc. in exchange for an equal number of shares of Common Stock.

At December 31, 2010, the Company had outstanding 1,080,938 2008 OPP Units. Prior to the measurement date on February 5, 2011, 2008 OPP Units were entitled to receive per unit distributions equal to one-tenth (10%) of the regular quarterly distributions payable on an OP Unit, but were not entitled to receive any special distributions. After the measurement date, the number of 2008 OPP Units, both vested and unvested, which 2008 OPP award recipients had earned, if any, based on the establishment of an outperformance pool, would have been entitled to receive distributions in an amount per unit equal to distributions, both regular and special, payable on an OP Unit. On February 5, 2011, the measurement period for the Company's 2008 OPP Awards expired and Boston Properties, Inc.'s TRS performance was not sufficient for employees to earn and therefore become eligible to vest in any of the 2008 OPP Awards. Accordingly, all 2008 OPP Awards were automatically forfeited and the Company repaid employees an amount equal to \$0.25 (which is equal to what they paid upon acceptance of the award) multiplied by the number of 2008 OPP Awards previously received.

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At December 31, 2011, the Company had outstanding 400,000 2011 OPP Units (See Note 17). Prior to the measurement date on January 31, 2014, 2011 OPP Units will be entitled to receive per unit distributions equal to one-tenth (10%) of the regular quarterly distributions payable on an OP Unit, but will not be entitled to receive any special distributions. After the measurement date, the number of 2011 OPP Units, both vested and unvested, that 2011 OPP award recipients have earned, if any, based on the establishment of an outperformance pool, will be entitled to receive distributions in an amount per unit equal to distributions, both regular and special, payable on an OP Unit.

On January 28, 2011, the Company paid a distribution on the OP Units and LTIP Units in the amount of \$0.50 per unit, and a distribution on the 2008 OPP Units in the amount of \$0.05 per unit, to holders of record as of the close of business on December 31, 2010. On April 29, 2011, the Company paid a distribution on the OP Units and LTIP Units in the amount of \$0.50 per unit, and a distribution on the 2011 OPP Units in the amount of \$0.05 per unit, to holders of record as of the close of business on March 31, 2011. On July 29, 2011, the Company paid a distribution on the OP Units and LTIP Units in the amount of \$0.50 per unit, and a distribution on the 2011 OPP Units in the amount of \$0.05 per unit, to holders of record as of the close of business on June 30, 2011. On October 31, 2011, the Company paid a distribution on the OP Units and LTIP Units in the amount of \$0.50 per unit and a distribution on the 2011 OPP Units in the amount of \$0.05 per unit to holders of record as of the close of business on September 30, 2011. On December 14, 2011, Boston Properties, Inc., as general partner of the Company, declared a distribution on the OP Units and LTIP Units in the amount of \$0.55 per unit and a distribution on the 2011 OPP Units in the amount of \$0.055 per unit, in each case payable on January 27, 2012 to holders of record as of the close of business on December 31, 2011.

Pursuant to the Company's Partnership Agreement, certain limited partners in the Company have the right to redeem all or any portion of their interest for cash from the Company. However, Boston Properties, Inc. may elect to acquire the interest by issuing its Common Stock in exchange for their interest. The amount of cash to be paid to the limited partner if the redemption right is exercised and the cash option is elected is based on the trading price of Boston Properties, Inc.'s common stock at that time. Due to the redemption option existing outside the control of the Company, such limited partners' units are not included in Partners' Capital. The value of the OP Units not owned by Boston Properties, Inc. (including LTIP Units assuming that all conditions have been met for the conversion thereof) had all of such units been redeemed at December 31, 2011 was approximately \$1.81 billion based on the closing price of Boston Properties, Inc.'s common stock of \$99.60 per share.

The following table reflects the activity for noncontrolling interests—redeemable common units for the years ended December 31, 2011, 2010 and 2009 (dollars in thousands):

Balance at December 31, 2008	\$ 1,147,057
Contributions	20,474
Net income	37,122
Distributions	(46,574)
Conversion of redeemable partnership units	(3,970)
Unearned compensation	4,250
Accumulated other comprehensive loss	390
Adjustments to reflect redeemable partnership units at redemption value	272,917
Balance at December 31, 2009	1,431,666
Contributions	15,065
Net income	24,448
Distributions	(42,570)
Conversion of redeemable partnership units	(17,182)
Unearned compensation	14,705
Accumulated other comprehensive loss	488
Adjustments to reflect redeemable partnership units at redemption value	374,972

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Balance at December 31, 2010	1,801,592
Contributions	23,379
Net income	36,250
Distributions	(39,132)
Conversion of redeemable partnership units	(85,498)
Unearned compensation	(1,952)
Accumulated other comprehensive loss	297
Adjustments to reflect redeemable partnership units at redemption value	74,183
Balance at December 31, 2011	<u>\$ 1,809,119</u>

### ***Noncontrolling Interest—Property Partnerships***

The noncontrolling interests in property partnerships consist of the outside equity interests in joint ventures that are consolidated with the financial results of the Company because the Company exercises control over the entities that own the properties. The equity interests in these ventures that are not owned by the Company, totaling approximately \$(1.1) million and \$(0.6) million at December 31, 2011 and December 31, 2010, respectively.

The following table reflects the activity for noncontrolling interests in property partnerships for the years ended December 31, 2011, 2010 and 2009 (dollars in thousands):

Balance at December 31, 2008	\$ 6,900
Net income	2,778
Distributions	(4,007)
Balance at December 31, 2009	5,671
Net income	3,464
Distributions	(3,365)
Acquisition of noncontrolling interest in property partnership	(6,384)
Balance at December 31, 2010	(614)
Net income	1,558
Distributions	(2,007)
Balance at December 31, 2011	<u>\$(1,063)</u>

[Table of Contents](#)**12. Partners' Capital**

The following table presents the changes in the issued and outstanding partners' capital units since January 1, 2009:

	General Partner Units	Limited Partner Units	Total Partners' Capital Units
Outstanding at December 31, 2008	1,420,362	119,760,293	121,180,655
Units issued to Boston Properties, Inc. related to Common Stock issued under the Employee Stock Purchase Plan	124	11,981	12,105
Units issued to Boston Properties, Inc. related to Common Stock issued under the Stock Option and Incentive Plan	3,047	295,347	298,394
Units issued to Boston Properties, Inc. related to Common Stock issued in exchange for OP Units	1,418	137,438	138,856
Units issued to Boston Properties, Inc. related to Common Stock issued for the completion of a public offering	176,156	17,073,844	17,250,000
Outstanding at December 31, 2009	1,601,107	137,278,903	138,880,010
Units issued to Boston Properties, Inc. related to Common Stock issued under the Employee Stock Purchase Plan	68	9,063	9,131
Units issued to Boston Properties, Inc. related to Common Stock issued under the Stock Option and Incentive Plan, net	5,353	712,711	718,064
Units issued to Boston Properties, Inc. related to Common Stock issued in exchange for OP Units	4,413	587,487	591,900
Outstanding at December 31, 2010	1,610,941	138,588,164	140,199,105
Units issued to Boston Properties, Inc. related to Common Stock issued under the Employee Stock Purchase Plan	42	6,314	6,356
Units issued to Boston Properties, Inc. related to Common Stock issued under the Stock Option and Incentive Plan, net	2,112	320,499	322,611
Units issued to Boston Properties, Inc. related to Common Stock issued in exchange for OP Units	19,112	2,900,211	2,919,323
Units issued to Boston Properties, Inc. related to Common Stock issued under the "at the market" (ATM) stock offering programs	30,508	4,629,708	4,660,216
Outstanding at December 31, 2011	1,662,715	146,444,896	148,107,611

As of December 31, 2011, Boston Properties, Inc. owned 1,662,715 general partnership units and 146,444,896 limited partnership units.

On January 28, 2011, the Company paid a distribution in the amount of \$0.50 per OP Unit to unitholders of record as of the close of business on December 31, 2010. On April 29, 2011, the Company paid a distribution in the amount of \$0.50 per OP Unit to unitholders of record as of the close of business on March 31, 2011. On July 29, 2011, the Company paid a distribution in the amount of \$0.50 per OP Unit to unitholders of record as of the close of business on June 30, 2011. On October 31, 2011, the Company paid a distribution in the amount of \$0.50 per OP Unit to unitholders of record as of the close of business on September 30, 2011. On December 14, 2011, Boston Properties, Inc., as general partner of the Company, declared a distribution in the amount of \$0.55 per OP Unit payable on January 27, 2012 to unitholders of record as of the close of business on December 31, 2011.

On April 21, 2010, Boston Properties, Inc. announced that it had established an "at the market" (ATM) stock offering program through which it may sell from time to time up to an aggregate of \$400.0 million of its common stock through sales agents for a three-year period. During the year ended December 31, 2011, Boston Properties, Inc. utilized the initial ATM stock offering program to issue an aggregate of 4,228,993 shares of

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Common Stock for gross proceeds of approximately \$400.0 million and net proceeds of approximately \$394.7 million. Boston Properties, Inc. contributed the net proceeds from such sales to the Company in exchange for a number of OP Units equal to the number of shares issued. No amount remains available for issuance under this ATM program.

On June 2, 2011, Boston Properties, Inc. established a new ATM stock offering program through which it may sell from time to time up to an aggregate of \$600.0 million of its common stock through sales agents over a three-year period. During the year ended December 31, 2011, Boston Properties, Inc. issued an aggregate of 431,223 shares of Common Stock under the ATM stock offering program for gross proceeds of approximately \$44.9 million and net proceeds of approximately \$44.3 million. Boston Properties, Inc. contributed the net proceeds from such sales to the Company in exchange for a number of OP Units equal to the number of shares issued. As of December 31, 2011, approximately \$555.1 million remained available for issuance under this ATM program.

During the years ended December 31, 2011 and 2010, Boston Properties, Inc. acquired 2,919,323 and 591,900 OP Units, respectively, in connection with the redemption of an equal number of OP Units from third parties.

During the years ended December 31, 2011 and 2010, the Company issued 316,159 and 638,957 OP Units, respectively, to Boston Properties, Inc. in connection with the exercise by certain employees of options to purchase Common Stock of Boston Properties, Inc.

### 13. Future Minimum Rents

The properties are leased to tenants under net operating leases with initial term expiration dates ranging from 2012 to 2048. The future contractual minimum lease payments to be received (excluding operating expense reimbursements) by the Company as of December 31, 2011, under non-cancelable operating leases which expire on various dates through 2048, are as follows:

<u>Years Ending December 31,</u>	<u>(in thousands)</u>
2012	\$ 1,305,070
2013	1,314,408
2014	1,275,588
2015	1,173,068
2016	1,044,669
Thereafter	5,052,985

No single tenant represented more than 10.0% of the Company's total rental revenue for the years ended December 31, 2011, 2010 and 2009.

### 14. Segment Reporting

The Company's segments are based on the Company's method of internal reporting which classifies its operations by both geographic area and property type. The Company's segments by geographic area are Boston, New York, Princeton, San Francisco and Washington, DC. Segments by property type include: Class A Office, Office/Technical, Residential and Hotel.

Asset information by segment is not reported because the Company does not use this measure to assess performance. Therefore, depreciation and amortization expense is not allocated among segments. Interest and other income, development and management services, general and administrative expenses, acquisition costs, interest expense, depreciation and amortization expense, suspension of development, gains (losses) from

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investments in securities, losses from early extinguishments of debt, income from unconsolidated joint ventures, gain on sale of real estate and noncontrolling interests are not included in Net Operating Income as internal reporting addresses these items on a corporate level.

Net Operating Income is not a measure of operating results or cash flows from operating activities as measured by accounting principles generally accepted in the United States of America, and it is not indicative of cash available to fund cash needs and should not be considered an alternative to cash flows as a measure of liquidity. All companies may not calculate Net Operating Income in the same manner. The Company considers Net Operating Income to be an appropriate supplemental measure to net income because it helps both investors and management to understand the core operations of the Company's properties.

Information by geographic area and property type (dollars in thousands):

For the year ended December 31, 2011:

	<u>Boston</u>	<u>New York</u>	<u>Princeton</u>	<u>San Francisco</u>	<u>Washington, DC</u>	<u>Total</u>
<b>Rental Revenue:</b>						
Class A Office	\$543,494	\$458,791	\$62,648	\$213,257	\$359,544	\$1,637,734
Office/Technical	30,975	—	—	—	16,236	47,211
Residential	985	—	—	—	5,632	6,617
Hotel	34,529	—	—	—	—	34,529
Total	609,983	458,791	62,648	213,257	381,412	1,726,091
% of Grand Totals	35.34%	26.58%	3.63%	12.35%	22.10%	100.0%
<b>Rental Expenses:</b>						
Class A Office	209,176	152,649	30,150	80,729	101,559	574,263
Office/Technical	9,955	—	—	—	4,280	14,235
Residential	521	—	—	—	4,958	5,479
Hotel	26,128	—	—	—	—	26,128
Total	245,780	152,649	30,150	80,729	110,797	620,105
% of Grand Totals	39.63%	24.62%	4.86%	13.02%	17.87%	100.0%
Net operating income	\$364,203	\$306,142	\$32,498	\$132,528	\$270,615	\$1,105,986
% of Grand Totals	32.93%	27.68%	2.94%	11.98%	24.47%	100.0%

For the year ended December 31, 2010:

	<u>Boston</u>	<u>New York</u>	<u>Princeton</u>	<u>San Francisco</u>	<u>Washington, DC</u>	<u>Total</u>
<b>Rental Revenue:</b>						
Class A Office	\$368,841	\$445,296	\$65,475	\$215,468	\$335,508	\$1,430,588
Office/Technical	30,336	—	—	—	15,849	46,185
Residential	—	—	—	—	—	—
Hotel	32,800	—	—	—	—	32,800
Total	431,977	445,296	65,475	215,468	351,357	1,509,573
% of Grand Totals	28.62%	29.50%	4.34%	14.27%	23.27%	100.0%
<b>Rental Expenses:</b>						
Class A Office	138,722	146,381	31,486	78,978	92,892	488,459
Office/Technical	9,067	—	—	—	4,168	13,235
Residential	—	—	—	—	—	—
Hotel	25,153	—	—	—	—	25,153
Total	172,942	146,381	31,486	78,978	97,060	526,847
% of Grand Totals	32.83%	27.78%	5.98%	14.99%	18.42%	100.0%
Net operating income	\$259,035	\$298,915	\$33,989	\$136,490	\$254,297	\$982,726
% of Grand Totals	26.36%	30.42%	3.45%	13.89%	25.88%	100.0%

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For the year ended December 31, 2009:

	Boston	New York	Princeton	San Francisco	Washington, DC	Total
<b>Rental Revenue:</b>						
Class A Office	\$364,064	\$441,571	\$63,189	\$218,432	\$ 318,786	\$1,406,042
Office/Technical	30,655	—	—	—	16,230	46,885
Residential	—	—	—	—	—	—
Hotel	30,385	—	—	—	—	30,385
Total	425,104	441,571	63,189	218,432	335,016	1,483,312
% of Grand Totals	28.66%	29.77%	4.26%	14.73%	22.58%	100.0%
<b>Rental Expenses:</b>						
Class A Office	137,785	146,398	29,751	80,269	93,799	488,002
Office/Technical	9,475	—	—	—	4,322	13,797
Residential	—	—	—	—	—	—
Hotel	23,966	—	—	—	—	23,966
Total	171,226	146,398	29,751	80,269	98,121	525,765
% of Grand Totals	32.57%	27.84%	5.66%	15.27%	18.66%	100.0%
Net operating income	\$253,878	\$295,173	\$33,438	\$138,163	\$ 236,895	\$ 957,547
% of Grand Totals	26.51%	30.83%	3.49%	14.43%	24.74%	100.0%

The following is a reconciliation of Net Operating Income to net income attributable to Boston Properties Limited Partnership (in thousands):

	Years ended December 31,		
	2011	2010	2009
Net operating income	\$1,105,986	\$982,726	\$957,547
Add:			
Development and management services income	33,435	41,231	34,878
Income from unconsolidated joint ventures	85,896	36,774	12,058
Interest and other income	5,358	7,332	4,059
Gains on sales of real estate	—	2,734	11,760
Less:			
General and administrative expense	81,442	79,658	75,447
Acquisition costs	155	2,614	—
Suspension of development	—	(7,200)	27,766
Depreciation and amortization expense	430,961	330,148	313,458
Losses (gains) from investments in securities	443	(935)	(2,434)
Interest expense	394,131	378,079	322,833
Losses from early extinguishments of debt	1,494	89,883	510
Noncontrolling interests in property partnerships	1,558	3,464	2,778
Noncontrolling interest—redeemable preferred units.	3,339	3,343	3,594
Net income attributable to Boston Properties Limited Partnership	\$ 317,152	\$ 191,743	\$ 276,350

## 15. Earnings Per Common Unit

The following table provides a reconciliation of both the net income attributable to Boston Properties Limited Partnership and the number of common units used in the computation of basic earnings per common unit, which is calculated by dividing net income attributable to Boston Properties Limited Partnership by the weighted-average number of common units outstanding during the period. The terms of the Series Two Preferred Units enable the holders to obtain OP Units of the Company. As a result, the Series Two Preferred Units are

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considered participating securities and are included in the computation of basic and diluted earnings per common unit of the Company if the effect of applying the if-converted method is dilutive. Unvested share-based payment awards that contain non-forfeitable rights to dividends or dividend equivalents (whether paid or unpaid) are participating securities and shall be included in the computation of earnings per common unit pursuant to the two-class method. As a result, unvested restricted common stock of Boston Properties, Inc. and LTIP Units, 2008 OPP Units and 2011 OPP Units of the Company are considered participating securities and are included in the computation of basic and diluted earnings per common unit of the Company if the effect of applying the if-converted method is dilutive. Because the 2008 OPP Units and 2011 OPP Units require Boston Properties, Inc. to outperform absolute and relative return thresholds, unless such thresholds have been met by the end of the applicable reporting period, the Company excludes such units from the diluted earnings per common unit calculation. For the year ended December 31, 2011, assuming the measurement period for the 2011 OPP Units ended on December 31, 2011, Boston Properties, Inc.'s total return to stockholders compared to the absolute and relative return thresholds for the 2011 OPP Units would have resulted in participants earning and being eligible to vest in an aggregate of approximately 62,000 2011 OPP Units. As a result, these 2011 OPP Units have been included in the diluted earnings per common unit calculation. For the years ended December 31, 2011, 2010 and 2009, the absolute and relative return thresholds for the 2008 OPP Units were not met and as a result the 2008 OPP Units have been excluded from the diluted earnings per common unit calculation. Other potentially dilutive common units and the related impact on earnings are considered when calculating diluted earnings per common unit. Included in the number of units (the denominator) below are approximately 18,793,000, 20,381,000 and 20,336,000 redeemable common units for the years ended December 31, 2011, 2010 and 2009, respectively.

	For the year ended December 31, 2011		
	Income (Numerator)	Units (Denominator)	Per Unit Amount
(in thousands, except for per unit amounts)			
<b>Basic Earnings:</b>			
Net income attributable to Boston Properties Limited Partnership	\$ 317,152	164,486	\$ 1.93
<b>Effect of Dilutive Securities:</b>			
Stock Based Compensation and Exchangeable Senior Notes	—	525	(0.01)
<b>Diluted Earnings:</b>			
Net income	<u>\$ 317,152</u>	<u>165,011</u>	<u>\$ 1.92</u>
	For the year ended December 31, 2010		
	Income (Numerator)	Units (Denominator)	Per Unit Amount
(in thousands, except for per unit amounts)			
<b>Basic Earnings:</b>			
Net income attributable to Boston Properties Limited Partnership	\$ 191,743	159,821	\$ 1.20
<b>Effect of Dilutive Securities:</b>			
Stock Based Compensation	—	617	(0.00)
<b>Diluted Earnings:</b>			
Net income	<u>\$ 191,743</u>	<u>160,438</u>	<u>\$ 1.20</u>
	For the year ended December 31, 2009		
	Income (Numerator)	Units (Denominator)	Per Unit Amount
(in thousands, except for per unit amounts)			
<b>Basic Earnings:</b>			
Net income attributable to Boston Properties Limited Partnership	\$ 276,350	151,386	\$ 1.83
<b>Effect of Dilutive Securities:</b>			
Stock Based Compensation	—	462	(0.01)
<b>Diluted Earnings:</b>			
Net income	<u>\$ 276,350</u>	<u>151,848</u>	<u>\$ 1.82</u>



## **16. Employee Benefit Plans**

Effective January 1, 1985, the predecessor of the Company adopted a 401(k) Savings Plan (the “Plan”) for its employees. Under the Plan, as amended, employees, as defined, are eligible to participate in the Plan after they have completed three months of service. Upon formation, the Company adopted the Plan and the terms of the Plan.

Effective January 1, 2000, the Company amended the Plan by increasing the Company’s matching contribution to 200% of the first 3% from 200% of the first 2% of participant’s eligible earnings contributed (utilizing earnings that are not in excess of an amount established by the IRS (\$245,000, \$245,000 and \$245,000 in 2011, 2010 and 2009, respectively), indexed for inflation) and by eliminating the vesting requirement. The Company’s aggregate matching contribution for the years ended December 31, 2011, 2010 and 2009 was \$3.1 million, \$2.9 million and \$3.0 million, respectively.

Effective January 1, 2001, the Company amended the Plan to provide a supplemental retirement contribution to certain employees who have at least ten years of service on January 1, 2001, and who are 40 years of age or older as of January 1, 2001. The maximum supplemental retirement contribution will not exceed the annual limit on contributions established by the Internal Revenue Service. The Company will record an annual supplemental retirement credit for the benefit of each participant. The Company’s supplemental retirement contribution and credit for the years ended December 31, 2011, 2010 and 2009 was \$62,000, \$48,000 and \$122,000, respectively.

The Company also maintains a deferred compensation plan that is designed to allow officers of the Company to defer a portion of their current income on a pre-tax basis and receive a tax-deferred return on these deferrals. The Company’s obligation under the plan is that of an unsecured promise to pay the deferred compensation to the plan participants in the future. At December 31, 2011 and 2010, the Company has funded approximately \$9.5 million and \$8.7 million, respectively, into a separate account, which is not restricted as to its use. The Company’s liability under the plan is equal to the total amount of compensation deferred by the plan participants and earnings on the deferred compensation pursuant to investments elected by the plan participants. The Company’s liability as of December 31, 2011 and 2010 was \$9.5 million and \$8.7 million, respectively, which are included in the accompanying Consolidated Balance Sheets.

## **17. Stock Option and Incentive Plan and Stock Purchase Plan**

Boston Properties, Inc. has established a stock option and incentive plan for the purpose of attracting and retaining qualified employees and rewarding them for superior performance in achieving the Company’s business goals and enhancing stockholder value.

Under Boston Properties, Inc.’s 1997 Stock Option and Incentive Plan (the “1997 Plan”), the number of shares of Common Stock available for issuance was 4,019,174 shares. At December 31, 2011, the number of shares available for issuance under the plan was 1,895,963, of which a maximum of 1,589,342 shares may be granted as awards other than stock options. The 1997 Plan expires on May 15, 2017.

On January 20, 2011, the Compensation Committee of the Board of Directors of Boston Properties, Inc. approved outperformance awards under Boston Properties, Inc.’s 1997 Plan to certain officers of Boston Properties, Inc. These awards (the “2011 OPP Awards”) are part of a broad-based, long-term incentive compensation program designed to provide the Company’s management team with the potential to earn equity awards subject to Boston Properties, Inc. “outperforming” and creating shareholder value in a pay-for-performance structure. 2011 OPP Awards utilize total return to shareholders (“TRS”) over a three-year measurement period as the performance metric and include two years of time-based vesting after the end of the performance measurement period (subject to acceleration in certain events) as a retention tool. Recipients of 2011 OPP Awards will share in an outperformance pool if Boston Properties, Inc.’s TRS, including both share

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appreciation and dividends, exceeds absolute and relative hurdles over a three-year measurement period from February 1, 2011 to January 31, 2014, based on the average closing price of a share of Boston Properties, Inc.'s common stock of \$93.38 for the five trading days prior to and including February 1, 2011. The aggregate reward that recipients of all 2011 OPP Awards can earn, as measured by the outperformance pool, is subject to a maximum cap of \$40.0 million.

The outperformance pool will consist of (i) two percent (2%) of the excess total return above a cumulative absolute TRS hurdle of 27% over the full three-year measurement period (equivalent to 9% per annum) (the "Absolute TRS Component") and (ii) two percent (2%) of the excess or deficient excess total return above or below a relative TRS hurdle equal to the total return of the SNL Equity REIT Index over the three-year measurement period (the "Relative TRS Component"). In the event that the Relative TRS Component is potentially positive because Boston Properties, Inc.'s TRS is greater than the total return of the SNL Equity REIT Index, but Boston Properties, Inc. achieves a cumulative absolute TRS below 27% over the three-year measurement period (equivalent to 9% per annum), the actual contribution to the outperformance pool from the Relative TRS Component will be subject to a sliding scale factor as follows: (i) 100% of the potential Relative TRS Component will be earned if Boston Properties, Inc.'s TRS is equal to or greater than a cumulative 27% over three years, (ii) 0% will be earned if Boston Properties, Inc.'s TRS is 0% or less, and (iii) a percentage from 0% to 100% calculated by linear interpolation will be earned if Boston Properties, Inc.'s cumulative TRS over three years is between 0% and 27%. For example, if Boston Properties, Inc. achieves a cumulative absolute TRS of 18% over the full three-year measurement period (equivalent to a 6% absolute annual TRS), the potential Relative TRS Component would be prorated by 66.67%. The potential Relative TRS Component before application of the sliding scale factor will be capped at \$40.0 million. In the event that the Relative TRS Component is negative because Boston Properties, Inc.'s TRS is less than the total return of the SNL Equity REIT Index, any outperformance reward potentially earned under the Absolute TRS Component will be reduced dollar for dollar, provided that the potential Absolute TRS Component before reduction for any negative Relative TRS Component will be capped at \$40.0 million. The algebraic sum of the Absolute TRS Component and the Relative TRS Component determined as described above will never exceed \$40.0 million.

Each employee's 2011 OPP Award was designated as a specified percentage of the aggregate outperformance pool. Assuming the applicable absolute and/or relative TRS thresholds are achieved at the end of the measurement period, the algebraic sum of the Absolute TRS Component and the Relative TRS Component will be calculated and then allocated among the 2011 OPP Award recipients in accordance with each individual's percentage. If there is a change of control prior to January 31, 2014, the measurement period will end on the change of control date and both the Absolute TRS Component (using a prorated absolute TRS hurdle) and the Relative TRS Component will be calculated and, assuming the applicable absolute and/or relative TRS thresholds are achieved over the shorter measurement period, allocated among the 2011 OPP Award recipients as of that date.

Rewards earned with respect to 2011 OPP Awards (if any) will vest 25% on February 1, 2014, 25% on February 1, 2015 and 50% on February 1, 2016, based on continued employment. Vesting will be accelerated in the event of a change in control of Boston Properties, Inc., termination of employment without cause, termination of employment by the award recipient for good reason, death, disability or retirement, although restrictions on transfer will continue to apply in certain of these situations. All determinations, interpretations and assumptions relating to the calculation of performance and vesting relating to 2011 OPP Awards will be made by the Compensation Committee. 2011 OPP Awards will be in the form of LTIP Units. LTIP Units will be issued prior to the determination of the outperformance pool, but will remain subject to forfeiture depending on the extent of rewards earned with respect to 2011 OPP Awards. The number of LTIP Units issued initially to recipients of the 2011 OPP Awards is an estimate of the maximum number of LTIP Units that they could earn, based on certain assumptions. The number of LTIP Units actually earned by each award recipient will be determined at the end of the performance measurement period by dividing his or her share of the outperformance pool by the average closing price of a REIT Share for the 15 trading days immediately preceding the measurement date. Total return for Boston Properties, Inc. and for the SNL Equity REIT Index over the three-year measurement period and other

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circumstances will determine how many LTIP Units are earned by each recipient; if they are fewer than the number issued initially, the balance will be forfeited as of the performance measurement date. Prior to the measurement date, LTIP units issued on account of 2011 OPP Awards will be entitled to receive per unit distributions equal to one-tenth (10%) of the regular quarterly distributions payable on an OP Unit, but will not be entitled to receive any special distributions. After the measurement date, the number of LTIP Units, both vested and unvested, which 2011 OPP Award recipients have earned based on the establishment of an outperformance pool, will be entitled to receive distributions in an amount per unit equal to distributions, both regular and special, payable on an OP Unit. LTIP Units are designed to qualify as “profits interests” in the Company for federal income tax purposes. As a general matter, the profits interests characteristics of the LTIP Units mean that initially they will not be economically equivalent in value to an OP Unit. If and when events specified by applicable tax regulations occur, LTIP Units can over time increase in value up to the point where they are equivalent to OP Units on a one-for-one basis. After LTIP Units are fully vested, and to the extent the special tax rules applicable to profits interests have allowed them to become equivalent in value to OP Units, LTIP Units may be converted on a one-for-one basis into OP Units. OP Units in turn have a one-for-one relationship in value with Boston Properties, Inc. common stock, and are exchangeable on such one-for-one basis for cash or, at the election of Boston Properties, Inc., Boston Properties, Inc. common stock.

Boston Properties, Inc. issued 19,030, 69,499 and 62,876 shares of restricted stock and the Company issued 190,067, 252,597 and 515,007 LTIP Units to employees and directors under the 1997 Plan during the years ended December 31, 2011, 2010 and 2009, respectively. Boston Properties, Inc. issued 146,844 non-qualified stock options under the 1997 Plan during the year ended December 31, 2011. The Company issued 400,000 2011 OPP Units under the 1997 Plan during the year ended December 31, 2011. Employees paid \$0.01 per share of restricted common stock and \$0.25 per LTIP and 2011 OPP Unit. An LTIP Unit is generally the economic equivalent of a share of restricted stock in Boston Properties, Inc. The aggregate value of the LTIP Units is included in Noncontrolling Interests in the Consolidated Balance Sheets. The restricted stock and LTIP Units granted to employees between January 1, 2004 and October 2006 vest over a five-year term. Grants of restricted stock and LTIP Units made on and after November 2006 vest in four equal annual installments. Restricted stock and LTIP Units are measured at fair value on the date of grant based on the number of shares or units granted, as adjusted for forfeitures, and the price of Boston Properties, Inc.’s Common Stock on the date of grant as quoted on the New York Stock Exchange. Such value is recognized as an expense ratably over the corresponding employee service period. As the 2011 OPP Awards are subject to both a service condition and a market condition, the Company recognizes the compensation expense related to the 2011 OPP Awards under the graded vesting attribution method. Under the graded vesting attribution method, each portion of the award that vests at a different date is accounted for as a separate award and recognized over the period appropriate to that portion so that the compensation cost for each portion should be recognized in full by the time that portion vests. Dividends paid on both vested and unvested shares of restricted stock are charged directly to Partners’ Capital in the Consolidated Balance Sheets. Stock-based compensation expense associated with restricted stock, LTIP Units and 2008 OPP Units and 2011 OPP Units was approximately \$28.3 million, \$31.9 million and \$25.6 million for the years ended December 31, 2011, 2010 and 2009, respectively. Upon the conclusion of the three-year measurement period in February 2011, the 2008 OPP Awards were not earned, the program was terminated and the Company accelerated the then remaining unrecognized compensation expense totaling approximately \$4.3 million during the year ended December 31, 2011. For the year ended December 31, 2010, stock-based compensation expense includes an aggregate of approximately \$5.8 million of remaining previously unvested stock-based compensation granted between 2006 and 2009 to Edward H. Linde, Boston Properties, Inc.’s late Chief Executive Officer, which expense was accelerated as a result of his passing on January 10, 2010. At December 31, 2011, there was \$24.7 million of unrecognized compensation expense related to unvested restricted stock and LTIP Units and \$5.5 million of unrecognized compensation expense related to unvested 2011 OPP Units that is expected to be recognized over a weighted-average period of approximately 2.5 years.

The shares of restricted stock were valued at approximately \$1.8 million (\$93.40 per share weighted-average), \$4.5 million (\$65.31 per share weighted-average) and \$2.8 million (\$43.89 per share weighted-average) for the years ended December 31, 2011, 2010 and 2009, respectively.

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LTIP Units were valued using a Monte Carlo simulation method model in accordance with the provisions of ASC 718 “Compensation—Stock Compensation” (“ASC 718”) (formerly SFAS No. 123R). LTIP Units issued during the years ended December 31, 2011, 2010 and 2009 were valued at approximately \$16.5 million, \$15.3 million and \$21.1 million, respectively. The weighted-average per unit fair value of LTIP Unit grants in 2011, 2010 and 2009 was \$86.74, \$60.49 and \$41.05, respectively. The per unit fair value of each LTIP Unit granted in 2011, 2010 and 2009 was estimated on the date of grant using the following assumptions; an expected life of 5.8 years, 5.7 years and 5.6 years, a risk-free interest rate of 2.22%, 2.60% and 1.87% and an expected price volatility of 30.0%, 36.0% and 40.0%, respectively.

The non-qualified stock options granted during the year ended December 31, 2011 had a fair value on the date of grant of \$24.67 per option, which was computed using the Black-Scholes option-pricing model utilizing the following assumptions: an expected life of 6.0 years, a risk-free interest rate of 2.37%, an expected price volatility of 35.0% and an expected dividend yield of 3.0%. The exercise price of the options is \$92.71, which was the closing price of Boston Properties, Inc.’s common stock on the date of grant.

The 2011 OPP Units were valued at approximately \$7.8 million utilizing a Monte Carlo simulation to estimate the probability of the performance vesting conditions being satisfied. The Monte Carlo simulation used a statistical formula underlying the Black-Scholes and binomial formulas and such simulation was run approximately 100,000 times. For each simulation, the payoff is calculated at the settlement date, which is then discounted to the award date at a risk-free interest rate. The average of the values over all simulations is the expected value of the unit on the award date. Assumptions used in the valuations included (1) factors associated with the underlying performance of Boston Properties, Inc.’s stock price and total shareholder return over the term of the performance awards including total stock return volatility and risk-free interest and (2) factors associated with the relative performance of Boston Properties, Inc.’s stock price and total shareholder return when compared to the SNL Equity REIT Index. The valuation was performed in a risk-neutral framework, so no assumption was made with respect to an equity risk premium. The fair value of the 2011 OPP Units is based on the sum of: (1) the present value of the expected payoff to the OPP Award on the measurement date, if the TRS over the applicable measurement period exceeds performance hurdles of the Absolute and the Relative Components; and (2) the present value of the distributions payable on the 2011 OPP Units. The ultimate reward realized on account of the OPP Award by the holders of the 2011 OPP Units is contingent on the TRS achieved on the measurement date, both in absolute terms and relative to the TRS of the SNL Equity REIT Index. The per unit fair value of each 2011 OPP Unit was estimated on the date of grant using the following assumptions in the Monte-Carlo valuation: expected price volatility for Boston Properties, Inc. and the SNL Equity REIT index of 41% and 37%, respectively; a risk free rate of 0.98%; and estimated total dividend payments over the measurement period of \$6.10 per share.

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A summary of the status of Boston Properties, Inc.'s stock options as of December 31, 2011, 2010 and 2009 and changes during the years then ended are presented below:

	Shares	Weighted Average Exercise Price
Outstanding at December 31, 2008	1,206,402	\$ 34.23
Granted	—	—
Exercised	(242,507)	\$ 33.41
Canceled	—	—
Outstanding at December 31, 2009	963,895	\$ 34.44
Granted	—	—
Exercised	(638,957)	\$ 35.35
Canceled	—	—
Outstanding at December 31, 2010	324,938	\$ 32.65
Granted	146,844	\$ 92.71
Exercised	(316,159)	\$ 32.63
Canceled	—	—
Outstanding at December 31, 2011	<u>155,623</u>	<u>\$ 89.35</u>

The following table summarizes information about stock options outstanding at December 31, 2011:

Options Outstanding				Options Exercisable	
Range of Exercise Prices	Number Outstanding at 12/31/11	Weighted-Average Remaining Contractual Life	Weighted-Average Exercise Price	Number Exercisable at 12/31/11	Weighted-Average Exercise Price
\$32.62-\$34.14	8,779	0.1 Years	\$33.10	8,779	\$33.10
\$92.71	146,844	9.1 Years	\$92.71	4,854	\$92.71

The total intrinsic value of the outstanding and exercisable stock options as of December 31, 2011 was approximately \$0.6 million. In addition, the Company had 324,938 and 963,895 options exercisable at a weighted-average exercise price of \$32.65 and \$34.44 at December 31, 2010 and 2009, respectively.

Boston Properties, Inc. adopted the 1999 Non-Qualified Employee Stock Purchase Plan (the "Stock Purchase Plan") to encourage the ownership of Common Stock by eligible employees. The Stock Purchase Plan became effective on January 1, 1999 with an aggregate maximum of 250,000 shares of Common Stock available for issuance. The Stock Purchase Plan provides for eligible employees to purchase on the business day immediately following the end of the biannual purchase periods (i.e., January 1-June 30 and July 1-December 31) shares of Common Stock at a purchase price equal to 85% of the average closing prices of the Common Stock during the last ten business days of the purchase period. Boston Properties, Inc. issued 6,356, 9,131 and 12,105 shares with the weighted average purchase price equal to \$80.13 per share, \$61.61 per share and \$42.65 per share under the Stock Purchase Plan during the years ended December 31, 2011, 2010 and 2009, respectively.

### 18. Related Party Transactions

A firm controlled by Mr. Raymond A. Ritchey's brother was paid aggregate leasing commissions of approximately \$671,000, \$960,000 and \$257,000 for the years ended December 31, 2011, 2010 and 2009, respectively, related to certain exclusive leasing arrangements for certain Northern Virginia properties. Mr. Ritchey is an Executive Vice President of Boston Properties, Inc.

On June 30, 1998, the Company acquired from entities controlled by Mr. Alan B. Landis, a former director, a portfolio of properties known as the Carnegie Center Portfolio and Tower Center One and related operations

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and development rights (collectively, the “Carnegie Center Portfolio”). In connection with the acquisition of the Carnegie Center Portfolio, the Company entered into a development agreement (the “Development Agreement”) with affiliates of Mr. Landis providing for up to approximately 2,000,000 square feet of development in or adjacent to the Carnegie Center office complex. An affiliate of Mr. Landis was entitled to a purchase price for each parcel developed under the Development Agreement calculated on the basis of \$20 per rentable square foot of property developed. Another affiliate of Mr. Landis was eligible to earn a contingent payment for each developed property that achieves a stabilized return in excess of a target annual return ranging between 10.5% and 11%. The Development Agreement also provided that upon negotiated terms and conditions, the Company and Mr. Landis would form a development company to provide development services for these development projects and would share the expenses and profits, if any, of this new company. In addition, in connection with the acquisition of the Carnegie Center Portfolio, Mr. Landis became a director of Boston Properties, Inc. pursuant to an Agreement Regarding Directorship, dated as of June 30, 1998, with Boston Properties, Inc. (the “Directorship Agreement”). Under the Directorship Agreement, Boston Properties, Inc. agreed to nominate Mr. Landis for re-election as a director at each annual meeting of stockholders of Boston Properties, Inc. in a year in which his term expires, provided that specified conditions are met.

On October 21, 2004, the Company entered into an agreement (the “2004 Agreement”) to modify several provisions of the Development Agreement. Under the terms of the 2004 Agreement, the Company and affiliates of Mr. Landis amended the Development Agreement to limit the rights of Mr. Landis and his affiliates to participate in the development of properties under the Development Agreement. Among other things, Mr. Landis agreed that (1) Mr. Landis and his affiliates will have no right to participate in any entity formed to acquire land parcels or the development company formed by the Company to provide development services under the Development Agreement, (2) Mr. Landis will have no right or obligation to play a role in development activities engaged in by the development company formed by the Company under the Development Agreement or receive compensation from the development company and (3) the affiliate of Mr. Landis will have no right to receive a contingent payment for developed properties based on stabilized returns. In exchange, the Company (together with Boston Properties, Inc.) agreed to:

- effective as of June 30, 1998, pay Mr. Landis \$125,000 on January 1 of each year until the earlier of (A) January 1, 2018, (B) the termination of the Development Agreement or (C) the date on which all development properties under the Development Agreement have been conveyed pursuant to the Development Agreement, with \$750,000, representing payments of this annual amount from 1998 to 2004, being paid upon execution of the 2004 Agreement; and
- pay an affiliate of Mr. Landis, in connection with the development of land parcels acquired under the Development Agreement, an aggregate fixed amount of \$10.50 per rentable square foot of property developed (with a portion of this amount (i.e., \$5.50) being subject to adjustment, in specified circumstances, based on future increases in the Consumer Price Index) in lieu of a contingent payment based on stabilized returns, which payment could have been greater or less than \$10.50 per rentable square foot of property developed.

The Company also continues to be obligated to pay an affiliate of Mr. Landis the purchase price of \$20 per rentable square foot of property developed for each land parcel acquired as provided in the original Development Agreement. During the 20-year term of the Development Agreement, until such time, if any, as the Company elects to acquire a land parcel, an affiliate of Mr. Landis will remain responsible for all carrying costs associated with such land parcel. On July 24, 2007, the Company acquired from Mr. Landis 701 Carnegie Center, a land parcel located in Princeton, New Jersey for a purchase price of approximately \$3.1 million.

In addition, in connection with entering into the 2004 Agreement, Mr. Landis resigned as a director of Boston Properties, Inc. effective as of May 11, 2005 and agreed that Boston Properties, Inc. had no future obligation to nominate Mr. Landis as a director of Boston Properties, Inc. under the Directorship Agreement or otherwise. Mr. Landis did not resign because of a disagreement with Boston Properties, Inc. on any matter relating to its operations, policies or practices. Mitchell S. Landis, the Senior Vice President and Regional Manager of the Company’s Princeton, New Jersey region, is the brother of Alan B. Landis.

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In accordance with Boston Properties, Inc.'s 1997 Plan, and as approved by the Board of Directors of Boston Properties, Inc., five non-employee directors made an election to receive deferred stock units in lieu of cash fees for 2011. The deferred stock units will be settled in shares of common stock upon the cessation of such director's service on the Board of Directors of Boston Properties, Inc. As a result of these elections, the aggregate cash fees otherwise payable to a non-employee director during a fiscal quarter are converted into a number of deferred stock units equal to the aggregate cash fees divided by the last reported sales price of a share of Boston Properties, Inc.'s common stock on the last trading of the applicable fiscal quarter. The deferred stock units are also credited with dividend equivalents as dividends are paid by Boston Properties, Inc. At December 31, 2011 and 2010, Boston Properties, Inc. had outstanding 79,856 and 73,218 deferred stock units, respectively.

### 19. Selected Interim Financial Information (unaudited)

The tables below reflect the Company's selected quarterly information for the years ended December 31, 2011 and 2010. Certain prior period amounts have been reclassified to conform to the current year presentation. The quarter ended December 31, 2011 includes the gain on sale of Two Grand Central Tower totaling approximately \$46.2 million, which is included within income from unconsolidated joint ventures on the Company's consolidated statements of operations (See Note 5). The quarter ended December 31, 2010 includes losses from early extinguishments of debt aggregating approximately \$81.7 million primarily associated with the redemption of \$700.0 million in aggregate principal amount of 6.25% senior notes due 2013.

	2011 Quarter Ended			
	March 31,	June 30,	September 30,	December 31,
	(in thousands, except for per unit amounts)			
Total revenue	\$ 417,875	\$ 436,451	\$ 452,413	\$ 452,787
Income from continuing operations	\$ 50,249	\$ 71,794	\$ 82,507	\$ 117,499
Net income attributable to Boston Properties Limited Partnership	\$ 48,897	\$ 70,449	\$ 81,589	\$ 116,217
Income attributable to Boston Properties Limited Partnership per unit—basic	\$ 0.30	\$ 0.43	\$ 0.49	\$ 0.70
Income attributable to Boston Properties Limited Partnership per unit—diluted	\$ 0.30	\$ 0.42	\$ 0.49	\$ 0.70

	2010 Quarter Ended			
	March 31,	June 30,	September 30,	December 31,
	(in thousands, except for per unit amounts)			
Total revenue	\$ 378,071	\$ 393,841	\$ 386,410	\$ 392,482
Income (loss) from continuing operations	\$ 62,798	\$ 73,573	\$ 70,145	\$ (10,700)
Net income (loss) attributable to Boston Properties Limited Partnership	\$ 62,867	\$ 72,842	\$ 68,436	\$ (12,402)
Income (loss) attributable to Boston Properties Limited Partnership per unit—basic	\$ 0.39	\$ 0.46	\$ 0.43	\$ (0.08)
Income (loss) attributable to Boston Properties Limited Partnership per unit—diluted	\$ 0.39	\$ 0.45	\$ 0.43	\$ (0.08)

### 20. Subsequent Events

On January 3, 2012, the Company commenced the redevelopment of 12300 Sunrise Valley Drive, a Class A office project with approximately 256,000 net rentable square feet located in Reston, Virginia. The Company will capitalize incremental costs during the redevelopment.

On January 10, 2012, the Company announced that holders of its 2.875% Exchangeable Senior Notes due 2037 (the "Notes") have the right to surrender their Notes for purchase by the Company (the "Put Right") on

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February 15, 2012. In connection with the Put Right, on January 10, 2012, the Company distributed a Put Right Notice to the holders of the Notes and filed a Schedule TO with the Securities and Exchange Commission. The opportunity to exercise the Put Right expired at 5:00 p.m., New York City time, on February 8, 2012. On January 10, 2012, the Company also announced that it issued a notice of redemption to the holders of the Notes to redeem, on February 20, 2012 (the "Redemption Date"), all of the Notes outstanding on the Redemption Date. In connection with the redemption, holders of the Notes had the right to exchange their Notes prior to 5:00 p.m., New York City time, on February 16, 2012. Notes with respect to which the Put Right was not exercised (or with respect to which the Put Right is exercised and subsequently withdrawn prior to the withdrawal deadline) and that were not surrendered for exchange prior to 5:00 p.m., New York City time, on February 16, 2012, were redeemed by the Company on the Redemption Date at a redemption price equal to 100% of the principal amount of the Notes plus accrued and unpaid interest thereon to, but excluding, the Redemption Date. Holders of an aggregate of \$242,735,000 of the Notes exercised the Put Right and the Company repurchased such Notes on February 15, 2012. On February 20, 2012, the Company redeemed the remaining \$333,459,000 of outstanding Notes at a redemption price equal to 100% of the principal amount of the Notes plus accrued and unpaid interest thereon.

On January 25, 2012, Boston Properties, Inc.'s Compensation Committee approved outperformance awards under Boston Properties, Inc.'s 1997 Plan to officers and employees of Boston Properties, Inc. These awards (the "2012 OPP Awards") are part of a broad-based, long-term incentive compensation program designed to provide the Company's management team with the potential to earn equity awards subject to Boston Properties, Inc. "outperforming" and creating shareholder value in a pay-for-performance structure. Recipients of 2012 OPP Awards will share in a maximum outperformance pool of \$40.0 million if the total return to shareholders, including both share appreciation and dividends, exceeds absolute and relative hurdles over a three-year measurement period from February 7, 2012 to February 6, 2015. Earned awards are generally subject to two-years of time-based vesting after the performance measurement date. The Company expects that under the Financial Accounting Standards Board's Accounting Standards Codification ("ASC") 718 "Compensation – Stock Compensation" the 2012 OPP Awards will have an aggregate value of approximately \$7.7 million, which amount will be amortized into earnings over the five-year plan period under the graded vesting method.

As previously disclosed, the Company notified the master servicer of the non-recourse mortgage loan collateralized by the Company's Montvale Center property located in Gaithersburg, Maryland that the cash flows generated from the property were insufficient to fund debt service payments and capital improvements necessary to lease and operate the property and that the Company was not prepared to fund any cash shortfalls. The Company is not current on making debt service payments and is currently accruing interest at the default interest rate of 9.93% per annum. The loan was originally scheduled to mature on June 6, 2012. However, a receiver has been appointed for the property and the Company expects the property to be transferred to the lender during the first quarter of 2012.

On February 3, 2012, Boston Properties, Inc. issued 19,521 shares of restricted common stock and 165,538 non-qualified stock options and the Company issued 156,652 LTIP units under the 1997 Plan to certain employees of Boston Properties, Inc.

On February 10, 2012, the Company entered into an agreement to acquire 453 Ravendale Avenue in Mountain View, California for an aggregate purchase price of approximately \$6.7 million in cash. 453 Ravendale Avenue is an approximately 30,000 net rentable square foot office/technical property located in Mountain View, California. The closing is subject to customary closing conditions and termination rights for transactions of this type. There can be no assurance that the acquisition will be completed on the terms currently contemplated or at all.

On February 13, 2012, E. Mitchell Norville announced that he will resign as Executive Vice President, Chief Operating Officer of Boston Properties, Inc. effective on February 29, 2012. In connection with his resignation, Mr. Norville entered into a separation agreement (the "Separation Agreement") with Boston



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Properties, Inc. Under the Separation Agreement, Boston Properties, Inc. agreed to pay Mr. Norville cash payments totaling approximately \$1,533,333 (less applicable deductions) in addition to his cash bonus for 2011, which was \$950,000. In addition, Mr. Norville has agreed to provide consulting services to Boston Properties, Inc. for at least two months following the effective date of his resignation for which he will receive \$20,000 per month. Under the Separation Agreement, Mr. Norville will be entitled to accelerated vesting with respect to 23,502 LTIP units in the Company and stock options to purchase 4,464 shares of common stock at an exercise price of \$92.71 and 5,117 shares of common stock at an exercise price of \$104.47. Mr. Norville will also retain approximately 36% of his 2011 outperformance award, which will remain subject to the performance-based vesting criteria originally established for the 2011 outperformance awards. Mr. Norville agreed to one-year non-competition, non-solicitation and non-interference provisions, and provided Boston Properties, Inc. with a general release of claims.

On February 16, 2012, the Company entered into an agreement to acquire 100 Federal Street in Boston, Massachusetts for an aggregate investment of \$615.0 million in cash. 100 Federal Street is an approximately 1,300,000 net rentable square foot, 37-story Class A office tower located in Boston, Massachusetts. The Company posted a cash deposit of \$25.0 million to secure its obligations under the agreement, which amount will be credited to the Company at closing. The closing is subject to customary closing conditions and termination rights for transactions of this type. There can be no assurance that the acquisition will be completed on the terms currently contemplated, or at all.

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

None.

**Item 9A. Controls and Procedures**

As of the end of the period covered by this report, an evaluation was carried out by the management of Boston Properties, Inc., with the participation of its Chief Executive Officer and Chief Financial Officer, of the effectiveness of our disclosure controls and procedures (as defined in Rule 13a-15(e) under the Securities Exchange Act of 1934). Based upon that evaluation, the Chief Executive Officer and Chief Financial Officer of Boston Properties, Inc. concluded that these disclosure controls and procedures were effective as of the end of the period covered by this report. In addition, no change in our internal control over financial reporting (as defined in Rule 13a-15(f) under the Securities Exchange Act of 1934) occurred during the fourth quarter of our fiscal year ended December 31, 2011 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

Management's Report on Internal Control over Financial Reporting is set forth on page 102 of this Annual Report on Form 10-K and is incorporated herein by reference.

**Item 9B. Other Information**

None.

**PART III**

**Item 10. Directors, Executive Officers and Corporate Governance**

We are managed by Boston Properties, Inc. in its capacity as our general partner. The information concerning Boston Properties, Inc.'s directors and executive officers required by Item 10 will be included in Boston Properties, Inc.'s Proxy Statement to be filed relating to its 2012 Annual Meeting of Stockholders and is incorporated herein by reference.

Section 16(a) of the Exchange Act requires the executive officers and directors of Boston Properties, Inc., our general partner, and persons who own more than ten percent of a registered class of our equity securities to file reports of ownership and changes in ownership with the SEC and the New York Stock Exchange. Officers, directors and greater than ten percent beneficial owners are required by SEC regulations to furnish us with copies of all Section 16(a) forms they file. To our knowledge, based solely on our review of the copies of such reports furnished to us and written representations that no other reports were required during the fiscal year ended December 31, 2011, all Section 16(a) filing requirements applicable to the executive officers, directors and greater than ten percent beneficial owners of BPLP were satisfied.

**Item 11. Executive Compensation**

We are managed by Boston Properties, Inc., in its capacity as our general partner. The information required by Item 11 will be included in Boston Properties, Inc.'s Proxy Statement to be filed relating to its 2012 Annual Meeting of Stockholders and is incorporated herein by reference.

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

Boston Properties, Inc. maintains the 1997 Plan and the Boston Properties, Inc. 1999 Non-Qualified Employee Stock Purchase Plan. The following table summarizes Boston Properties, Inc.'s equity compensation plans as of December 31, 2011.

**Equity Compensation Plan Information**

<u>Plan category</u>	<u>Number of securities to be issued upon exercise of outstanding options, warrants and rights</u> (a)	<u>Weighted-average exercise price of outstanding options, warrants and rights</u> (b)	<u>Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))</u> (c)
Equity compensation plans approved by security holders(1)	2,426,484(2)	\$ 89.35(2)	1,895,963(3)
Equity compensation plans not approved by security holders(4)	N/A	N/A	136,500
<b>Total</b>	<b>2,426,484</b>	<b>\$ 89.35</b>	<b>2,032,463</b>

(1) Includes information related to Boston Properties, Inc.'s 1997 Plan (See Note 17).

(2) Includes (a) 155,623 shares of common stock issuable upon the exercise of outstanding options (13,633 of which are vested and exercisable), (b) 1,601,004 long term incentive units (LTIP units) (973,471 of which are vested) that, upon the satisfaction of certain conditions, are convertible into common units, which may be presented to us for redemption and acquired by Boston Properties, Inc. for shares of common stock, (c) 190,001 common units issued upon conversion of LTIP units, which may be presented to us for redemption and acquired by Boston Properties, Inc. for shares of common stock, (d) 400,000 2011 OPP Awards and (e) 79,856 deferred stock units which were granted pursuant to an election by certain of

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our non-employee directors to defer all cash compensation to be paid to such director and to receive his or her deferred cash compensation in shares of common stock upon the director's retirement from its Board of Directors. Does not include 98,015 shares of restricted stock, as they have been reflected in our total shares outstanding. Because there is no exercise price associated with LTIP units, common units, 2011 OPP Awards or deferred stock units, such awards are not included in the weighed-average exercise price calculation. On February 1, 2011, we granted 2011 OPP Awards to officers and key employees. The 2011 OPP Awards are earned if Boston Properties, Inc. exceeds absolute and relative hurdles over a three-year measurement period from February 1, 2011 to January 31, 2014.

(3) A maximum of 1,589,342 shares may be granted as awards other than stock options.

(4) Includes information related to Boston Properties, Inc.'s 1999 Non-Qualified Employee Stock Purchase Plan (ESPP). The ESPP was adopted by the Board of Directors of Boston Properties, Inc. on October 29, 1998. The ESPP has not been approved by its stockholders. The ESPP is available to all its employees that are employed on the first day of the purchase period. Under the ESPP, each eligible employee may purchase shares of Boston Properties, Inc. common stock at semi-annual intervals each year at a purchase price equal to 85% of the average closing prices of Boston Properties, Inc. common stock on the New York Stock Exchange during the last ten business days of the purchase period. Each eligible employee may contribute no more than \$10,000 per year to purchase Boston Properties, Inc. common stock under the ESPP.

### **The 1999 Non-Qualified Employee Stock Purchase Plan (the "ESPP")**

The ESPP was adopted by the Board of Directors of Boston Properties, Inc. on October 29, 1998. The ESPP has not been approved by the shareholders of Boston Properties, Inc. The ESPP is available to all employees that are employed on the first day of the purchase period. Under the ESPP, each eligible employee may purchase shares of Boston Properties, Inc.'s common stock at semi-annual intervals each year at a purchase price equal to 85% of the average closing prices of Boston Properties, Inc.'s common stock on the New York Stock Exchange during the last ten business days of the purchase period. Each eligible employee may contribute no more than \$10,000 per year to purchase Boston Properties, Inc. common stock under the ESPP.

Additional information concerning security ownership of certain beneficial owners and management required by Item 12 will be included in the Proxy Statement to be filed relating to Boston Properties, Inc.'s 2012 Annual Meeting of Stockholders and is incorporated herein by reference.

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

The information required by Item 13 will be included in the Proxy Statement to be filed relating to Boston Properties, Inc.'s 2012 Annual Meeting of Stockholders and is incorporated herein by reference.

### **Item 14. *Principal Accountant Fees and Services***

The information required by Item 14 will be included in the Proxy Statement to be filed relating to Boston Properties, Inc.'s 2012 Annual Meeting of Stockholders and is incorporated herein by reference.

## PART IV

## Item 15. Exhibits and Financial Statement Schedules

## (a) Financial Statement Schedule

**Boston Properties Limited Partnership**  
**Schedule 3—Real Estate and Accumulated Depreciation**  
**December 31, 2011**  
**(dollars in thousands)**

Property Name	Type	Location	Encumbrances	Original		Costs Capitalized Subsequent to Acquisition	Land and Improvements	Building and Improvements	Land Held for Development	Development and Construction in Progress	Total	Accumulated Depreciation	Year(s) Built/Renovated	Depreciable Lives (Years)
				Land	Building									
Embarcadero Center	Office	San Francisco, CA	\$ 370,091	\$179,697	\$847,410	\$ 216,341	\$ 180,417	\$1,063,031	\$ —	\$ —	\$1,243,448	\$ 390,091	1970/1989	(1)
Prudential Center	Office	Boston, MA	—	92,077	734,594	263,112	92,328	981,658	15,797	—	1,089,783	342,320	1965/1993/2002	(1)
399 Park Avenue	Office	New York, NY	—	339,200	700,358	30,112	339,200	730,470	—	—	1,069,670	170,253	1961	(1)
The John Hancock Tower and Garage	Office	Boston, MA	660,033	219,543	667,884	38,678	219,616	706,489	—	—	926,105	25,299	1976	(1)
601 Lexington Avenue	Office	New York, NY	725,000	241,600	494,782	171,132	279,281	628,233	—	—	907,514	158,380	1977/1997	(1)
Times Square Tower	Office	New York, NY	—	165,413	380,438	45,374	159,694	431,531	—	—	591,225	106,131	2004	(1)
Carnegie Center	Office	Princeton, NJ	—	105,107	377,259	42,083	98,731	423,779	1,939	—	524,449	145,950	1983-1999	(1)
Atlantic Wharf	Office	Boston, MA	—	63,988	454,537	—	63,988	454,537	—	—	518,525	10,101	2011	(1)
599 Lexington Avenue	Office	New York, NY	750,000	81,040	100,507	92,813	81,040	193,320	—	—	274,360	128,701	1986	(1)
Gateway Center	Office	San Francisco, CA	—	28,255	139,245	42,068	29,029	180,539	—	—	209,568	64,499	1984/1986/2002	(1)
South of Market	Office	Reston, VA	—	13,603	164,144	8,774	13,603	172,918	—	—	186,521	24,586	2008	(1)
2200 Pennsylvania Avenue	Office	Washington, DC	—	—	183,541	—	—	183,541	—	—	183,541	4,154	2011	(1)
Bay Colony Corporate Center	Office	Waltham, MA	145,673	18,789	148,451	4,670	18,789	153,121	—	—	171,910	6,248	1985-1989	(1)
Reservoir Place	Office	Waltham, MA	—	18,605	92,619	21,621	19,099	113,746	—	—	132,845	43,007	1955/1987	(1)
3200 Zanker Road	Office	San Jose, CA	—	36,705	82,863	12,374	36,705	92,578	2,659	—	131,942	18,079	1988	(1)
505 9th Street	Office	Washington, DC	125,844	38,885	83,719	5,378	42,011	85,971	—	—	127,982	13,780	2007	(1)
Kingstowne Towne Center	Office	Alexandria, VA	54,790	18,021	109,038	(592)	18,021	108,446	—	—	126,467	19,271	2003-2006	(1)
1333 New Hampshire Avenue	Office	Washington, DC	—	34,032	85,660	2,294	34,032	87,954	—	—	121,986	24,902	1996	(1)
635 Massachusetts Avenue	Office	Washington, DC	—	95,281	22,221	2,462	95,281	22,221	2,462	—	119,964	12,872	1968/1992	(1)
1330 Connecticut Avenue	Office	Washington, DC	—	25,982	82,311	11,569	25,982	93,880	—	—	119,862	22,531	1984	(1)
Weston Corporate Center	Office	Weston, MA	—	25,753	92,312	(149)	25,852	92,064	—	—	117,916	4,820	2010	(1)
Capital Gallery	Office	Washington, DC	—	4,725	29,565	79,994	6,128	108,156	—	—	114,284	45,492	1981/2006	(1)
One Freedom Square	Office	Reston, VA	66,092	9,929	84,504	9,653	9,883	94,203	—	—	104,086	36,103	2000	(1)
Seven Cambridge Center	Office	Cambridge, MA	—	3,457	97,136	210	3,457	97,346	—	—	100,803	35,261	2006	(1)
Two Freedom Square	Office	Reston, VA	—	13,930	77,739	6,437	13,866	84,240	—	—	98,106	30,104	2001	(1)
One and Two Reston Overlook	Office	Reston, VA	—	16,456	66,192	8,777	16,456	74,969	—	—	91,425	23,278	1999	(1)
Discovery Square	Office	Reston, VA	—	11,198	71,782	3,472	11,146	75,306	—	—	86,452	23,771	2001	(1)
140 Kendrick Street	Office	Needham, MA	50,291	18,095	66,905	256	18,095	67,161	—	—	85,256	13,236	2000	(1)
Five Cambridge Center	Office	Cambridge, MA	—	18,863	53,346	7,603	18,863	60,949	—	—	79,812	14,787	1981/1996	(1)
Waltham Weston Corporate Center	Office	Waltham, MA	—	10,385	60,694	6,638	10,350	67,367	—	—	77,717	24,250	2003	(1)
77 CityPoint	Office	Waltham, MA	—	13,847	60,383	3,010	13,847	63,393	—	—	77,240	7,524	2008	(1)
Four Cambridge Center	Office	Cambridge, MA	—	19,104	52,078	3,709	19,104	55,787	—	—	74,891	8,537	1983/1998	(1)
Democracy Tower	Office	Reston, VA	—	—	73,335	431	—	73,766	—	—	73,766	6,284	2009	(1)
North First Business Park	Office	San Jose, CA	—	58,402	13,069	1,938	23,371	14,328	35,710	—	73,409	6,432	1981	(1)
12300 Sunrise Valley Drive	Office	Reston, VA	—	9,062	58,884	5,394	10,235	63,105	—	—	73,340	40,994	1987/1988	(1)
230 CityPoint	Office	Waltham, MA	—	13,189	49,823	8,872	13,189	58,695	—	—	71,884	13,217	1992	(1)
2440 West El Camino Real	Office	Mountain View, CA	—	16,741	51,285	—	16,741	51,285	—	—	68,026	166	1987/2003	(1)
Wisconsin Place	Office	Chevy Chase, MD	—	—	53,349	12,952	—	66,301	—	—	66,301	6,123	2009	(1)
Reston Corporate Center	Office	Reston, VA	—	9,135	50,857	2,723	9,496	53,219	—	—	62,715	17,727	1984	(1)
New Dominion Technology Park, Bldg. Two	Office	Herndon, VA	63,000	5,584	51,868	(51)	5,574	51,827	—	—	57,401	12,544	2004	(1)
One Preserve Parkway	Office	Rockville, MD	—	5,357	42,186	7,156	5,357	49,342	—	—	54,699	4,618	2009	(1)
303 Almaden Boulevard	Office	San Jose, CA	—	10,836	35,606	3,538	10,836	39,144	—	—	49,980	7,454	1995	(1)
Summer Square	Office	Washington, DC	23,827	624	28,745	19,214	958	47,625	—	—	48,583	19,394	1985	(1)
New Dominion Technology Park, Bldg. One	Office	Herndon, VA	47,406	3,880	43,227	1,072	3,880	44,299	—	—	48,179	16,063	2001	(1)
191 Spring Street	Office	Lexington, MA	—	2,850	27,166	16,282	2,850	43,448	—	—	46,298	26,658	1971/1995	(1)

**Boston Properties Limited Partnership**  
**Schedule 3—Real Estate and Accumulated Depreciation**  
**December 31, 2011**  
**(dollars in thousands)**

Property Name	Type	Location	Encumbrances	Original		Costs Capitalized Subsequent to Acquisition	Land and Improvements	Building and Improvements	Land Held for Development	Development and Construction in Progress	Total	Accumulated Depreciation	Year(s) Built/Renovated	Depreciable Lives (Years)
				Land	Building									
1301 New York Avenue	Office	Washington, DC	—	9,250	18,750	18,280	9,250	37,030	—	—	46,280	14,464	1983/1998	(1)
200 West Street	Office	Waltham, MA	—	16,148	24,983	4,794	16,148	29,777	—	—	45,925	11,907	1999	(1)
Bedford Business Park	Office	Bedford, MA	—	534	3,403	39,208	1,773	41,372	—	—	43,145	24,317	1980	(1)
University Place	Office	Cambridge, MA	16,220	—	37,091	5,335	27	42,399	—	—	42,426	17,595	1985	(1)
2600 Tower Oaks Boulevard	Office	Rockville, MD	—	4,243	31,125	5,417	4,244	36,541	—	—	40,785	13,849	2001	(1)
Quorum Office Park	Office	Chelmsford, MA	—	3,750	32,454	3,498	4,762	34,940	—	—	39,702	10,851	2001	(1)
One Cambridge Center	Office	Cambridge, MA	—	134	25,110	11,608	134	36,718	—	—	36,852	22,627	1987	(1)
12290 Sunrise Valley Drive	Office	Reston, VA	—	3,594	32,977	(286)	3,594	32,691	—	—	36,285	10,143	2006	(1)
500 E Street	Office	Washington, DC	—	109	22,420	8,675	1,569	29,635	—	—	31,204	18,136	1987	(1)
Eight Cambridge Center	Office	Cambridge, MA	—	850	25,042	3,740	822	28,810	—	—	29,632	7,948	1999	(1)
10 and 20 Burlington Mall Road	Office	Burlington, MA	—	930	6,928	12,518	652	19,724	—	—	20,376	12,501	1984-1989/95-96	(1)
Ten Cambridge Center	Office	Cambridge, MA	—	1,299	12,943	4,003	1,868	16,377	—	—	18,245	9,881	1990	(1)
Three Cambridge Center	Office	Cambridge, MA	—	174	12,200	5,250	174	17,450	—	—	17,624	8,624	1987	(1)
Montvale Center	Office	Gaithersburg, MD	25,000	1,574	9,786	5,932	2,399	14,893	—	—	17,292	9,593	1987	(1)
201 Spring Street	Office	Lexington, MA	—	2,849	15,303	(1,253)	2,849	14,050	—	—	16,899	4,957	1997	(1)
40 Shattuck Road	Office	Andover, MA	—	709	14,740	1,170	709	15,910	—	—	16,619	4,257	2001	(1)
Lexington Office Park	Office	Lexington, MA	—	998	1,426	12,211	1,073	13,562	—	—	14,635	8,874	1982	(1)
6601 & 6605 Springfield Center Drive	Office	Springfield, VA	—	14,041	2,375	(1,836)	3,777	714	10,089	—	14,580	702	1990	(1)
92-100 Hayden Avenue	Office	Lexington, MA	—	594	6,748	6,247	619	12,970	—	—	13,589	8,045	1985	(1)
181 Spring Street	Office	Lexington, MA	—	1,066	9,520	2,030	1,066	11,550	—	—	12,616	3,740	1999	(1)
195 West Street	Office	Waltham, MA	—	1,611	6,652	3,186	1,611	9,838	—	—	11,449	5,196	1990	(1)
91 Hartwell Avenue	Office	Lexington, MA	—	784	6,464	3,831	784	10,295	—	—	11,079	6,802	1985	(1)
Waltham Office Center	Office	Waltham, MA	—	422	2,719	7,759	223	7,963	2,714	—	10,900	7,471	1968-1970/87-88	(1)
Eleven Cambridge Center	Office	Cambridge, MA	—	121	5,535	4,450	121	9,985	—	—	10,106	6,937	1984	(1)
7501 Boston Boulevard, Building Seven	Office	Springfield, VA	—	665	9,273	39	665	9,312	—	—	9,977	3,353	1997	(1)
33 Hayden Avenue	Office	Lexington, MA	—	266	3,234	5,405	266	8,639	—	—	8,905	6,668	1979	(1)
7450 Boston Boulevard, Building Three	Office	Springfield, VA	—	1,165	4,681	1,501	1,327	6,020	—	—	7,347	2,519	1987	(1)
7435 Boston Boulevard, Building One	Office	Springfield, VA	—	392	3,822	3,041	486	6,769	—	—	7,255	4,715	1982	(1)
8000 Grainger Court, Building Five	Office	Springfield, VA	—	366	4,282	2,151	453	6,346	—	—	6,799	4,464	1984	(1)
7500 Boston Boulevard, Building Six	Office	Springfield, VA	—	138	3,749	1,769	273	5,383	—	—	5,656	3,651	1985	(1)
7300 Boston Boulevard, Building Thirteen	Office	Springfield, VA	—	608	4,773	18	608	4,791	—	—	5,399	3,207	2002	(1)
7601 Boston Boulevard, Building Eight	Office	Springfield, VA	—	200	878	4,182	378	4,882	—	—	5,260	3,173	1986	(1)
Fourteen Cambridge Center	Office	Cambridge, MA	—	110	4,483	569	110	5,052	—	—	5,162	3,457	1983	(1)
8000 Corporate Court, Building Eleven	Office	Springfield, VA	—	136	3,071	1,132	687	3,652	—	—	4,339	2,048	1989	(1)
7375 Boston Boulevard, Building Ten	Office	Springfield, VA	—	23	2,685	826	47	3,487	—	—	3,534	2,029	1988	(1)
7374 Boston Boulevard, Building Four	Office	Springfield, VA	—	241	1,605	1,331	303	2,874	—	—	3,177	2,061	1984	(1)
7451 Boston Boulevard, Building Two	Office	Springfield, VA	—	249	1,542	1,000	535	2,256	—	—	2,791	1,981	1982	(1)
164 Lexington Road	Office	Billerica, MA	—	592	1,370	147	592	1,517	—	—	2,109	625	1982	(1)
32 Hartwell Avenue	Office	Lexington, MA	—	168	1,943	(436)	168	1,507	—	—	1,675	1,291	1968-1979/1987	(1)
17 Hartwell Avenue	Office	Lexington, MA	—	26	150	621	26	771	—	—	797	398	1968	(1)
Residences on The Avenue, 2221 I St., NW	Residential	Washington, DC	—	—	119,874	—	—	119,874	—	—	119,874	1,764	2011	(1)
The Lofts at Atlantic Wharf	Residential	Boston, MA	—	3,529	54,891	—	3,529	54,891	—	—	58,420	673	2011	(1)
Cambridge Center Marriott	Hotel	Cambridge, MA	—	478	37,918	30,324	478	68,242	—	—	68,720	39,706	1986	(1)
Cambridge Center East Garage	Garage	Cambridge, MA	—	—	35,035	1,073	—	36,108	—	—	36,108	4,714	1984	(1)
Cambridge Center West Garage	Garage	Cambridge, MA	—	1,256	15,697	446	1,256	16,143	—	—	17,399	2,462	2006	(1)
Cambridge Center North Garage	Garage	Cambridge, MA	—	1,163	11,633	1,085	1,163	12,718	—	—	13,881	7,148	1990	(1)
250 West 55th Street	Development	New York, NY	—	—	—	527,964	—	—	—	527,964	527,964	—	N/A	N/A
510 Madison Avenue	Development	New York, NY	—	—	—	345,910	45,320	109,867	—	190,723	345,910	1,112	N/A	N/A
12310 Sunrise Valley Drive	Development	Reston, VA	—	9,367	67,431	60,219	10,542	71,653	—	54,822	137,017	48,490	1987/1988	(1)

**Boston Properties Limited Partnership**  
**Schedule 3—Real Estate and Accumulated Depreciation**  
**December 31, 2011**  
**(dollars in thousands)**

Property Name	Type	Location	Encumbrances	Original		Costs Capitalized Subsequent to Acquisition	Land and Improvements	Building and Improvements	Land Held for Development	Development and Construction in Progress	Total	Accumulated Depreciation	Year(s) Built/Renovated	Depreciable Lives (Years)
				Land	Building									
Reston Town Center Residential	Development	Reston, VA	—	—	—	24,969	—	—	—	24,969	24,969	—	N/A	N/A
17 Cambridge Center	Development	Cambridge, MA	—	—	—	20,207	—	—	—	20,207	20,207	—	N/A	N/A
Plaza at Almaden	Land	San Jose, CA	—	—	—	33,401	—	—	33,401	—	33,401	—	N/A	N/A
Springfield Metro Center	Land	Springfield, VA	—	—	—	31,845	—	—	31,845	—	31,845	—	N/A	N/A
Tower Oaks Master Plan	Land	Rockville, MD	—	—	—	28,619	—	—	28,619	—	28,619	—	N/A	N/A
Prospect Hill	Land	Waltham, MA	—	—	—	23,819	—	667	23,152	—	23,819	—	N/A	N/A
Washingtonian North	Land	Gaithersburg, MD	—	—	—	17,704	—	—	17,704	—	17,704	—	N/A	N/A
103 4th Avenue	Land	Waltham, MA	—	11,911	—	—	—	—	11,911	—	11,911	—	N/A	N/A
Cambridge Master Plan	Land	Cambridge, MA	—	—	—	10,693	—	—	10,693	—	10,693	—	N/A	N/A
Reston Gateway	Land	Reston, VA	—	—	—	9,458	—	—	9,458	—	9,458	—	N/A	N/A
Reston Eastgate	Land	Reston, VA	—	—	—	8,772	—	—	8,772	—	8,772	—	N/A	N/A
Crane Meadow	Land	Marlborough, MA	—	—	—	8,723	—	—	8,723	—	8,723	—	N/A	N/A
Broad Run Business Park	Land	Loudon County, VA	—	—	—	7,729	1,621	—	6,108	—	7,729	—	N/A	N/A
30 Shattuck Road	Land	Andover, MA	—	—	—	1,161	—	—	1,161	—	1,161	—	N/A	N/A
			<u>\$ 3,123,267(2)</u>	<u>\$2,216,058</u>	<u>\$8,104,331</u>	<u>\$ 2,602,578</u>	<u>\$2,247,462</u>	<u>\$9,593,903</u>	<u>\$262,917</u>	<u>\$ 818,685</u>	<u>\$12,922,967</u>	<u>\$ 2,577,118</u>		

Note: Total Real Estate does not include Furniture, Fixtures and Equipment totaling approximately \$26,359. Accumulated Depreciation does not include approximately \$16,662 of accumulated depreciation related to Furniture, Fixtures and Equipment.

The aggregate cost and accumulated depreciation for tax purposes was approximately \$13.8 billion and \$2.4 billion, respectively.

- (1) Depreciation of the buildings and improvements are calculated over lives ranging from the life of the lease to 40 years.
- (2) Includes the unamortized balance of the historical fair value adjustment totaling approximately \$23.8 million.

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A summary of activity for real estate and accumulated depreciation is as follows:

	<u>2011</u>	<u>2010</u>	<u>2009</u>
<b>Real Estate:</b>			
Balance at the beginning of the year	\$ 12,300,746	\$ 10,635,733	\$ 10,162,132
Additions to/improvements of real estate	668,084	1,669,926	481,237
Assets sold/written-off	(45,863)	(4,913)	(7,636)
Balance at the end of the year	<u>\$ 12,922,967</u>	<u>\$ 12,300,746</u>	<u>\$ 10,635,733</u>
<b>Accumulated Depreciation:</b>			
Balance at the beginning of the year	\$ 2,267,682	\$ 1,987,296	\$ 1,731,063
Depreciation expense	354,413	284,338	261,171
Assets sold/written-off	(44,977)	(3,952)	(4,938)
Balance at the end of the year	<u>\$ 2,577,118</u>	<u>\$ 2,267,682</u>	<u>\$ 1,987,296</u>

Note: Real Estate and Accumulated Depreciation amounts do not include Furniture, Fixtures and Equipment.



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### (b) Exhibits

- 3.1 Form of Amended and Restated Certificate of Incorporation of Boston Properties, Inc. (Incorporated by reference to Exhibit 3.1 to Boston Properties, Inc.'s Registration Statement on Form S-11, File No. 333-25279.)
- 3.2 Amended and Restated Certificate of Designations of Series E Junior Participating Cumulative Preferred Stock of Boston Properties, Inc. (Incorporated by reference to Exhibit 3.1 to Boston Properties, Inc.'s Current Report on Form 8-K filed on June 18, 2007.)
- 3.3 Certificate of Amendment of Amended and Restated Certificate of Incorporation of Boston Properties, Inc. (Incorporated by reference to Exhibit 3.1 to Boston Properties, Inc.'s Current Report on Form 8-K filed on May 20, 2010.)
- 3.4 Second Amended and Restated Bylaws of Boston Properties, Inc. (Incorporated by reference to Exhibit 3.1 to Boston Properties, Inc.'s Current Report on Form 8-K filed on October 24, 2008.)
- 3.5 Amendment to Second Amended and Restated By-laws of Boston Properties, Inc. (Incorporated by reference to Exhibit 3.2 to Boston Properties, Inc.'s Current Report on Form 8-K filed on May 20, 2010.)
- 4.1 Shareholder Rights Agreement, dated as of June 18, 2007, between Boston Properties, Inc. and Computershare Trust Company, N.A., as Rights Agent. (Incorporated by reference to Exhibit 4.1 to Boston Properties, Inc.'s Current Report on Form 8-K filed on June 18, 2007.)
- 4.2 Form of Certificate of Designations for Series A Preferred Stock. (Incorporated by reference to Exhibit 99.26 to Boston Properties, Inc.'s Current Report on Form 8-K filed on November 25, 1998.)
- 4.3 Form of Common Stock Certificate. (Incorporated by reference to Exhibit 4.3 to Boston Properties, Inc.'s Registration Statement on Form S-11, File No. 333-25279.)
- 4.4 Indenture, dated as of December 13, 2002, by and between Boston Properties Limited Partnership and The Bank of New York, as Trustee. (Incorporated by reference to Exhibit 4.1 to Boston Properties, Inc.'s Current Report on Form 8-K/A filed on December 13, 2002.)
- 4.5 Supplemental Indenture No. 1, dated as of December 13, 2002, by and between Boston Properties Limited Partnership and The Bank of New York, as Trustee, including a form of the 6.25% Senior Note due 2013. (Incorporated by reference to Exhibit 4.2 to Boston Properties, Inc.'s Current Report on Form 8-K/A filed on December 13, 2002.)
- 4.6 Supplemental Indenture No. 2, dated as of January 17, 2003, by and between Boston Properties Limited Partnership and The Bank of New York, as Trustee, including a form of the 6.25% Senior Note due 2013. (Incorporated by reference to Exhibit 4.1 to Boston Properties, Inc.'s Current Report on Form 8-K filed on January 23, 2003.)
- 4.7 Supplemental Indenture No. 3, dated as of March 18, 2003, by and between Boston Properties Limited Partnership and The Bank of New York, as Trustee, including a form of the 5.625% Senior Note due 2015. (Incorporated by reference to Exhibit 4.6 to Boston Properties Limited Partnership's Amendment No. 3 to Form 10 filed on May 13, 2003.)
- 4.8 Supplemental Indenture No. 4, dated as of May 22, 2003, by and between Boston Properties Limited Partnership and The Bank of New York, as Trustee, including a form of the 5.00% Senior Note due 2015. (Incorporated by reference to Exhibit 4.2 to Boston Properties Limited Partnership's Form S-4 filed on June 13, 2003, File No. 333-106127.)
- 4.9 Supplemental Indenture No. 5, dated as of April 6, 2006, by and between Boston Properties Limited Partnership and The Bank of New York Trust Company, N.A., as Trustee, including a form of the 3.75% Exchangeable Senior Note due 2036. (Incorporated by reference to Exhibit 4.1 to Boston Properties, Inc.'s Quarterly Report on Form 10-Q filed on May 10, 2006.)

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- 4.10 Supplemental Indenture No. 6, dated February 6, 2007, by and between Boston Properties Limited Partnership and The Bank of New York Trust Company, N.A., as Trustee, including a form of the 2.875% Exchangeable Senior Note due 2037. (Incorporated by reference to Exhibit 4.1 to Current Report on Form 8-K of Boston Properties Limited Partnership filed on February 6, 2007.)
- 4.11 Supplemental Indenture No. 7, dated as of August 19, 2008, between the Company and the Trustee, including a form of the 3.625% Exchangeable Senior Note due 2014. (Incorporated by reference to Exhibit 4.1 to the Current Report on Form 8-K of Boston Properties Limited Partnership filed on August 20, 2008.)
- 4.12 Supplemental Indenture No. 8, dated as of October 9, 2009, between Boston Properties Limited Partnership and The Bank of New York Mellon Trust Company, N.A., as Trustee, including a form of the 5.875% Senior Note due 2019. (Incorporated by reference to Exhibit 4.1 to the Current Report on Form 8-K of Boston Properties Limited Partnership filed on October 9, 2009.)
- 4.13 Supplemental Indenture No. 9, dated as of April 19, 2010, between Boston Properties Limited Partnership and The Bank of New York Mellon Trust Company, N.A., as Trustee, including a form of the 5.625% Senior Note due 2020. (Incorporated by reference to Exhibit 4.1 to the Current Report on Form 8-K of Boston Properties Limited Partnership filed on April 19, 2010.)
- 4.14 Supplemental Indenture No. 10, dated as of November 18, 2010, between Boston Properties Limited Partnership and The Bank of New York Mellon Trust Company, N.A., as Trustee, including a form of the 4.125% Senior Note due 2021 (incorporated by reference to Exhibit 4.1 to the Current Report on Form 8-K of Boston Properties Limited Partnership filed on November 18, 2010).
- 4.15 Supplemental Indenture No. 11, dated as of November 10, 2011, between Boston Properties Limited Partnership and The Bank of New York Mellon Trust Company, N.A., as Trustee, including a form of the 3.700% Senior Note due 2018 (incorporated by reference to Exhibit 4.1 to the Current Report on Form 8-K of Boston Properties Limited Partnership filed on November 10, 2011).
- 4.16 Registration Rights Agreement, dated as of February 6, 2007, among Boston Properties Limited Partnership, Boston Properties, Inc., JP Morgan Securities Inc. and Morgan Stanley & Co. Incorporated. (Incorporated by reference to Exhibit 4.3 to the Current Report on Form 8-K of Boston Properties Limited Partnership filed on February 6, 2007.)
- 4.17 Registration Rights Agreement, dated as of August 19, 2008, among the Company, Boston Properties, Inc., JP Morgan Securities Inc., Morgan Stanley & Co. Incorporated, Banc of America Securities LLC, Deutsche Bank Securities Inc. and Citigroup Global Markets Inc., as the representatives of the initial purchasers of the Notes. (Incorporated by reference to Exhibit 4.3 to the Current Report on Form 8-K of Boston Properties Limited Partnership filed on August 20, 2008.)
- 10.1 Second Amended and Restated Agreement of Limited Partnership of Boston Properties Limited Partnership, dated as of June 29, 1998. (Incorporated by reference to Exhibit 99.1 to Boston Properties, Inc.'s Current Report on Form 8-K filed on July 15, 1998.)
- 10.2 Certificate of Designations for the Series Two Preferred Units, dated November 12, 1998, constituting an amendment to the Second Amended and Restated Agreement of Limited Partnership of Boston Properties Limited Partnership. (Incorporated by reference to Exhibit 99.24 to Boston Properties, Inc.'s Current Report on Form 8-K filed on November 25, 1998.)
- 10.3\* Forty-Seventh Amendment to the Second Amended and Restated Agreement of Limited Partnership of Boston Properties Limited Partnership, dated as of April 11, 2003, by Boston Properties, Inc., as general partner. (Incorporated by reference to Exhibit 10.1 to Boston Properties, Inc.'s Quarterly Report on Form 10-Q filed on August 14, 2003.)

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- 10.4\* Seventy-Seventh Amendment to the Second Amended and Restated Agreement of Limited Partnership of Boston Properties Limited Partnership, dated as of January 24, 2008, by Boston Properties, Inc., as general partner. (Incorporated by reference to Exhibit 10.3 to Boston Properties, Inc.'s Current Report on Form 8-K filed on January 29, 2008.)
- 10.5 Ninety-Eighth Amendment to the Second Amended and Restated Agreement of Limited Partnership of Boston Properties Limited Partnership, dated as of October 21, 2010. (Incorporated by reference to Exhibit 10.1 to Boston Properties, Inc.'s Quarterly Report on Form 10-Q filed on November 5, 2010.)
- 10.6\* Second Amendment and Restatement of Boston Properties, Inc. 1997 Stock Option and Incentive Plan. (Incorporated by reference to Exhibit A to Boston Properties, Inc.'s Proxy Statement on Schedule 14A filed on April 6, 2007.)
- 10.7\* Form of 2011 Outperformance Award Agreement. (Incorporated by reference to Exhibit 10.1 to Boston Properties, Inc.'s Current Report on Form 8-K filed on January 21, 2011.)
- 10.8\* Boston Properties, Inc. 1999 Non-Qualified Employee Stock Purchase Plan. (Incorporated by reference to Exhibit 10.59 to Boston Properties, Inc.'s Annual Report on Form 10-K filed on March 15, 2005.)
- 10.9\* First Amendment to the Boston Properties, Inc. 1999 Non-Qualified Employee Stock Purchase Plan. (Incorporated by reference to Exhibit 10.60 to Boston Properties, Inc.'s Annual Report on Form 10-K filed on March 15, 2005.)
- 10.10\* Second Amendment to the Boston Properties, Inc. 1999 Non-Qualified Employee Stock Purchase Plan. (Incorporated by reference to Exhibit 10.61 to Boston Properties, Inc.'s Annual Report on Form 10-K filed on March 15, 2005.)
- 10.11\* Boston Properties Deferred Compensation Plan, Amended and Restated Effective as of January 1, 2009. (Incorporated by reference to Exhibit 10.10 to Boston Properties, Inc.'s Annual Report on Form 10-K filed on March 2, 2009.)
- 10.12\* Employment Agreement by and between Mortimer B. Zuckerman and Boston Properties, Inc. dated as of January 17, 2003. (Incorporated by reference to Exhibit 10.7 to Boston Properties, Inc.'s Annual Report on Form 10-K filed on February 27, 2003.)
- 10.13\* First Amendment to Employment Agreement, dated as of November 1, 2007, by and between Boston Properties, Inc. and Mortimer B. Zuckerman. (Incorporated by reference to Exhibit 10.1 to Boston Properties, Inc.'s Quarterly Report on Form 10-Q filed on November 9, 2007.)
- 10.14\* Second Amendment to Employment Agreement, dated as of December 15, 2008, by and between Boston Properties, Inc. and Mortimer B. Zuckerman. (Incorporated by reference to Exhibit 10.13 to Boston Properties, Inc.'s Annual Report on Form 10-K filed on March 2, 2009.)
- 10.15\* Employment Agreement by and between Douglas T. Linde and Boston Properties, Inc. dated as of November 29, 2002. (Incorporated by reference to Exhibit 10.12 to Boston Properties, Inc.'s Annual Report on Form 10-K filed on February 27, 2003.)
- 10.16\* First Amendment to Employment Agreement, dated as of November 1, 2007, by and between Boston Properties, Inc. and Douglas T. Linde. (Incorporated by reference to Exhibit 10.3 to Boston Properties, Inc.'s Quarterly Report on Form 10-Q filed on November 9, 2007.)
- 10.17\* Second Amendment to Employment Agreement, dated as of December 15, 2008, by and between Boston Properties, Inc. and Douglas T. Linde. (Incorporated by reference to Exhibit 10.19 to Boston Properties, Inc.'s Annual Report on Form 10-K filed on March 2, 2009.)
- 10.18\* Amended and Restated Employment Agreement by and between Raymond A. Ritchey and Boston Properties, Inc. dated as of November 29, 2002. (Incorporated by reference to Exhibit 10.15 to Boston Properties, Inc.'s Annual Report on Form 10-K filed on February 27, 2003.)

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- 10.19\* First Amendment to Amended and Restated Employment Agreement, dated as of November 1, 2007, by and between Boston Properties, Inc. and Raymond A. Ritchey. (Incorporated by reference to Exhibit 10.4 to Boston Properties, Inc.'s Quarterly Report on Form 10-Q filed on November 9, 2007.)
- 10.20\* Second Amendment to Amended and Restated Employment Agreement, dated as of December 15, 2008, by and between Boston Properties, Inc. and Raymond A. Ritchey. (Incorporated by reference to Exhibit 10.22 to Boston Properties, Inc.'s Annual Report on Form 10-K filed on March 2, 2009.)
- 10.21\* Amended and Restated Employment Agreement by and between E. Mitchell Norville and Boston Properties, Inc. dated as of August 25, 2005. (Incorporated by reference to Exhibit 10.1 to Boston Properties, Inc.'s Quarterly Report on Form 10-Q filed on November 9, 2005.)
- 10.22\* First Amendment to Amended and Restated Employment Agreement, dated as of November 1, 2007, by and between Boston Properties, Inc. and E. Mitchell Norville. (Incorporated by reference to Exhibit 10.5 to Boston Properties, Inc.'s Quarterly Report on Form 10-Q filed on November 9, 2007.)
- 10.23\* Second Amendment to Amended and Restated Employment Agreement, dated as of December 15, 2008, by and between Boston Properties, Inc. and E. Mitchell Norville. (Incorporated by reference to Exhibit 10.25 to Boston Properties, Inc.'s Annual Report on Form 10-K filed on March 2, 2009.)
- 10.24\* Letter Agreement by and among Boston Properties, Inc., Boston Properties Limited Partnership and E. Mitchell Norville, dated as of February 13, 2012. (Incorporated by reference to Exhibit 10.24 to Boston Properties, Inc.'s Annual Report on Form 10-K filed February 28, 2012.)
- 10.25\* Employment Agreement by and between Michael E. LaBelle and Boston Properties, Inc. dated as of January 24, 2008. (Incorporated by reference to Exhibit 10.2 to Boston Properties, Inc.'s Current Report on Form 8-K filed on January 29, 2008.)
- 10.26\* First Amendment to Employment Agreement, dated as of December 15, 2008, by and between Boston Properties, Inc. and Michael E. LaBelle. (Incorporated by reference to Exhibit 10.27 to Boston Properties, Inc.'s Annual Report on Form 10-K filed on March 2, 2009.)
- 10.27\* Employment Agreement by and between Peter D. Johnston and Boston Properties, Inc. dated as of August 25, 2005. (Incorporated by reference to Exhibit 10.2 to Boston Properties, Inc.'s Quarterly Report on Form 10-Q filed on November 9, 2005.)
- 10.28\* First Amendment to Employment Agreement, dated as of November 1, 2007, by and between Boston Properties, Inc. and Peter D. Johnston. (Incorporated by reference to Exhibit 10.6 to Boston Properties, Inc.'s Quarterly Report on Form 10-Q filed on November 9, 2007.)
- 10.29\* Second Amendment to Employment Agreement, dated as of December 15, 2008, by and between Boston Properties, Inc. and Peter D. Johnston. (Incorporated by reference to Exhibit 10.30 to Boston Properties, Inc.'s Annual Report on Form 10-K filed on March 2, 2009.)
- 10.30\* Employment Agreement by and between Bryan J. Koop and Boston Properties, Inc. dated as of November 29, 2002. (Incorporated by reference to Exhibit 10.10 to Boston Properties, Inc.'s Annual Report on Form 10-K filed on February 27, 2003.)
- 10.31\* First Amendment to Employment Agreement, dated as of November 1, 2007, by and between Boston Properties, Inc. and Bryan J. Koop. (Incorporated by reference to Exhibit 10.7 to Boston Properties, Inc.'s Quarterly Report on Form 10-Q filed on November 9, 2007.)
- 10.32\* Second Amendment to Employment Agreement, dated as of December 15, 2008, by and between Boston Properties, Inc. and Bryan J. Koop. (Incorporated by reference to Exhibit 10.33 to Boston Properties, Inc.'s Annual Report on Form 10-K filed on March 2, 2009.)
- 10.33\* Amended and Restated Employment Agreement by and between Robert E. Selsam and Boston Properties, Inc. dated as of November 29, 2002. (Incorporated by reference to Exhibit 10.16 to Boston Properties, Inc.'s Annual Report on Form 10-K filed on February 27, 2003.)

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- 10.34\* First Amendment to Amended and Restated Employment Agreement, dated as of November 1, 2007, by and between Boston Properties, Inc. and Robert E. Selsam. (Incorporated by reference to Exhibit 10.8 to Boston Properties, Inc.'s Quarterly Report on Form 10-Q filed on November 9, 2007.)
- 10.35\* Second Amendment to Amended and Restated Employment Agreement, dated as of December 15, 2008, by and between Boston Properties, Inc. and Robert E. Selsam. (Incorporated by reference to Exhibit 10.36 to Boston Properties, Inc.'s Annual Report on Form 10-K filed on March 2, 2009.)
- 10.36\* Compensation Agreement between Boston Properties, Inc. and Robert E. Selsam, dated as of August 10, 1995 relating to 90 Church Street. (Incorporated by reference to Exhibit 10.26 to Boston Properties, Inc.'s Registration Statement on Form S-11, File No. 333-25279.)
- 10.37\* Employment Agreement by and between Robert E. Pester and Boston Properties, Inc. dated as of December 16, 2002. (Incorporated by reference to Exhibit 10.14 to Boston Properties, Inc.'s Annual Report on Form 10-K filed on February 27, 2003.)
- 10.38\* First Amendment to Employment Agreement, dated as of November 1, 2007, by and between Boston Properties, Inc. and Robert E. Pester. (Incorporated by reference to Exhibit 10.9 to Boston Properties, Inc.'s Quarterly Report on Form 10-Q filed on November 9, 2007.)
- 10.39\* Second Amendment to Employment Agreement, dated as of December 15, 2008, by and between Boston Properties, Inc. and Robert E. Pester. (Incorporated by reference to Exhibit 10.40 to Boston Properties, Inc.'s Annual Report on Form 10-K filed on March 2, 2009.)
- 10.40\* Employment Agreement by and between Mitchell S. Landis and Boston Properties, Inc. dated as of November 26, 2002. (Incorporated by reference to Exhibit 10.11 to Boston Properties, Inc.'s Annual Report on Form 10-K filed on February 27, 2003.)
- 10.41\* First Amendment to Employment Agreement, dated as of November 1, 2007, by and between Boston Properties, Inc. and Mitchell S. Landis. (Incorporated by reference to Exhibit 10.10 to Boston Properties, Inc.'s Quarterly Report on Form 10-Q filed on November 9, 2007.)
- 10.42\* Second Amendment to Employment Agreement, dated as of December 15, 2008, by and between Boston Properties, Inc. and Mitchell S. Landis. (Incorporated by reference to Exhibit 10.43 to Boston Properties, Inc.'s Annual Report on Form 10-K filed on March 2, 2009.)
- 10.43\* Senior Executive Severance Agreement by and among Boston Properties, Inc., Boston Properties Limited Partnership and Mortimer B. Zuckerman. (Incorporated by reference to Exhibit 10.17 to Boston Properties, Inc.'s Annual Report on Form 10-K filed on February 27, 2003.)
- 10.44\* First Amendment to the Senior Executive Severance Agreement, dated as of November 1, 2007, by and among Boston Properties, Inc., Boston Properties Limited Partnership and Mortimer B. Zuckerman. (Incorporated by reference to Exhibit 10.11 to Boston Properties, Inc.'s Quarterly Report on Form 10-Q filed on November 9, 2007.)
- 10.45\* Second Amendment to the Senior Executive Severance Agreement, dated as of December 15, 2008, by and among Boston Properties, Inc., Boston Properties Limited Partnership and Mortimer B. Zuckerman. (Incorporated by reference to Exhibit 10.46 to Boston Properties, Inc.'s Annual Report on Form 10-K filed on March 2, 2009.)
- 10.46\* Boston Properties, Inc. Senior Executive Severance Plan. (Incorporated by reference to Exhibit 10.19 to Boston Properties, Inc.'s Annual Report on Form 10-K filed on February 27, 2003.)
- 10.47\* First Amendment to the Boston Properties, Inc. Senior Executive Severance Plan, dated as of October 18, 2007. (Incorporated by reference to Exhibit 10.13 to Boston Properties, Inc.'s Quarterly Report on Form 10-Q filed on November 9, 2007.)
- 10.48\* Second Amendment to the Boston Properties, Inc. Senior Executive Severance Plan, dated as of December 15, 2008. (Incorporated by reference to Exhibit 10.52 to Boston Properties, Inc.'s Annual Report on Form 10-K filed on March 2, 2009.)

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10.49*	Boston Properties, Inc. Executive Severance Plan, dated as of July 30, 1998. (Incorporated by reference to Exhibit 10.20 to Boston Properties, Inc.'s Annual Report on Form 10-K filed on February 27, 2003.)
10.50*	First Amendment to the Boston Properties, Inc. Executive Severance Plan, dated as of October 18, 2007. (Incorporated by reference to Exhibit 10.14 to Boston Properties, Inc.'s Quarterly Report on Form 10-Q filed on November 9, 2007.)
10.51*	Boston Properties, Inc. Officer Severance Plan, dated as of July 30, 1998. (Incorporated by reference to Exhibit 10.15 to Boston Properties, Inc.'s Quarterly Report on Form 10-Q filed on November 9, 2007.)
10.52*	First Amendment to the Boston Properties, Inc. Officer Severance Plan, dated as of October 18, 2007. (Incorporated by reference to Exhibit 10.16 to Boston Properties, Inc.'s Quarterly Report on Form 10-Q filed on November 9, 2007.)
10.53*	Second Amendment to the Boston Properties, Inc. Officer Severance Plan, dated as of December 15, 2008. (Incorporated by reference to Exhibit 10.57 to Boston Properties, Inc.'s Annual Report on Form 10-K filed on March 2, 2009.)
10.54*	Form of Indemnification Agreement by and among Boston Properties, Inc., Boston Properties Limited Partnership and certain officers and directors of the Company. (Incorporated by reference to Exhibit 10.1 to Boston Properties, Inc.'s Quarterly Report on Form 10-Q filed on August 9, 2004.)
10.55*	Director Appointment Agreement, dated as of January 20, 2011, by and between Matthew J. Lustig and Boston Properties, Inc. (Incorporated by reference to Exhibit 10.55 to Boston Properties, Inc.'s Annual Report on Form 10-K filed on February 25, 2011.)
10.56	Sixth Amended and Restated Revolving Credit Agreement, dated as of June 24, 2011, among Boston Properties Limited Partnership and the lenders identified therein (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K of Boston Properties Limited Partnership filed on June 27, 2011).
10.57	Purchase and Sale Agreement, dated as of October 4, 2010, between 100 & 200 Clarendon LLC, a Delaware limited liability company, and Boston Properties Limited Partnership, a Delaware limited partnership. (Incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K of Boston Properties, Inc. filed on October 8, 2010.)
12.1	Statement re Computation of Ratios. (Filed herewith.)
21.1	Subsidiaries of Boston Properties Limited Partnership. (Filed herewith.)
23.1	Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting firm. (Filed herewith.)
31.1	Rule 13a-14(a)/15d-14(a) Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. (Filed herewith.)
31.2	Rule 13a-14(a)/15d-14(a) Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. (Filed herewith.)
32.1	Section 1350 Certification of Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. (Furnished herewith.)
32.2	Section 1350 Certification of Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. (Furnished herewith.)

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101 The following materials from Boston Properties Limited Partnership's Annual Report on Form 10-K for the year ended December 31, 2011 formatted in XBRL (eXtensible Business Reporting Language): (i) the Consolidated Balance Sheets, (ii) the Consolidated Statements of Operations, (iii) the Consolidated Statements of Comprehensive Income, (iv) the Consolidated Statements of Partners' Capital, (v) the Consolidated Statements of Cash Flows, and (vi) related notes to these financial statements.

As provided in Rule 406T of Regulation S-T, this information is furnished for purposes of Sections 11 and 12 of the Securities Act of 1933 and Section 18 of the Securities Exchange Act of 1934.

\* Indicates management contract or compensatory plan or arrangement required to be filed or incorporated by reference as an exhibit to this Form 10-K pursuant to Item 15(b) of Form 10-K.





By: \_\_\_\_\_ /s/ DAVID A. TWARDOCK  
David A. Twardock  
Director

By: \_\_\_\_\_ /s/ MICHAEL E. LABELLE  
Michael E. LaBelle  
Senior Vice President, Chief Financial Officer and Principal Financial Officer

By: \_\_\_\_\_ /s/ ARTHUR S. FLASHMAN  
Arthur S. Flashman  
Vice President, Controller and Principal Accounting Officer

**BOSTON PROPERTIES LIMITED PARTNERSHIP**  
**CALCULATION OF RATIOS OF EARNINGS TO FIXED CHARGES**  
**CALCULATION OF RATIOS OF EARNINGS TO COMBINED FIXED CHARGES AND PREFERRED DISTRIBUTIONS**

Boston Properties Limited Partnership's ratios of earnings to fixed charges and ratios of earnings to combined fixed charges and preferred distributions for the five years ended December 31, 2011 were as follows:

	Year Ended December 31,				
	2011	2010	2009	2008	2007
	(dollars in thousands)				
Earnings:					
Add:					
Income from continuing operations before income (loss) from unconsolidated joint ventures	\$ 236,153	\$ 159,042	\$ 258,904	\$ 287,426	\$ 344,156
Gains on sales of real estate	—	2,734	11,760	33,340	957,406
Amortization of interest capitalized	4,188	2,660	2,498	2,315	2,394
Distributions from unconsolidated joint ventures	22,451	10,733	6,676	5,988	7,157
Fixed charges (see below)	442,309	419,060	371,649	341,608	336,302
Subtract:					
Interest capitalized	(48,178)	(40,981)	(48,816)	(46,286)	(33,322)
<b>Total earnings</b>	<b><u>\$ 656,923</u></b>	<b><u>\$ 553,248</u></b>	<b><u>\$ 602,671</u></b>	<b><u>\$ 624,391</u></b>	<b><u>\$ 1,614,093</u></b>
Fixed charges:					
Interest expensed	\$ 394,131	\$ 378,079	\$ 322,833	\$ 295,322	\$ 302,980
Interest capitalized	48,178	40,981	48,816	46,286	33,322
<b>Total fixed charges</b>	<b><u>\$ 442,309</u></b>	<b><u>\$ 419,060</u></b>	<b><u>\$ 371,649</u></b>	<b><u>\$ 341,608</u></b>	<b><u>\$ 336,302</u></b>
Preferred distributions	3,339	3,343	3,594	4,226	10,429
<b>Total combined fixed charges and preferred distributions</b>	<b><u>\$ 445,648</u></b>	<b><u>\$ 422,403</u></b>	<b><u>\$ 375,243</u></b>	<b><u>\$ 345,834</u></b>	<b><u>\$ 346,731</u></b>
<b>Ratio of earnings to fixed charges</b>	<b><u>1.49</u></b>	<b><u>1.32</u></b>	<b><u>1.62</u></b>	<b><u>1.83</u></b>	<b><u>4.80</u></b>
<b>Ratio of earnings to combined fixed charges and preferred distributions</b>	<b><u>1.47</u></b>	<b><u>1.31</u></b>	<b><u>1.61</u></b>	<b><u>1.81</u></b>	<b><u>4.66</u></b>

<u>Entity Name</u>	<u>State of Organization</u>
101 Carnegie Center Associates	New Jersey
125 West 55 <sup>th</sup> Street Partners LLC	Delaware
125 West 55 <sup>th</sup> Street Venture LLC	Delaware
17M Associates	District of Columbia
191 Spring Street Trust	Massachusetts
2 GCT Partners LLC	Delaware
2 GCT Venture LLC	Delaware
206 Associates Limited Partnership	New Jersey
210 Associates Limited Partnership	New Jersey
211 Associates Limited Partnership	New Jersey
30 Shattuck Road LLC	Delaware
399 Services LLC	Delaware
40-46 Harvard Street Trust	Massachusetts
500 North Capitol LLC	Delaware
540 Land Partners LLC	Delaware
540 Madison Partners LLC	Delaware
540 Madison Venture LLC	Delaware
635 Mass Ave LLC	Delaware
738 Eighth Avenue LLC	Delaware
767 Fifth Junior Mezz LLC	Delaware
767 Fifth Lender LLC	Delaware
767 Fifth Partners LLC	Delaware
767 Fifth Senior Mezz LLC	Delaware
767 Fifth TRS LLC	Delaware
767 Venture, LLC	Delaware
90 Church Street Limited Partnership	Delaware
901 New York Avenue Fitness Center LLC	Delaware
901 New York LLC	Delaware
901 New York REIT LLC	Delaware
91 Hartwell Avenue Trust	Massachusetts
92 Hayden Avenue Trust	Massachusetts
AJ Lot 2R Financing LLC	Delaware
AJ Lot 2R LLC	Delaware
AJ Lot 3R Financing LLC	Delaware
AJ Lot 3R LLC	Delaware
AJ Lot 4R Financing LLC	Delaware
AJ Lot 4R LLC	Delaware
AJ Lot 6 Financing LLC	Delaware
AJ Lot 6 LLC	Delaware
AJ Lot 7R LLC	Delaware
Annapolis Junction NFM LLC	Delaware
Big Apple Associates Limited Partnership	Delaware
Billerica Road LLC	Delaware
Billerica Road Member LLC	Delaware
Boston Properties LLC	Delaware
Boston Properties Management LLC	Delaware
Boston Properties Management, Inc.	Delaware
Boston Properties Office Value-Added Fund, L.P.	Delaware
Boston Properties TRS, Inc.	Delaware
BP 103 Fourth Avenue LLC	Delaware
BP 111 Huntington Ave LLC	Delaware

<u>Entity Name</u>	<u>State of Organization</u>
BP 125 West 55 <sup>th</sup> Street LLC	Delaware
BP 1330 Connecticut Avenue LLC	Delaware
BP 1333 New Hampshire Avenue LLC	Delaware
BP 140 Kendrick Street LLC	Delaware
BP 140 Kendrick Street Property LLC	Delaware
BP 2 GCT LLC	Delaware
BP 20 F Street Limited Partnership	Delaware
BP 201 Spring Street LLC	Delaware
BP 230 City Point Cafe LLC	Delaware
BP 303 Almaden Associates LLC	Delaware
BP 399 Park Avenue LLC	Delaware
BP 500 North Capitol LLC	Delaware
BP 510 Madison Ave LLC	Delaware
BP 510 Madison HC LLC	Delaware
BP 510 Madison LLC	Delaware
BP 540 Madison LLC	Delaware
BP 599 Lexington Avenue LLC	Delaware
BP 767 Fifth LLC	Delaware
BP 99 Third Avenue LLC	Delaware
BP Almaden Associates LLC	Delaware
BP Atlantic Wharf Master Tenant LLC	Delaware
BP AW Garage LLC	Delaware
BP AW Retail LLC	Delaware
BP AW Tower Office LLC	Delaware
BP AW Waterfront Office LLC	Delaware
BP AWRR Trustee I LLC	Delaware
BP AWRR Trustee II LLC	Delaware
BP AWTO Trustee I LLC	Delaware
BP AWTO Trustee II LLC	Delaware
BP AWTO Trustee III LLC	Delaware
BP Bay Colony Cafe LLC	Delaware
BP Bay Colony HC LLC	Delaware
BP Bay Colony Holdings LLC	Delaware
BP Bay Colony LLC	Delaware
BP Bedford Building A Cafe LLC	Delaware
BP Bedford Building F Cafe LLC	Delaware
BP Bedford Street Cafe LLC	Delaware
BP Belvidere LLC	Delaware
BP Cambridge Center Residential LLC	Delaware
BP Crane Meadow, L.L.C.	Delaware
BP East Garage LLC	Delaware
BP EC1 Holdings LLC	Delaware
BP EC2 Holdings LLC	Delaware
BP EC3 Holdings LLC	Delaware
BP EC4 Holdings LLC	Delaware
BP Five CC LLC	Delaware
BP Four CC LLC	Delaware
BP Fourth Avenue Cafe LLC	Delaware
BP Fourth Avenue, L.L.C.	Delaware
BP Gateway Center LLC	Delaware
BP Hancock LLC	Delaware
BP Hancock Parking LLC	Delaware
BP Hartwell Avenue Cafe LLC	Delaware

<u>Entity Name</u>	<u>State of Organization</u>
BP Hayden Avenue Cafe LLC	Delaware
BP Hotel LLC	Delaware
BP II LLC	Delaware
BP III LLC	Delaware
BP Jones Road Cafe LLC	Delaware
BP Kingstowne Office Building K LLC	Delaware
BP Kingstowne Office Building T LLC	Delaware
BP Kingstowne Theatre LLC	Delaware
BP Mall Road Cafe LLC	Delaware
BP Management Sub LLC	Delaware
BP Management, L.P.	Delaware
BP Market Square North GP LLC	Delaware
BP Mill Road Cafe LLC	Delaware
BP MV Research Park LLC	Delaware
BP MV Technology Park LLC	Delaware
BP New Dominion Technology Park II LLC	Delaware
BP New York LLC	Delaware
BP North First LLC	Delaware
BP Office Fund REIT, Inc.	Maryland
BP Office Value-Added LLC	Delaware
BP Prospect Place LLC	Delaware
BP Prucenter Acquisition LLC	Delaware
BP Prucenter Development LLC	Delaware
BP Prucenter Exeter LLC	Delaware
BP Prucenter Fairfield LLC	Delaware
BP Ravendale LLC	Delaware
BP RB Developer LLC	Delaware
BP Realty New Jersey LLC	New Jersey
BP Realty Washington LLC	Delaware
BP Reservoir Place Cafe LLC	Delaware
BP Reservoir Place LLC	Delaware
BP Reston Eastgate LLC	Delaware
BP Russia Building LLC	Delaware
BP Russia Wharf LLC	Delaware
BP Services TRS LLC	Delaware
BP Seven Cambridge Center LLC	Delaware
BP Seventeen Cambridge Center LLC	Delaware
BP Spring Street Cafe LLC	Delaware
BP Supermarket LLC	Delaware
BP Third Avenue LLC	Delaware
BP Times Square Tower Mezzanine LLC	Delaware
BP West El Camino LLC	Delaware
BP West Street Cafe LLC	Delaware
BP Weston Quarry LLC	Delaware
BP Zanker Road LLC	Delaware
BP/CGCenter I LLC	Delaware
BP/CGCenter II LLC	Delaware
BP/CGCenter MM LLC	Delaware
BP/CRF 901 New York Avenue LLC	Delaware
BP/CRF Metropolitan Square LLC	Delaware
BP/DC 767 Fifth LLC	Delaware
BP/DC Properties, Inc.	Maryland
BP/DC REIT LLC	Delaware

<u>Entity Name</u>	<u>State of Organization</u>
BP-AJ LLC	Delaware
BP-WP Project Developer Manager LLC	Delaware
BPI EC4 LLC	Delaware
BXP West El Camino Garage LLC	Delaware
Cambridge Center North Trust	Massachusetts
Cambridge Center West Garage LLC	Delaware
Cambridge Center West Trust	Massachusetts
Carnegie 214 Associates Limited Partnership	New Jersey
Carnegie 504 Associates	New Jersey
Carnegie 506 Associates	New Jersey
Carnegie 508 Associates	New Jersey
Carnegie 510 Associates, L.L.C.	Delaware
Carnegie Center Associates	New Jersey
Circle Star LLC	Delaware
CRF Met Square, LLC	Delaware
Discovery Square, L.L.C.	Delaware
Downtown Boston Properties Trust	Massachusetts
Elandzee Trust	Massachusetts
Eleven Cambridge Center Trust	Massachusetts
Embarcadero Center Associates	California
Embarcadero Center, Inc.	California
Four Embarcadero Center Venture	California
Fourteen Cambridge Center Trust	Massachusetts
Gateway Center LLC	Delaware
Gladden Properties LLC	Delaware
Hayden Office Trust	Massachusetts
IXP, LLC	Vermont
Jones Road Development Associates LLC	Delaware
KEG Associates I, LLC	Delaware
Lexreal Associates Limited Partnership	New York
LKE BP Fourth Avenue Limited Partnership	Massachusetts
Mall Road Trust	Massachusetts
Market Square North Associates Limited Partnership	Delaware
Market Square North Fitness Center LLC	Delaware
MBZ-Lex Trust	Massachusetts
Metropolitan Square REIT LLC	Delaware
MGA Virginia 85-1 Limited Partnership	Virginia
MGA Virginia 86-1 Limited Partnership	Virginia
MGA Virginia 86-2 Limited Partnership	Virginia
Montgomery Village Avenue Joint Venture Limited Partnership	Maryland
Montgomery Village GP LLC	Delaware
Montvale LLC	Maryland
New Dominion Technology Corp.	Delaware
New Dominion Technology Park II LLC	Delaware
New Dominion Technology Park LLC	Delaware
No. 1 Times Square Development LLC	Delaware
No. 5 Times Square Development LLC	Delaware
NY 510 Junior Mezz Lender LLC	Delaware
NYXP, LLC	Vermont
Ocean View Development Company Limited Partnership	District of Columbia
One Cambridge Center Trust	Massachusetts
One Embarcadero Center Venture	California
One Freedom Square, L.L.C.	Delaware

<u>Entity Name</u>	<u>State of Organization</u>
Princeton 202 Associates Limited Partnership	New Jersey
Princeton Childcare Associates Limited Partnership	New Jersey
RBP 45th Associates LLC	New York
RBP Joint Venture LLC	New York
Reston Corporate Center Limited Partnership	Virginia
Reston Streets LLC	Delaware
Reston Town Center Office Park Phase One Limited Partnership	Virginia
Reston VA 939, L.L.C.	Delaware
Russia Building TRS LLC	Delaware
Russia Wharf Ground Tenant LLC	Delaware
School Street Associates Limited Partnership	District of Columbia
SCV Partners	New Jersey
South of Market Garage LLC	Delaware
South of Market LLC	Delaware
South of Market Lot 16 LLC	Delaware
Springfield 6601 LLC	Delaware
Springfield Metro Center II, LLC	Delaware
Springfield Parcel C LLC	Delaware
Square 36 Office Joint Venture	District of Columbia
Square 407 Limited Partnership	District of Columbia
Square 54 Office Owner LLC	Delaware
Square 54 Residential Owner LLC	Delaware
Stony Brook Associates LLC	Delaware
Ten Cambridge Center Trust	Massachusetts
The Atlantic Monthly Trust	
The Double B Partnership	Massachusetts
The Double B Trust	Massachusetts
The Metropolitan Square Associates LLC	District of Columbia
Three Cambridge Center Trust	Massachusetts
Three Embarcadero Center Venture	California
Times Square Tower Associates LLC	Delaware
Tower Oaks Financing LLC	Delaware
Tracer Lane Trust II	Massachusetts
Two Cambridge Center Trust	Massachusetts
Two Freedom Square, L.L.C.	Delaware
Washingtonian North Associates Limited Partnership	Maryland
Wisconsin Place Office LLC	Delaware
Wisconsin Place Office Manager LLC	Delaware
WP Project Developer LLC	Delaware
WP Trust	Massachusetts
Zee Bee Trust II	Massachusetts
Zee Em Trust II	Massachusetts

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We hereby consent to the incorporation by reference in the Registration Statements on Form S-3 (File Numbers 333-176157-01 and 333-141257-01) and on Form S-8 (File Numbers 333-148926 and 333-112109) of Boston Properties Limited Partnership of our report dated February 28, 2012 relating to the financial statements, financial statement schedule, and the effectiveness of internal control over financial reporting, which appears in this Form 10-K.

/s/ PricewaterhouseCoopers LLP  
Boston, MA  
February 28, 2012



## CERTIFICATION

I, Mortimer B. Zuckerman, certify that:

1. I have reviewed this annual report on Form 10-K of Boston Properties Limited Partnership;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 28, 2012

/s/ MORTIMER B. ZUCKERMAN

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Mortimer B. Zuckerman  
Chief Executive Officer of Boston Properties, Inc., sole  
general partner of Boston Properties Limited Partnership

## CERTIFICATION

I, Michael E. LaBelle, certify that:

1. I have reviewed this annual report on Form 10-K of Boston Properties Limited Partnership;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 28, 2012

/s/ MICHAEL E. LABELLE

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Michael E. LaBelle  
Chief Financial Officer of Boston Properties, Inc., sole  
general partner of Boston Properties Limited Partnership

**CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

The undersigned officer of Boston Properties, Inc., the sole general partner of Boston Properties Limited Partnership (the "Company"), hereby certifies to his knowledge that the Company's annual report on Form 10-K for the period ended December 31, 2011 (the "Report"), as filed with the Securities and Exchange Commission on the date hereof, fully complies with the requirements of Section 13(a) or 15(d), as applicable, of the Securities Exchange Act of 1934, as amended, and that the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company. This certification shall not be deemed "filed" for any purpose, nor shall it be deemed to be incorporated by reference into any filing under the Securities Act of 1933 or the Securities Exchange Act of 1934 regardless of any general incorporation language in such filing.

Date: February 28, 2012

/s/ MORTIMER B. ZUCKERMAN

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**Mortimer B. Zuckerman**

**Chief Executive Officer of Boston Properties, Inc., sole  
general partner of Boston Properties Limited Partnership**

**CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

The undersigned officer of Boston Properties, Inc., the sole general partner of Boston Properties Limited Partnership (the "Company"), hereby certifies to his knowledge that the Company's annual report on Form 10-K for the period ended December 31, 2011 (the "Report"), as filed with the Securities and Exchange Commission on the date hereof, fully complies with the requirements of Section 13(a) or 15(d), as applicable, of the Securities Exchange Act of 1934, as amended, and that the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company. This certification shall not be deemed "filed" for any purpose, nor shall it be deemed to be incorporated by reference into any filing under the Securities Act of 1933 or the Securities Exchange Act of 1934 regardless of any general incorporation language in such filing.

Date: February 28, 2012

/s/ MICHAEL E. LABELLE

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Michael E. LaBelle

Chief Financial Officer of Boston Properties, Inc., sole  
general partner of Boston Properties Limited Partnership