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

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**FORM 10-Q**

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- QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**  
**For the Quarterly Period Ended March 31, 2012**
- 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: 1-13087

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**BOSTON PROPERTIES, INC.**

(Exact name of Registrant as specified in its charter)

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

**04-2473675**  
(I.R.S. Employer Identification No.)

**Prudential Center, 800 Boylston Street, Suite 1900, Boston, Massachusetts 02199-8103**  
(Address of principal executive offices) (Zip Code)

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

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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 whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See definition of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer   
Non-accelerated filer  (Do not check if a smaller reporting company)

Accelerated filer   
Smaller reporting company

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

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

**Common Stock, par value \$.01 per share**  
(Class)

**149,815,412**  
(Outstanding on May 2, 2012)

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**BOSTON PROPERTIES, INC.**  
**FORM 10-Q**  
**for the quarter ended March 31, 2012**  
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PART I. FINANCIAL INFORMATION

ITEM 1—Financial Statements.

**BOSTON PROPERTIES, INC.**  
**CONSOLIDATED BALANCE SHEETS**  
(Unaudited)  
(in thousands, except for share and par value amounts)

	March 31, 2012	December 31, 2011
<b>ASSETS</b>		
Real estate, at cost	\$ 12,937,143	\$ 12,303,965
Construction in progress	870,006	818,685
Land held for future development	268,030	266,822
Less: accumulated depreciation	(2,722,605)	(2,642,986)
Total real estate	11,352,574	10,746,486
Cash and cash equivalents	591,196	1,823,208
Cash held in escrows	30,697	40,332
Investments in securities	11,193	9,548
Tenant and other receivables (net of allowance for doubtful accounts of \$1,370 and \$1,766, respectively)	68,275	79,838
Related party notes receivable	281,177	280,442
Interest receivable from related party notes receivable	95,126	89,854
Accrued rental income (net of allowance of \$2,631 and \$2,515, respectively)	541,153	522,675
Deferred charges, net	500,957	445,403
Prepaid expenses and other assets	73,132	75,458
Investments in unconsolidated joint ventures	667,377	669,722
Total assets	<u>\$ 14,212,857</u>	<u>\$ 14,782,966</u>
<b>LIABILITIES AND EQUITY</b>		
<b>Liabilities:</b>		
Mortgage notes payable	\$ 2,946,760	\$ 3,123,267
Unsecured senior notes (net of discount of \$9,631 and \$9,814, respectively)	3,865,369	3,865,186
Unsecured exchangeable senior notes (net of discount of \$2,720 and \$3,462, respectively)	1,148,497	1,715,685
Unsecured line of credit	—	—
Accounts payable and accrued expenses	165,441	155,139
Dividends and distributions payable	92,615	91,901
Accrued interest payable	97,997	69,105
Other liabilities	324,826	293,515
Total liabilities	<u>8,641,505</u>	<u>9,313,798</u>
Commitments and contingencies	—	—
<b>Noncontrolling interest:</b>		
Redeemable preferred units of the Operating Partnership	51,537	55,652
<b>Equity:</b>		
<b>Stockholders' equity attributable to Boston Properties, Inc.:</b>		
Excess stock, \$0.1 par value, 150,000,000 shares authorized, none issued or outstanding	—	—
Preferred stock, \$0.1 par value, 50,000,000 shares authorized, none issued or outstanding	—	—
Common stock, \$0.1 par value, 250,000,000 shares authorized, 149,463,241 and 148,186,511 issued and 149,384,341 and 148,107,611 outstanding at March 31, 2012 and December 31, 2011, respectively	1,494	1,481
Additional paid-in capital	5,050,547	4,936,457
Dividends in excess of earnings	(70,609)	(53,080)
Treasury common stock at cost, 78,900 shares at March 31, 2012 and December 31, 2011	(2,722)	(2,722)
Accumulated other comprehensive loss	(15,558)	(16,138)
Total stockholders' equity attributable to Boston Properties, Inc.	4,963,152	4,865,998
<b>Noncontrolling interests:</b>		
Common units of the Operating Partnership	557,930	548,581
Property partnerships	(1,267)	(1,063)
Total equity	<u>5,519,815</u>	<u>5,413,516</u>
Total liabilities and equity	<u>\$ 14,212,857</u>	<u>\$ 14,782,966</u>

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

**BOSTON PROPERTIES, INC.**  
**CONSOLIDATED STATEMENTS OF OPERATIONS**  
(Unaudited)

	Three months ended	
	March 31,	
	2012	2011
	(in thousands, except for per share amounts)	
<b>Revenue</b>		
Rental		
Base rent	\$ 357,701	\$ 338,925
Recoveries from tenants	52,568	45,849
Parking and other	22,428	19,064
Total rental revenue	432,697	403,838
Hotel revenue	6,816	5,948
Development and management services	8,149	7,428
Total revenue	447,662	417,214
<b>Expenses</b>		
Operating		
Rental	157,506	139,630
Hotel	6,099	5,739
General and administrative	27,619	24,643
Transaction costs	2,104	72
Depreciation and amortization	109,673	109,237
Total expenses	303,001	279,321
Operating income	144,661	137,893
<b>Other income (expense)</b>		
Income from unconsolidated joint ventures	11,721	7,976
Interest and other income	1,646	974
Gains from investments in securities	801	373
Gains from early extinguishments of debt	767	—
Interest expense	(103,237)	(98,525)
Income from continuing operations	56,359	48,691
<b>Discontinued operations</b>		
Loss from discontinued operations	(156)	(497)
Gain on forgiveness of debt from discontinued operations	17,807	—
Net income	74,010	48,194
<b>Net income attributable to noncontrolling interests</b>		
Noncontrolling interests in property partnership	(546)	(529)
Noncontrolling interest—redeemable preferred units of the Operating Partnership	(801)	(823)
Noncontrolling interest—common units of the Operating Partnership	(6,089)	(6,090)
Noncontrolling interest in discontinued operations—common units of the Operating Partnership	(1,942)	61
Net income attributable to Boston Properties, Inc.	\$ 64,632	\$ 40,813
<b>Basic earnings per common share attributable to Boston Properties, Inc.:</b>		
Income from continuing operations	\$ 0.33	\$ 0.29
Discontinued operations	0.11	—
Net income	\$ 0.44	\$ 0.29
Weighted average number of common shares outstanding	148,343	142,095
<b>Diluted earnings per common share attributable to Boston Properties, Inc.:</b>		
Income from continuing operations	\$ 0.33	\$ 0.29
Discontinued operations	0.10	—
Net income	\$ 0.43	\$ 0.29
Weighted average number of common and common equivalent shares outstanding	148,746	142,504

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

**BOSTON PROPERTIES, INC.**  
**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**  
**(Unaudited)**

	Three months ended	
	March 31,	
	2012	2011
	(in thousands)	
Net income	\$ 74,010	\$ 48,194
Other comprehensive income:		
Amortization of interest rate contracts	649	649
Other comprehensive income	649	649
Comprehensive income	74,659	48,843
Net income attributable to noncontrolling interests	(9,378)	(7,381)
Other comprehensive income attributable to noncontrolling interests	(69)	(80)
Comprehensive income attributable to Boston Properties, Inc.	<u>\$ 65,212</u>	<u>\$ 41,382</u>

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

**BOSTON PROPERTIES, INC.**  
**CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY**  
(Unaudited and in thousands)

	Common Stock		Additional Paid-in Capital	Dividends in Excess of Earnings	Treasury Stock, at cost	Accumulated Other Comprehensive Loss	Noncontrolling Interests	Total
	Shares	Amount						
Equity, December 31, 2011	148,108	\$1,481	\$4,936,457	\$ (53,080)	\$(2,722)	\$ (16,138)	\$ 547,518	\$5,413,516
Conversion of operating partnership units to Common Stock	200	2	6,024	—	—	—	(6,026)	—
Reallocation of noncontrolling interest	—	—	(3,638)	—	—	—	3,638	—
Conversion of redeemable preferred units to common units	—	—	—	—	—	—	4,115	4,115
Allocated net income for the year	—	—	—	64,632	—	—	8,577	73,209
Dividends/distributions declared	—	—	—	(82,161)	—	—	(10,064)	(92,225)
Sale of common stock, net of offering costs	1,049	11	109,319	—	—	—	—	109,330
Shares issued pursuant to stock purchase plan	4	—	381	—	—	—	—	381
Net activity from stock option and incentive plan	23	—	2,004	—	—	—	9,586	11,590
Distributions to noncontrolling interests in property partnerships	—	—	—	—	—	—	(750)	(750)
Amortization of interest rate contracts	—	—	—	—	—	580	69	649
Equity, March 31, 2012	149,384	\$1,494	\$5,050,547	\$ (70,609)	\$(2,722)	\$ (15,558)	\$ 556,663	\$5,519,815
Equity, December 31, 2010	140,199	\$1,402	\$4,417,162	\$ (24,763)	\$(2,722)	\$ (18,436)	\$ 591,550	\$4,964,193
Conversion of operating partnership units to Common Stock	1,031	11	29,205	—	—	—	(29,216)	—
Reallocation of noncontrolling interest	—	—	(25,778)	—	—	—	25,778	—
Allocated net income for the year	—	—	—	40,813	—	—	6,558	47,371
Dividends/distributions declared	—	—	—	(72,529)	—	—	(10,078)	(82,607)
Sale of common stock, net of offering costs	3,695	37	345,332	—	—	—	—	345,369
Shares issued pursuant to stock purchase plan	4	—	312	—	—	—	—	312
Net activity from stock option and incentive plan	129	1	5,426	—	—	—	9,245	14,672
Distributions to noncontrolling interests in property partnerships	—	—	—	—	—	—	(500)	(500)
Amortization of interest rate contracts	—	—	—	—	—	569	80	649
Equity, March 31, 2011	145,058	\$1,451	\$4,771,659	\$ (56,479)	\$(2,722)	\$ (17,867)	\$ 593,417	\$5,289,459

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

**BOSTON PROPERTIES, INC.**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(Unaudited)

	For the three months ended March 31,	
	2012	2011
	(in thousands)	
<b>Cash flows from operating activities:</b>		
Net income	\$ 74,010	\$ 48,194
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	109,737	109,428
Non-cash compensation expense	11,358	11,856
Income from unconsolidated joint ventures	(11,721)	(7,976)
Distributions of net cash flow from operations of unconsolidated joint ventures	8,972	7,663
Gains from investments in securities	(801)	(373)
Non-cash portion of interest expense	11,839	13,434
Settlement of accreted debt discount on repurchases of unsecured exchangeable senior notes	(68,760)	—
Gains from early extinguishments of debt	(914)	—
Gain on forgiveness of debt from discontinued operations	(17,807)	—
Change in assets and liabilities:		
Cash held in escrows	9,359	(7,661)
Tenant and other receivables, net	22,686	6,073
Accrued rental income, net	(19,266)	(20,434)
Prepaid expenses and other assets	6,983	(29,432)
Accounts payable and accrued expenses	1,563	(9,134)
Accrued interest payable	31,073	25,743
Other liabilities	8,883	(5,940)
Tenant leasing costs	(7,933)	(9,157)
Total adjustments	95,251	84,090
Net cash provided by operating activities	169,261	132,284
<b>Cash flows from investing activities:</b>		
Acquisitions of real estate	(621,359)	(41,100)
Construction in progress	(93,657)	(64,877)
Building and other capital improvements	(8,613)	(8,874)
Tenant improvements	(34,912)	(14,251)
Deposit on real estate released from escrow	—	10,000
Issuance of notes receivable	(735)	—
Capital contributions to unconsolidated joint ventures	(47)	(1,232)
Capital distributions from unconsolidated joint ventures	57	—
Investments in securities, net	(844)	(695)
Net cash used in investing activities	(760,110)	(121,029)

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

**BOSTON PROPERTIES, INC.**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(Unaudited)

	For the three months ended	
	March 31,	
	2012	2011
	(in thousands)	
<b>Cash flows from financing activities:</b>		
Repayments of mortgage notes payable	(150,519)	(8,777)
Redemption/repurchase of unsecured exchangeable senior notes	(507,434)	—
Deferred financing costs	(91)	(676)
Net proceeds from ATM stock issuances	109,330	345,369
Net proceeds from equity transactions	613	3,128
Dividends and distributions	(92,312)	(81,442)
Distributions to noncontrolling interest in property partnership	(750)	(500)
Net cash provided by (used in) financing activities	<u>(641,163)</u>	<u>257,102</u>
Net increase (decrease) in cash and cash equivalents	(1,232,012)	268,357
Cash and cash equivalents, beginning of period	1,823,208	478,948
Cash and cash equivalents, end of period	<u>\$ 591,196</u>	<u>\$ 747,305</u>
<b>Supplemental disclosures:</b>		
Cash paid for interest	\$ 140,508	\$ 71,213
Interest capitalized	<u>\$ 11,201</u>	<u>\$ 11,239</u>
<b>Non-cash investing and financing activities:</b>		
Additions to real estate included in accounts payable	\$ 5,659	\$ 8,094
Mortgage note payable assumed in connection with the acquisition of real estate	\$ —	\$ 143,900
Mortgage note payable extinguished through foreclosure	\$ 25,000	\$ —
Real estate transferred upon foreclosure	\$ 8,198	\$ —
Dividends and distributions declared but not paid	\$ 92,615	\$ 83,019
Conversions of noncontrolling interests to stockholders' equity	\$ 6,026	\$ 29,216
Conversion of redeemable preferred units to common units	\$ 4,115	\$ —
Issuance of restricted securities to employees and directors	<u>\$ 26,139</u>	<u>\$ 24,383</u>

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



**BOSTON PROPERTIES, INC.**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

**1. Organization**

Boston Properties, Inc. (the "Company"), a Delaware corporation, is a self-administered and self-managed real estate investment trust ("REIT"). The Company is the sole general partner of Boston Properties Limited Partnership (the "Operating Partnership") and at March 31, 2012 owned an approximate 88.4% (87.1% at March 31, 2011) general and limited partnership interest in the Operating Partnership. Partnership interests in the Operating Partnership 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, February 2011 and February 2012, the Company issued LTIP Units in connection with the granting to employees of outperformance awards (also referred to as "2008 OPP Units," "2011 OPP Units" and "2012 OPP Units," respectively, and collectively as "OPP Units"). Because the rights, preferences and privileges of 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 OPP Units. On February 5, 2011, the measurement period for the Company's 2008 OPP Unit awards expired and the Company's total return to shareholders 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 Notes 8 and 11).

Unless specifically noted otherwise, all references to OP Units exclude units held by the Company. A holder of an OP Unit may present such OP Unit to the Operating Partnership 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 Operating Partnership is obligated to redeem such OP Unit for cash equal to the then value of a share of common stock of the Company ("Common Stock"). In lieu of a cash redemption, the Company 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 the Company 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 the Company. 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 11).

At March 31, 2012, 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 Operating Partnership. Preferred Units may also be converted into OP Units or redeemed for cash at the election of the holder thereof or the Operating Partnership in accordance with the terms and conditions set forth in the applicable amendment to the partnership agreement (See Note 8).

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

**Properties**

At March 31, 2012, the Company owned or had interests in a portfolio of 153 commercial real estate properties (the "Properties") aggregating approximately 43.3 million net rentable square feet, including eight properties under construction totaling approximately 2.8 million net rentable square feet. In addition, the Company has structured parking for approximately 44,703 vehicles containing approximately 15.2 million square feet. At March 31, 2012, the Properties consist of:

- 146 office properties, including 127 Class A office properties (including seven properties under construction) and 19 Office/Technical properties;

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- 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 March 31, 2012, 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, 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.

### **2. Basis of Presentation and Summary of Significant Accounting Policies**

Boston Properties, Inc. does not have any other significant assets, liabilities or operations, other than its investment in the Operating Partnership, nor does it have employees of its own. The Operating Partnership, 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.

The accompanying interim financial statements are unaudited; however, the financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America for interim financial information and in conjunction with the rules and regulations of the Securities and Exchange Commission. Accordingly, they do not include all of the disclosures required by accounting principles generally accepted in the United States of America for complete financial statements. In the opinion of management, all adjustments (consisting solely of normal recurring matters) necessary for a fair statement of the financial statements for these interim periods have been included. The results of operations for the interim periods are not necessarily indicative of the results to be obtained for other interim periods or for the full fiscal year. The year-end consolidated balance sheet data was derived from audited financial statements, but does not include all disclosure required by accounting principles generally accepted in the United States of America. These financial statements should be read in conjunction with the Company's financial statements and notes thereto contained in the Company's Annual Report in the Company's Form 10-K for its fiscal year ended December 31, 2011. Certain prior year amounts have been reclassified to conform to the current year presentation.

The Company follows the authoritative guidance for fair value measurements when valuing its financial instruments for disclosure purposes. The Company determines the fair value of its unsecured senior notes and unsecured exchangeable senior notes using market prices. The fair value of the Company's unsecured senior notes and unsecured exchangeable senior notes is categorized at a level 1 basis (as defined in the accounting standards for Fair Value Measurements and Disclosures) due to the fact that the Company uses quoted market rates to value these instruments. The Company determines the fair value of its mortgage notes payable using

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discounted cash flow analyses by discounting the spread between the future contractual interest payments and hypothetical future interest payments on mortgage debt 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. The fair value of the Company's mortgage notes payable is categorized at a level 3 basis (as defined in the accounting standards for Fair Value Measurements and Disclosures) due to the fact that the Company considers the rates used in the valuation techniques to be unobservable inputs.

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 March 31, 2012 and December 31, 2011 (in thousands):

	March 31, 2012		December 31, 2011	
	Carrying Amount	Estimated Fair Value	Carrying Amount	Estimated Fair Value
Mortgage notes payable	\$2,946,760	\$3,060,477	\$3,123,267	\$3,297,903
Unsecured senior notes	3,865,369	4,185,434	3,865,186	4,148,461
Unsecured exchangeable senior notes	1,148,497(1)	1,328,799	1,715,685(1)	1,904,115
Total	<u>\$7,960,626</u>	<u>\$8,574,710</u>	<u>\$8,704,138</u>	<u>\$9,350,479</u>

(1) Includes the net impact of Accounting Standards Codification ("ASC") ASC 470-20 totaling approximately \$46.3 million and \$54.5 million at March 31, 2012 and December 31, 2011, respectively.

**Out-of-Period Adjustment**

During the three months ended March 31, 2012, the Company recorded additional real estate operating expenses totaling approximately \$3.2 million related to the cumulative non-cash straight-line adjustment to the ground rent expense of certain ground leases that were not previously recognized on a straight-line basis. This resulted in the overstatement of real estate operating expenses by approximately \$3.2 million during the three months ended March 31, 2012 and in the understatement of real estate operating expenses in the aggregate amount of approximately \$3.2 million in previous periods. Because this adjustment was not material to the prior years' consolidated financial statements and the impact of recording the adjustment in the current period is not material to the Company's consolidated financial statements, the Company recorded the related adjustment during the three months ended March 31, 2012.

**3. Real Estate Activity During the Three Months Ended March 31, 2012**

**Acquisitions**

On March 1, 2012, the Company acquired 453 Ravendale Drive located in Mountain View, California for a purchase price of approximately \$6.7 million in cash. 453 Ravendale Drive is an approximately 30,000 net rentable square foot Office/Technical property. The following table summarizes the allocation of the aggregate purchase price of 453 Ravendale Drive at the date of acquisition (in thousands).

Land	\$ 5,477
Building and improvements	974
Tenant improvements	116
In-place lease intangibles	223
Below market rents	(140)
Net assets acquired	<u>\$ 6,650</u>

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On March 13, 2012, the Company acquired 100 Federal Street in Boston, Massachusetts for an aggregate investment of approximately \$615.0 million in cash. In connection with the transaction, the Company entered into a long-term lease with an affiliate of Bank of America for approximately 735,000 square feet. 100 Federal Street is an approximately 1,264,000 net rentable square foot, 37-story Class A office tower located in Boston, Massachusetts. The following table summarizes the allocation of the aggregate purchase price of 100 Federal Street at the date of acquisition (in thousands).

Land	\$ 131,067
Building and improvements	387,321
Tenant improvements	48,633
In-place lease intangibles	69,530
Above market rents	81
Other assets	4,800
Below market rents	(22,515)
Accounts payable and accrued expenses	(3,917)
<b>Net assets acquired</b>	<b>\$ 615,000</b>

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 453 Ravendale Drive and 100 Federal Street, collectively, for each of the five succeeding years (in thousands).

Period from April 1, 2012 through December 31, 2012	Acquired In-Place Lease Intangibles	Acquired Net Below-Market Lease Intangibles
2013	\$ 8,149	\$ 2,992
2014	10,084	3,709
2015	7,869	3,374
2016	5,927	2,885
2017	5,199	2,512

The accompanying pro forma information for the three months ended March 31, 2012 and 2011 is presented as if the acquisition of (1) 453 Ravendale Drive on March 1, 2012 and (2) 100 Federal Street on March 13, 2012, had occurred on January 1, 2011. This 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 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 (in thousands, except per share data)	Three Months Ended March 31,	
	2012	2011
Total revenue	\$ 461,789	\$ 433,603
Income from continuing operations	\$ 58,685	\$ 51,117
Net income attributable to Boston Properties, Inc.	\$ 66,710	\$ 42,940
Basic earnings per share:		
Net income per share attributable to Boston Properties, Inc.	\$ 0.45	\$ 0.30
Diluted earnings per share:		
Net income per share attributable to Boston Properties, Inc.	\$ 0.45	\$ 0.30

**Developments**

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.

**Dispositions**

On January 31, 2012, the servicer of the non-recourse mortgage loan collateralized by the Company's Montvale Center property located in Gaithersburg, Maryland foreclosed on the property. During 2011, the Company had notified the master servicer of the non-recourse mortgage loan 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 was not current on making debt service payments and was accruing interest at the default interest rate of 9.93% per annum. The loan was originally scheduled to mature on June 6, 2012. As a result of the foreclosure, the mortgage loan totaling \$25.0 million was extinguished and the related obligations were satisfied with the transfer of the real estate and working capital to the servicer. The Company no longer has any equitable or economic ownership interest in the property. The transaction resulted in a gain on forgiveness of debt of approximately \$17.8 million. The operating results of the property through the date of foreclosure have been classified as discontinued operations on a historical basis for all periods presented.

The following table summarizes the loss from discontinued operations related to Montvale Center and the related gain on forgiveness of debt for the three months ended March 31, 2012 and 2011:

	For the three months ended	
	March 31,	
	2012	2011
	(in thousands)	
Total revenue	\$ 222	\$ 661
Expenses		
Operating	92	341
Depreciation and amortization	64	191
Total expenses	156	532
Operating income	66	129
Other expense		
Interest expense	(222)	(626)
Loss from discontinued operations	\$ (156)	\$ (497)
Noncontrolling interest in loss from discontinued operations – common units of the Operating Partnership	17	61
Loss from discontinued operations attributable to Boston Properties, Inc.	\$ (139)	\$ (436)
Gain on forgiveness of debt from discontinued operations	\$ 17,807	\$ —
Noncontrolling interest in gain on forgiveness of debt from discontinued operations – common units of the Operating Partnership	(1,959)	—
Gain on forgiveness of debt from discontinued operations attributable to Boston Properties, Inc.	\$ 15,848	\$ —

**4. Investments in Unconsolidated Joint Ventures**

The investments in unconsolidated joint ventures consist of the following at March 31, 2012:

Entity	Properties	Nominal % Ownership
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%(7)

- (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 March 31, 2012, the investment is comprised of working capital and a portion of the sale proceeds.
- (7) This property is under construction.

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.

The combined summarized balance sheets of the unconsolidated joint ventures are as follows:

	March 31, 2012	December 31, 2011
	(in thousands)	
<b>ASSETS</b>		
Real estate and development in process, net	\$ 4,536,222	\$ 4,542,594
Other assets	658,851	668,113
Total assets	<u>\$ 5,195,073</u>	<u>\$ 5,210,707</u>
<b>LIABILITIES AND MEMBERS'/PARTNERS' EQUITY</b>		
Mortgage and notes payable	\$ 3,001,945	\$ 2,988,894
Other liabilities	829,981	854,257
Members'/Partners' equity	1,363,147	1,367,556
Total liabilities and members'/partners' equity	<u>\$ 5,195,073</u>	<u>\$ 5,210,707</u>
Company's share of equity	\$ 796,668	\$ 799,479
Basis differentials(1)	(129,291)	(129,757)
Carrying value of the Company's investments in unconsolidated joint ventures	<u>\$ 667,377</u>	<u>\$ 669,722</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

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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.

The combined summarized statements of operations of the joint ventures are as follows:

	For the three months ended March 31,	
	2012	2011
	(in thousands)	
Total revenue(1)	\$ 139,100	\$ 145,645
Expenses		
Operating	38,892	42,842
Depreciation and amortization	41,899	50,637
Total expenses	80,791	93,479
Operating income	58,309	52,166
Other expense		
Interest expense	55,362	57,761
Net income (loss)	\$ 2,947	\$ (5,595)
Company's share of net income (loss)	\$ 1,371	\$ (3,055)
Basis differential	466	1,756
Elimination of inter-entity interest on partner loan	9,884	9,275
Income from unconsolidated joint ventures	\$ 11,721	\$ 7,976

(1) Includes straight-line rent adjustments of \$4.3 million and \$4.1 million for the three months ended March 31, 2012 and 2011, respectively. Includes net "below-" market rent adjustments of \$25.3 million and \$29.5 million for the three months ended March 31, 2012 and 2011, respectively.

#### 5. Mortgage Notes Payable

On January 31, 2012, the servicer of the non-recourse mortgage loan collateralized by the Company's Montvale Center property located in Gaithersburg, Maryland foreclosed on the property. During 2011, the Company had notified the master servicer of the non-recourse mortgage loan 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 was not current on making debt service payments and was accruing interest at the default interest rate of 9.93% per annum. The loan was originally scheduled to mature on June 6, 2012. As a result of the foreclosure, the mortgage loan totaling \$25.0 million was extinguished and the related obligations were satisfied with the transfer of the real estate and working capital to the servicer. The Company no longer has any equitable or economic ownership interest in the property. The transaction resulted in a gain on forgiveness of debt of approximately \$17.8 million. The operating results of the property through the date of foreclosure have been classified as discontinued operations on a historical basis for all periods presented (See Note 3).

On March 12, 2012, the Company used available cash to repay the mortgage loan collateralized by its Bay Colony Corporate Center property located in Waltham, Massachusetts totaling \$143.9 million. The mortgage financing bore interest at a fixed rate of 6.53% per annum and was scheduled to mature on June 11, 2012. There was no prepayment penalty. The Company recognized a gain on early extinguishment of debt totaling approximately \$0.9 million related to the acceleration of the remaining balance of the historical fair value adjustment.

**6. Unsecured Exchangeable Senior Notes**

The following summarizes the unsecured exchangeable senior notes outstanding as of March 31, 2012 (dollars in thousands):

	Coupon/ Stated Rate	Effective Rate(1)	Exchange Rate	Principal Amount	First Optional Redemption Date by Company	Maturity Date
3.625% Exchangeable Senior Notes	3.625%	4.037%	8.5051(2)	\$ 747,500	N/A	February 15, 2014
3.750% Exchangeable Senior Notes	3.750%	3.787%	10.0066(3)	450,000	May 18, 2013(4)	May 15, 2036
Total principal				1,197,500		
Net unamortized discount				(2,720)		
Adjustment for the equity component allocation, net of accumulated amortization				(46,283)		
Total				\$ 1,148,497		

- (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 March 31, 2012, the effective exchange price was \$135.14 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 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.
- (4) Holders may require the Operating Partnership 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.

On January 10, 2012, the Company announced that holders of the 2.875% Exchangeable Senior Notes due 2037 (the "Notes") of its Operating Partnership had the right to surrender their Notes for purchase by the Operating Partnership (the "Put Right") on February 15, 2012. 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 the Operating Partnership 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 was 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 Operating Partnership on the Redemption Date at a redemption price equal to 100% of the principal amount of



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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 Operating Partnership repurchased such Notes on February 15, 2012. On February 20, 2012, the Operating Partnership 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.

### **7. 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 \$16.3 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 March 31, 2012, the maximum funding obligation under the guarantee was approximately \$13.5 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 March 31, 2012, the remaining funding obligation under the guarantee was approximately \$0.5 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 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 was repaid on April 2, 2012 (See Note 13).

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.

#### **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

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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. Certain properties, including the General Motors Building located at 767 Fifth Avenue in New York, New York ("767 Fifth Avenue"), are currently insured in separate 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.

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,

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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. In addition, the Operating Partnership has issued a guarantee to cover liabilities of IXP in the amount of \$20.0 million.

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.

### **8. Noncontrolling Interests**

Noncontrolling interests relate to the interests in the Operating Partnership not owned by the Company and interests in property partnerships not wholly-owned by the Company. As of March 31, 2012, the noncontrolling interests consisted of 16,527,994 OP Units, 1,690,649 LTIP Units, 400,000 2011 OPP Units, 400,000 2012 OPP Units and 1,030,748 Series Two Preferred Units (or 1,352,688 OP Units on an as converted basis) held by parties other than the Company.

#### ***Noncontrolling Interest—Redeemable Preferred Units of the Operating Partnership***

The Preferred Units at March 31, 2012 consisted solely of 1,030,748 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 Operating Partnership to redeem their units for cash at the redemption price of \$50.00 per unit on 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, May 12, 2010, May 12, 2011

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and May 14, 2012, 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.

During the three months ended March 31, 2012, 82,296 Series Two Preferred Units of the Operating Partnership were converted by the holders into 108,000 OP Units. In addition, the Company paid the accrued preferred distributions due to the holders of Preferred Units that were converted.

On February 15, 2012, the Operating Partnership paid a distribution on its outstanding Series Two Preferred Units of \$0.75616 per unit.

The following table reflects the activity of the noncontrolling interests—redeemable preferred units of the Operating Partnership for the three months ended March 31, 2012 and 2011 (in thousands):

Balance at January 1, 2012	\$ 55,652
Net income	801
Distributions	(801)
Conversion of redeemable preferred units to common units	(4,115)
Balance at March 31, 2012	\$ 51,537
Balance at January 1, 2011	\$ 55,652
Net income	823
Distributions	(823)
Balance at March 31, 2011	\$ 55,652

**Noncontrolling Interest—Common Units of the Operating Partnership**

During the three months ended March 31, 2012, 199,526 OP Units were presented by the holders for redemption (including 108,000 OP Units issued upon conversion of Series Two Preferred Units and 54,472 OP Units issued upon conversion of LTIP Units) and were redeemed by the Company in exchange for an equal number of shares of Common Stock.

At March 31, 2012, the Company had outstanding 400,000 2011 OPP Units and 400,000 2012 OPP Units (See Note 11). Prior to the measurement date (January 31, 2014 for 2011 OPP Units and February 6, 2015 for 2012 OPP Units), holders of 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 OPP Units, both vested and unvested, that 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 27, 2012, the Operating Partnership paid 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, to holders of record as of the close of business on December 31, 2011. On March 16, 2012, Boston Properties, Inc., as general partner of the Operating Partnership, 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 and 2012 OPP Units in the amount of \$0.055 per unit, in each case payable on April 30, 2012 to holders of record as of the close of business on March 30, 2012.

The Series Two Preferred Units may be converted into OP Units at the election of the holder thereof at any time. A holder of an OP Unit may present such OP Unit to the Operating Partnership 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

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redemption right for a period of time, generally one year from issuance). Upon presentation of an OP Unit for redemption, the Operating Partnership must redeem such OP Unit for cash equal to the then value of a share of common stock of the Company. The Company may, in its sole discretion, elect to assume and satisfy the redemption obligation by paying either cash or issuing one share of Common Stock. The value of the OP Units (not owned by the Company and including LTIP Units assuming that all conditions have been met for the conversion thereof) and Series Two Preferred Units (on an as converted basis) had all of such units been redeemed at March 31, 2012 was approximately \$1.91 billion and \$142.0 million, respectively, based on the closing price of the Company's common stock of \$104.99 per share on March 31, 2012.

### **Noncontrolling Interest—Property Partnerships**

The noncontrolling interests in property partnerships consist of the outside equity interests in 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 \$(1.3) million at March 31, 2012 and approximately \$(1.1) million at December 31, 2011, are included in Noncontrolling Interests—Property Partnerships on the accompanying Consolidated Balance Sheets.

### **9. Stockholders' Equity**

As of March 31, 2012, the Company had 149,384,341 shares of Common Stock outstanding.

During the three months ended March 31, 2012, the Company utilized its \$600 million "at the market" ("ATM") stock offering program to issue an aggregate of 1,048,800 shares of Common Stock for gross proceeds of approximately \$110.5 million and net proceeds of approximately \$109.3 million. As of March 31, 2012, approximately \$444.6 million remained available for issuance under this ATM program (See Note 13).

During the three months ended March 31, 2012, the Company issued 17,706 shares of Common Stock upon the exercise of options to purchase Common Stock by certain employees.

During the three months ended March 31, 2012, the Company issued 199,526 shares of Common Stock in connection with the redemption of an equal number of OP Units.

On January 27, 2012, the Company paid a dividend in the amount of \$0.55 per share of Common Stock to shareholders of record as of the close of business on December 31, 2011. On March 16, 2012, the Company's Board of Directors declared a dividend in the amount of \$0.55 per share of Common Stock payable on April 30, 2012 to shareholders of record as of the close of business on March 30, 2012.

### **10. Earnings Per Share**

The following table provides a reconciliation of both the net income attributable to Boston Properties, Inc. and the number of common shares used in the computation of basic earnings per share ("EPS"), which is calculated by dividing net income attributable to Boston Properties, Inc. by the weighted-average number of common shares outstanding during the period. The terms of the Series Two Preferred Units enable the holders to obtain OP Units of the Operating Partnership, as well as Common Stock of the Company. As a result, the Series Two Preferred Units are considered participating securities and are included in the computation of basic and diluted earnings per share 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 EPS pursuant to the two-class method. As a result, unvested restricted common stock of the Company, LTIP Units and OPP Units are considered participating securities and are included in the computation of basic and diluted earnings per share of the Company if the effect of applying the if-converted method is dilutive. Because the OPP Units require the

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Company 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 EPS calculation. For the three months ended March 31, 2012, assuming the measurement period for the 2011 OPP Units ended on March 31, 2012, the Company'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 129,000 2011 OPP Units. As a result, these 2011 OPP Units have been included in the diluted EPS calculation. For the three months ended March 31, 2012, the absolute and relative return thresholds for the 2012 OPP Units were not met and as a result the 2012 OPP Units have been excluded from the diluted EPS calculation. For the three months ended March 31, 2011, the absolute and relative return thresholds for the 2008 OPP Units and 2011 OPP Units were not met and as a result the 2008 OPP Units and 2011 OPP Units have been excluded from the diluted EPS calculation. Other potentially dilutive common shares, including stock options, restricted stock and other securities of the Operating Partnership that are exchangeable for the Company's Common Stock, and the related impact on earnings, are considered when calculating diluted EPS.

	For the three months ended March 31, 2012		
	Income (Numerator)	Shares (Denominator)	Per Share Amount
(in thousands, except for per share amounts)			
<b>Basic Earnings:</b>			
Income from continuing operations attributable to Boston Properties, Inc.	\$ 48,923	148,343	\$ 0.33
Discontinued operations attributable to Boston Properties, Inc.	15,709	—	0.11
Net income attributable to Boston Properties, Inc.	\$ 64,632	148,343	\$ 0.44
<b>Effect of Dilutive Securities:</b>			
Stock Based Compensation and Exchangeable Senior Notes	—	403	(0.01)
<b>Diluted Earnings:</b>			
Net income	\$ 64,632	148,746	\$ 0.43
	For the three months ended March 31, 2011		
	Income (Numerator)	Shares (Denominator)	Per Share Amount
(in thousands, except for per share amounts)			
<b>Basic Earnings:</b>			
Income from continuing operations attributable to Boston Properties, Inc.	\$ 41,249	142,095	\$ 0.29
Discontinued operations attributable to Boston Properties, Inc.	(436)	—	(0.00)
Net income attributable to Boston Properties, Inc.	\$ 40,813	142,095	\$ 0.29
<b>Effect of Dilutive Securities:</b>			
Stock Based Compensation and Exchangeable Senior Notes	—	409	(0.00)
<b>Diluted Earnings:</b>			
Net income	\$ 40,813	142,504	\$ 0.29

**11. Stock Option and Incentive Plan**

On January 25, 2012, the Compensation Committee of the Board of Directors of the Company approved outperformance awards under the Company's 1997 Stock Option and Incentive Plan (the "1997 Plan") to certain officers of the Company. 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 the Company "outperforming" and creating shareholder value in a pay-for-performance structure. 2012 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 2012 OPP Awards will share in an outperformance pool if the Company's TRS, including both share appreciation and dividends, exceeds absolute and relative hurdles over a three-year measurement period from February 7, 2012 to

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February 6, 2015, based on the average closing price of a share of the Company's common stock of \$106.69 for the five trading days prior to and including February 7, 2012. The aggregate reward that recipients of all 2012 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 24% over the full three-year measurement period (equivalent to 8% 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 the Company's TRS is greater than the total return of the SNL Equity REIT Index, but the Company achieves a cumulative absolute TRS below 24% over the three-year measurement period (equivalent to 8% 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 the Company's TRS is equal to or greater than a cumulative 24% over three years, (ii) 0% will be earned if the Company's TRS is 0% or less, and (iii) a percentage from 0% to 100% calculated by linear interpolation will be earned if the Company's cumulative TRS over three years is between 0% and 24%. For example, if the Company 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 75%. 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 the Company'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 2012 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 2012 OPP Award recipients in accordance with each individual's percentage. If there is a change of control prior to February 6, 2015, 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 2012 OPP Award recipients as of that date.

Rewards earned with respect to 2012 OPP Awards (if any) will vest 25% on February 7, 2015, 25% on February 7, 2016 and 50% on February 7, 2017, based on continued employment. Vesting will be accelerated in the event of a change in control of the Company, 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 2012 OPP Awards will be made by the Compensation Committee. 2012 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 2012 OPP Awards. The number of LTIP Units issued initially to recipients of the 2012 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 the Company and for the SNL Equity REIT Index over the three-year measurement period and other 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 2012 OPP Awards will be entitled to receive per unit

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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 2012 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 Operating Partnership 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 the Company, Boston Properties, Inc. common stock.

The 2012 OPP Units were valued, in accordance with ASC 718 “Compensation—Stock Compensation,” at an aggregate of approximately \$7.7 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 the Company’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 the Company’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 2012 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 2012 OPP Units. The ultimate reward realized on account of the OPP Award by the holders of the 2012 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 2012 OPP Unit was estimated on the date of grant using the following assumptions in the Monte Carlo valuation: expected price volatility for the Company and the SNL Equity REIT index of 31% and 30%, respectively; a risk free rate of 0.35%; and total dividend payments over the measurement period of \$7.28 per share.

On February 13, 2012, E. Mitchell Norville announced that he would resign as Executive Vice President, Chief Operating Officer of the Company effective on February 29, 2012. In connection with his resignation, Mr. Norville entered into a separation agreement (the “Separation Agreement”) with the Company. Under the Separation Agreement, the Company 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 agreed to provide consulting services to the Company 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 is entitled to accelerated vesting with respect to 23,502 LTIP units in the Operating Partnership 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 the Company with a general release of claims. The Company recognized approximately \$4.5 million of expense during the three months ended March 31, 2012 in connection with Mr. Norville’s resignation.



During the three months ended March 31, 2012, the Company issued 19,521 shares of restricted common stock, 186,007 non-qualified stock options, 169,301 LTIP Units and 400,000 2012 OPP Units to employees and non-employee directors under the 1997 Plan. Employees and directors paid \$0.01 per share of restricted common stock and \$0.25 per LTIP Unit and OPP Unit. An LTIP Unit is generally the economic equivalent of a share of restricted stock in the Company. The aggregate value of the LTIP Units is included in noncontrolling interests in the Consolidated Balance Sheets. Grants of restricted stock and LTIP Units vest in four equal annual installments. Restricted stock is measured at fair value on the date of grant based on the number of shares granted, as adjusted for forfeitures, and the closing price of the Company'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. The shares of restricted stock granted during the three months ended March 31, 2012 were valued at approximately \$2.1 million (\$107.57 per share). The non-qualified stock options granted during the three months ended March 31, 2012 had a weighted-average fair value on the date of grant of \$19.50 per option, which was computed using the Black-Scholes option-pricing model utilizing the following weighted-average assumptions: an expected life of 5.4 years, a risk-free interest rate of 0.92%, an expected price volatility of 28.4% and an expected dividend yield of 2.9%. The weighted-average exercise price of the options is \$107.23, which was the weighted-average closing price of the Company's common stock on the date of grant. The LTIP Units granted during the three months ended March 31, 2012 were valued at approximately \$16.8 million (\$98.94 per unit fair value weighted-average) using a Monte Carlo simulation method model. The weighted-average per unit fair value of each LTIP Unit granted was estimated on the date of grant using the following assumptions: an expected life of 5.8 years, a risk-free interest rate of 0.94% and an expected price volatility of 29.1%. As the 2011 OPP Awards and 2012 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 and 2012 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 Dividends in Excess of Earnings in the Consolidated Balance Sheets. Aggregate stock-based compensation expense associated with restricted stock, non-qualified stock options, LTIP Units, 2008 OPP Units, 2011 OPP Units and 2012 OPP Units was approximately \$10.9 million and \$11.6 million for the three months ended March 31, 2012 and 2011, respectively. For the three months ended March 31, 2012, stock-based compensation expense includes approximately \$2.7 million consisting of the acceleration of vesting of the Company's Chief Operating Officer's stock-based compensation awards associated with his resignation. 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 three months ended March 31, 2011. At March 31, 2012, there was \$34.4 million of unrecognized compensation expense related to unvested restricted stock and LTIP Units and \$11.4 million of unrecognized compensation expense related to unvested 2011 OPP Units and 2012 OPP Units that is expected to be recognized over a weighted-average period of approximately 3.0 years.

## 12. Segment Information

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, transaction costs, interest expense, depreciation and amortization expense, gains from investments in securities, gains from early extinguishments of debt, income from unconsolidated joint ventures, discontinued operations and noncontrolling

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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 three months ended March 31, 2012:

	<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	\$ 140,871	\$ 117,589	\$ 14,850	\$ 52,197	\$ 90,398	\$ 415,905
Office/Technical	8,167	—	—	52	4,092	12,311
Residential	883	—	—	—	3,598	4,481
Hotel	6,816	—	—	—	—	6,816
Total	<u>156,737</u>	<u>117,589</u>	<u>14,850</u>	<u>52,249</u>	<u>98,088</u>	<u>439,513</u>
% of Grand Totals	35.66%	26.75%	3.38%	11.89%	22.32%	100.0%
<b>Rental Expenses:</b>						
Class A Office	57,890	38,429	7,358	20,091	27,442	151,210
Office/Technical	2,510	—	—	24	1,047	3,581
Residential	390	—	—	—	2,325	2,715
Hotel	6,099	—	—	—	—	6,099
Total	<u>66,889</u>	<u>38,429</u>	<u>7,358</u>	<u>20,115</u>	<u>30,814</u>	<u>163,605</u>
% of Grand Totals	40.89%	23.49%	4.50%	12.29%	18.83%	100.0%
<b>Net operating income</b>	<b>\$ 89,848</b>	<b>\$ 79,160</b>	<b>\$ 7,492</b>	<b>\$ 32,134</b>	<b>\$ 67,274</b>	<b>\$ 275,908</b>
% of Grand Totals	32.56%	28.69%	2.72%	11.65%	24.38%	100.0%

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For the three months ended March 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	\$ 127,429	\$ 113,007	\$ 16,279	\$ 52,893	\$ 82,680	\$ 392,288
Office/Technical	7,558	—	—	—	3,992	11,550
Residential	—	—	—	—	—	—
Hotel	5,948	—	—	—	—	5,948
Total	140,935	113,007	16,279	52,893	86,672	409,786
% of Grand Totals	34.39%	27.58%	3.97%	12.91%	21.15%	100.0%
<b>Rental Expenses:</b>						
Class A Office	47,901	37,715	7,915	19,333	23,165	136,029
Office/Technical	2,479	—	—	—	1,122	3,601
Residential	—	—	—	—	—	—
Hotel	5,739	—	—	—	—	5,739
Total	56,119	37,715	7,915	19,333	24,287	145,369
% of Grand Totals	38.61%	25.94%	5.44%	13.30%	16.71%	100.0%
Net operating income	\$ 84,816	\$ 75,292	\$ 8,364	\$ 33,560	\$ 62,385	\$ 264,417
% of Grand Totals	32.08%	28.48%	3.16%	12.69%	23.59%	100.0%

The following is a reconciliation of Net Operating Income to net income attributable to Boston Properties, Inc.:

	Three months ended	
	2012	2011
	March 31,	March 31,
Net Operating Income	\$ 275,908	\$ 264,417
<b>Add:</b>		
Development and management services income	8,149	7,428
Income from unconsolidated joint ventures	11,721	7,976
Interest and other income	1,646	974
Gains from investments in securities	801	373
Gains from early extinguishments of debt	767	—
Gain on forgiveness of debt from discontinued operations	17,807	—
<b>Less:</b>		
General and administrative expense	27,619	24,643
Transaction costs	2,104	72
Depreciation and amortization expense	109,673	109,237
Interest expense	103,237	98,525
Loss from discontinued operations	156	497
Noncontrolling interest in property partnerships	546	529
Noncontrolling interest—redeemable preferred units of the Operating Partnership	801	823
Noncontrolling interest—common units of the Operating Partnership	6,089	6,090
Noncontrolling interest in discontinued operations—common units of the Operating Partnership	1,942	(61)
Net income attributable to Boston Properties, Inc.	\$ 64,632	\$ 40,813

**13. Subsequent Events**

From April 1, 2012 through May 8, 2012, the Company issued an aggregate of 643,600 shares of its Common Stock under the ATM program for gross proceeds of approximately \$68.4 million and net proceeds of approximately \$67.7 million. As of May 8, 2012, approximately \$376.2 million remained available for issuance under this ATM program.

On April 2, 2012, the Company used available cash to repay the mortgage loan collateralized by its One Freedom Square property located in Reston, Virginia totaling \$65.1 million. The mortgage financing bore interest at a fixed rate of 7.75% per annum and was scheduled to mature on June 30, 2012. There was no prepayment penalty.

On April 30, 2012, the Company completed and placed in-service 510 Madison Avenue, a Class A office project with approximately 347,000 net rentable square feet located in New York City.

On May 1, 2012, the Company entered into an agreement to sell its Bedford Business Park properties located in Bedford, Massachusetts for approximately \$62.8 million in cash. Bedford Business Park is comprised of two Office/Technical buildings and one Class A office building aggregating approximately 470,000 net rentable square feet. The sale is subject to the satisfaction of customary closing conditions and there can be no assurance that the sale will be consummated on the terms currently contemplated or at all.

On May 3, 2012, the Company completed and placed in-service 12310 Sunrise Valley Drive, a Class A office redevelopment project with approximately 268,000 net rentable square feet located in Reston, Virginia.

**ITEM 2—Management’s Discussion and Analysis of Financial Condition and Results of Operations**

As used herein, the terms “we,” “us,” “our” and the “Company” refer to Boston Properties, Inc., a Delaware corporation organized in 1997, individually or together with its subsidiaries, including Boston Properties Limited Partnership, a Delaware limited partnership, and our predecessors.

The following discussion should be read in conjunction with the financial statements and notes thereto appearing elsewhere in this report. This Quarterly Report on Form 10-Q contains forward-looking statements within the meaning of the federal securities laws. We caution investors that any forward-looking statements presented in this report, or which management may make orally or in writing from time to time, are based on beliefs and 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 vary 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. Accordingly, investors should use caution in relying on 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;
- risks associated with forward interest rate contracts and the effectiveness of such arrangements;

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- 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 our 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;
- risks associated with our dependence on key personnel whose continued service is not guaranteed; and
- the other risk factors identified in our most recently filed Annual Report on Form 10-K, including those described under the caption “Risk Factors.”

The risks set forth above are not exhaustive. Other sections of this report may 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 risk factors, nor can it assess the impact of all 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 most recent Annual Report on Form 10-K and 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**

We are a fully integrated self-administered and self-managed REIT and one of the largest owners and developers of Class A office properties in the United States. 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,

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our financial strength and our ability to maintain high building standards provide us with a competitive advantage 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, leasing activity in the first quarter was lower than recent historical averages and the availability rate increased slightly. We continued to see activity in our portfolio, as we signed leases for approximately 163,000 square feet in the quarter. 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, with the exception of cyber security funding in and around Fort Meade. Leasing activity in the private sector market continues to be slow and we do not expect improvement in overall market conditions during the remainder of 2012.

In the first quarter 2012, leases for approximately 1.1 million square feet of space commenced revenue recognition, including leases for approximately 993,000 square feet of second generation space and leases for approximately 97,000 square feet of first generation space, stemming mostly from completion of development projects. Of the approximately 1.1 million square feet, leases for approximately 139,000 square feet were signed during the first quarter of 2012 and leases for the remainder of this space were signed in prior periods. The second generation leases that commenced revenue recognition in the first quarter of 2012 had an average lease term of approximately 108 months and included an average of approximately 190 days of free rent and total transaction costs, including tenant improvements and leasing commissions, of approximately \$51 per square foot. Transaction costs were relatively high due to a greater percentage of new leases compared to renewals and a longer than typical average lease length resulting in higher tenant concessions and brokerage commissions. The starting gross rents for the approximately 873,000 square feet of second generation leases that had been occupied within the prior 12 months increased on average by approximately 18.86% 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 March 31, 2012, leases representing approximately 4.3% 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 that the rental rates we are likely to achieve on new leases will generally be slightly less than the rates currently being paid, thereby generally resulting in less 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 2012, we fully placed in-service 510 Madison Avenue and the first building of the two-building complex in Reston, VA and plan to partially or fully place in-service Annapolis Junction Building 6 and 500 North Capitol Street, NW with an aggregate estimated investment of approximately \$493 million, which represents our share. In aggregate, these assets are currently 70% leased.

We also continue to actively explore acquisition opportunities. During the first quarter, we acquired 100 Federal Street, an approximately 1.3 million net rentable square foot, 37-story Class A office building located in Boston's financial district, for an aggregate investment of \$615.0 million. The asset is currently 94% leased. In addition, we acquired 453 Ravendale Drive, an approximately 30,000 net rentable square foot Office/Technical property adjacent to our Value-Added Fund's existing Mountain View, California assets, for approximately \$6.7 million. The asset is currently 100% leased. 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 our management team is actively seeking opportunities, we intend to carefully 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 existing cash balance, availability under our Operating Partnership's Unsecured Line of Credit and access to both secured and unsecured debt at attractive rates provide us with ample capital to pursue acquisition opportunities.

Transactions during the three months ended March 31, 2012 included the following:

- On January 3, 2012, we 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. We will capitalize incremental costs during the redevelopment. The property is 100% pre-leased.
- On January 10, 2012, we announced that holders of the 2.875% Exchangeable Senior Notes due 2037 (the "Notes") issued by our Operating Partnership had the right to surrender their Notes for purchase by our Operating Partnership (the "Put Right") on February 15, 2012. On January 10, 2012, we also announced that our Operating Partnership 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. Holders of an aggregate of \$242,735,000 of the Notes exercised the Put Right and our Operating Partnership repurchased such Notes on February 15, 2012. On February 20, 2012, our Operating Partnership 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, our Compensation Committee approved outperformance awards under our 1997 Stock Option and Incentive Plan to our officers and employees. These awards (the "2012 OPP Awards") are part of a broad-based, long-term incentive compensation program designed to provide our management team with the potential to earn equity awards subject to us "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 subject to two-years of time-based vesting after the performance measurement date. Under the Financial Accounting Standards Board's Accounting Standards Codification ("ASC") 718 "Compensation – Stock Compensation," the 2012 OPP Awards 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. We recognized approximately \$0.5 million of compensation expense associated with the 2012 OPP Awards during the first quarter of 2012.
- On January 31, 2012, the servicer of the non-recourse mortgage loan collateralized by our Montvale Center property located in Gaithersburg, Maryland foreclosed on the property. During 2011, we had notified the master servicer of the non-recourse mortgage loan 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 were not current on making debt service payments and were accruing interest at the default interest rate of 9.93% per annum. The loan was originally scheduled to mature on June 6, 2012. As a result of the foreclosure, the mortgage loan totaling \$25.0 million was extinguished and the related obligations were satisfied with the transfer of the real estate and working capital to the servicer. We no longer have any equitable or economic ownership interest in the property. The transaction resulted in a gain on



forgiveness of debt of approximately \$17.8 million. The operating results of the property through the date of foreclosure have been classified as discontinued operations on a historical basis for all periods presented.

- On February 13, 2012, E. Mitchell Norville announced that he would resign as our Executive Vice President, Chief Operating Officer effective on February 29, 2012. In connection with his resignation, Mr. Norville entered into a separation agreement (the "Separation Agreement") with us. We recognized approximately \$4.5 million of expense during the first quarter of 2012 in connection with Mr. Norville's resignation.
- On March 1, 2012, we acquired 453 Ravendale Drive located in Mountain View, California for a purchase price of approximately \$6.7 million in cash. 453 Ravendale Drive is an approximately 30,000 net rentable square foot Office/Technical property that is currently 100% leased.
- On March 12, 2012, we used available cash to repay the mortgage loan collateralized by our Bay Colony Corporate Center property located in Waltham, Massachusetts totaling \$143.9 million. The mortgage financing bore interest at a fixed rate of 6.53% per annum and was scheduled to mature on June 11, 2012. There was no prepayment penalty. We recognized a gain on early extinguishment of debt totaling approximately \$0.9 million related to the acceleration of the remaining balance of the historical fair value debt adjustment.
- On March 13, 2012, we acquired 100 Federal Street in Boston, Massachusetts for an aggregate investment of approximately \$615.0 million in cash. In connection with the transaction, we entered into a long-term lease with an affiliate of Bank of America for approximately 735,000 square feet. 100 Federal Street is an approximately 1,264,000 net rentable square foot, 37-story Class A office tower that is currently 94% leased.
- During the first quarter of 2012, we utilized our "at the market" ("ATM") stock offering program to issue an aggregate of 1,048,800 shares of our common stock for gross proceeds of approximately \$110.5 million and net proceeds of approximately \$109.3 million. From April 1, 2012 through May 8, 2012, we issued an additional 643,600 shares of our common stock for gross proceeds of approximately \$68.4 million and net proceeds of approximately \$67.7 million. 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. Our ATM stock offering program provides us with the ability to sell from time to time up to an aggregate of \$600.0 million of our common stock through sales agents for a three-year period. As of May 8, 2012, approximately \$376.2 million remained available for issuance under this ATM program.

Transactions completed subsequent to March 31, 2012:

- On April 2, 2012, we used available cash to repay the mortgage loan collateralized by our One Freedom Square property located in Reston, Virginia totaling \$65.1 million. The mortgage financing bore interest at a fixed rate of 7.75% per annum and was scheduled to mature on June 30, 2012. There was no prepayment penalty.
- On April 30, 2012, we completed and fully placed in-service 510 Madison Avenue, a Class A office project with approximately 347,000 net rentable square feet located in New York City. The property is 51% leased.
- On May 1, 2012, we entered into an agreement to sell our Bedford Business Park properties located in Bedford, Massachusetts for approximately \$62.8 million in cash. Bedford Business Park is comprised of two Office/Technical buildings and one Class A office building aggregating approximately 470,000 net rentable square feet. The sale is subject to the satisfaction of customary closing conditions and, although there can be no assurance that the sale will be consummated on the terms currently contemplated or at all, it is expected to close by the end of the second quarter of 2012.
- On May 3, 2012, we completed and fully placed in-service 12310 Sunrise Valley Drive, a Class A office redevelopment project with approximately 268,000 net rentable square feet located in Reston, Virginia.

**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, 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 tenants' 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 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. Because 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

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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.

Guidance in Accounting Standards Codification (“ASC”) 360 “Property Plant and Equipment” (“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 our Board of Directors, or a committee thereof, and there are no known significant contingencies relating to the sale, such that a sale of the property 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. Beginning January 1, 2009, we are required to expense costs the 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.” 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***

Except for ownership interests in VIEs for which we are the primary beneficiary, we account for our investments in joint ventures under the equity method of accounting because we exercise significant influence over, but do not control, these entities. Our judgment with respect to our level of influence or control of an entity and whether we are the primary beneficiary of a VIE 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. For ownership interests in VIEs, we consolidate those in which we are the primary beneficiary. 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 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 4 to 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.

For the three months ended March 31, 2012, we recorded approximately \$3.0 million of rental revenue representing the net adjustments of rents from "above-" and "below-market" leases. For the three months ended March 31, 2012, the impact of the straight-line rent adjustment increased rental revenue by approximately \$19.4 million. Those 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 4 to 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 are used as a primary metric);
- change in tenant space needs (i.e., expansion/downsize);
- tenant financial performance;
- economic conditions in a specific geographic region; and
- industry specific credit considerations.

If our estimates of collectability differ from the cash received, 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 6.9 years as of March 31, 2012. 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"). 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.

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We receive management and development fees from third parties. 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"). 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.

### **Results of Operations**

The following discussion is based on our Consolidated Financial Statements for the three months ended March 31, 2012 and 2011.

At March 31, 2012 and March 31, 2011, we owned or had interests in a portfolio of 153 and 150 properties, respectively (in each case, 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

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Property Portfolio are necessarily meaningful. Therefore, the comparison of operating results for the three months ended March 31, 2012 and 2011 show separately the changes attributable to the properties that were owned by us and in service throughout each period compared (the "Same Property Portfolio") and the changes attributable to the properties included in the Placed In-Service, Acquired 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 and in service through the end of the latest period presented as our Same Property Portfolio. The Same Property Portfolio therefore excludes properties placed in-service, acquired, repositioned 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, Inc., the most directly comparable GAAP financial measure, plus income attributable to noncontrolling interests, discontinued operations, depreciation and amortization, interest expense, transaction costs, general and administrative expense, less gains from investments in securities, gains from early extinguishments of debt, 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, Inc. NOI excludes certain components from net income attributable to Boston Properties, Inc. in order to provide results that are more closely related to a property's 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 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, Inc. as presented in our Consolidated Financial Statements. NOI should not be considered as an alternative to net income attributable to Boston Properties, Inc. 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, Inc., see Note 12 to the Consolidated Financial Statements.

### ***Comparison of the three months ended March 31, 2012 to the three months ended March 31, 2011.***

The table below shows selected operating information for the Same Property Portfolio and the Total Property Portfolio. The Same Property Portfolio consists of 127 properties totaling approximately 32.1 million net rentable square feet of space, excluding unconsolidated joint ventures. The Same Property Portfolio includes properties acquired or placed in-service on or prior to January 1, 2011 and owned and in service through March 31, 2012. The Total Property Portfolio includes the effects of the other properties either placed in-service, acquired or in development or redevelopment after January 1, 2011 or disposed of on or prior to March 31, 2012. This table includes a reconciliation from the Same Property Portfolio to the Total Property Portfolio by also providing information for the three months ended March 31, 2012 and 2011 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				
	2012	2011	Increase/ (Decrease)	% Change	2012	2011	2012	2011	2012	2011	2012	2011	Increase/ (Decrease)	% Change	
<b>Rental Revenue:</b>															
Rental Revenue	\$392,068	\$385,825	\$ 6,243	1.62%	\$10,257	\$3,658	\$27,350	\$6,885	\$ (34)	\$ 5,478	\$429,641	\$401,846	\$ 27,795	6.92%	
Termination Income	446	1,992	(1,546)	(77.61)%	39	—	—	—	2,571	—	3,056	1,992	1,064	53.41%	
Total Rental Revenue	392,514	387,817	4,697	1.21%	10,296	3,658	27,350	6,885	2,537	5,478	432,697	403,838	28,859	7.15%	
Real Estate Operating Expenses	140,559	133,687	6,872	5.14%	5,140	2,036	11,795	2,301	12	1,606	157,506	139,630	17,876	12.80%	
Net Operating Income, excluding hotel	251,955	254,130	(2,175)	(0.86)%	5,156	1,622	15,555	4,584	2,525	3,872	275,191	264,208	10,983	4.16%	
Hotel Net Operating Income(1)	717	209	508	243.06%	—	—	—	—	—	—	717	209	508	243.06%	
Consolidated Net Operating Income(1)	252,672	254,339	(1,667)	(0.66)%	5,156	1,622	15,555	4,584	2,525	3,872	275,908	264,417	11,491	4.35%	
<b>Other Revenue:</b>															
Development and management services	—	—	—	—	—	—	—	—	—	—	8,149	7,428	721	9.71%	
<b>Other Expenses:</b>															
General and administrative expense	—	—	—	—	—	—	—	—	—	—	27,619	24,643	2,976	12.08%	
Transaction costs	—	—	—	—	—	—	—	—	—	—	2,104	72	2,032	2822.22%	
Depreciation and amortization	94,169	92,181	1,988	2.16%	5,567	2,587	8,054	2,447	1,883	12,022	109,673	109,237	436	0.40%	
Total Other Expenses	94,169	92,181	1,988	2.16%	5,567	2,587	8,054	2,447	1,883	12,022	139,396	133,952	5,444	4.06%	
Operating Income	158,503	162,158	(3,655)	(2.25)%	(411)	(965)	7,501	2,137	642	(8,150)	144,661	137,893	6,768	4.91%	
<b>Other Income:</b>															
Income from unconsolidated joint ventures	—	—	—	—	—	—	—	—	—	—	11,721	7,976	3,745	46.95%	
Interest and other	—	—	—	—	—	—	—	—	—	—	1,646	974	672	68.99%	
Gains from investments in securities	—	—	—	—	—	—	—	—	—	—	801	373	428	114.75%	
Gains from early extinguishment of debt	—	—	—	—	—	—	—	—	—	—	767	—	767	100.00%	
<b>Other Expenses:</b>															
Interest expense	—	—	—	—	—	—	—	—	—	—	103,237	98,525	4,712	4.78%	
Income from continuing operations	—	—	—	—	—	—	—	—	—	—	56,359	48,691	7,668	15.75%	
<b>Discontinued operations:</b>															
Loss from discontinued operations	—	—	—	—	—	—	—	—	—	—	(156)	(497)	341	68.61%	
Gain on forgiveness of debt from discontinued operations	—	—	—	—	—	—	—	—	—	—	17,807	—	17,807	100.00%	
Net income	74,010	48,194	25,816	53.57%	—	—	—	—	—	—	74,010	48,194	25,816	53.57%	
<b>Net income attributable to noncontrolling interests:</b>															
Noncontrolling interests in property partnerships	—	—	—	—	—	—	—	—	—	—	(546)	(529)	(17)	(3.21)%	
Noncontrolling interest—redeemable preferred units of the Operating Partnership	—	—	—	—	—	—	—	—	—	—	(801)	(823)	22	2.67%	
Noncontrolling interest—common units of the Operating Partnership	—	—	—	—	—	—	—	—	—	—	(6,089)	(6,090)	1	0.02%	
Noncontrolling interest in discontinued operations—common units of the Operating Partnership	—	—	—	—	—	—	—	—	—	—	(1,942)	61	(2,003)	(3283.61)%	
Net income attributable to Boston Properties, Inc.	\$ 64,632	\$ 40,813	\$ 23,819	58.36%	—	—	—	—	—	—	\$ 64,632	\$ 40,813	\$ 23,819	58.36%	

(1) For a detailed discussion of NOI, including the reasons management believes NOI is useful to investors, see page 37. Hotel Net Operating Income for the three months ended March 31, 2012 and 2011 are comprised of Hotel Revenue of \$6,816 and \$5,948 less Hotel Expenses of \$6,099 and \$5,739, respectively, per the Consolidated Statements of Operations.



**Same Property Portfolio**

**Rental Revenue**

Rental revenue from the Same Property Portfolio increased approximately \$6.2 million for the three months ended March 31, 2012 compared to 2011. The increase was primarily the result of an increase of approximately \$2.2 million in rental revenue from our leases, an increase in parking and other revenue of approximately \$2.2 million and an increase in other recoveries of approximately \$1.8 million. The increase in rental revenue from our leases of approximately \$2.2 million is the result of our average revenue increasing by approximately \$0.12 per square foot, contributing approximately \$3.6 million, offset by an approximately \$1.4 million decrease due to a decline in average occupancy from 92.6% to 92.1%.

We expect rental revenue from the Same Property Portfolio to continue to be impacted by the transitional revenue declines associated with the expiration of leases at Embarcadero Center Four in San Francisco, Gateway Center in South San Francisco and the expiration of an approximately 150,000 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 Gateway Center spaces, there will still be an interruption in rental revenue for 2012 as rent has yet to commence for most of the space. In addition, we had a large tenant vacate 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 (Patriots Park). We had started the two-building redevelopment and removed both buildings from service, and therefore also removed them from the Same Property Portfolio. The third building, 12290 Sunrise Valley Drive, which remains in the Same Property Portfolio, is currently leased until the second quarter 2012 and we do not expect to receive any income from this building following expiration of the full-building lease through the end of 2012. With an approximately 307,000 square foot lease that commenced 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 be between 91% and 93% for 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% to 2% from 2011 to 2012.

**Termination Income**

Termination income decreased by approximately \$1.5 million for the three months ended March 31, 2012 compared to 2011.

Termination income for the three months ended March 31, 2012 related to seven tenants across the Same Property Portfolio and totaled approximately \$0.4 million.

Termination income for the three months ended March 31, 2011 related to four tenants across the Same Property Portfolio and totaled approximately \$2.0 million.

**Real Estate Operating Expenses**

Operating expenses from the Same Property Portfolio increased approximately \$6.9 million for the three months ended March 31, 2012 compared to 2011 due primarily to an approximately \$3.2 million cumulative non-cash straight-line adjustment for ground rent expense (Refer to Note 2 to the Consolidated Financial Statements) and an increase of approximately \$3.4 million in real estate taxes, which was primarily in our Boston and Washington, DC regions.

**Depreciation and Amortization Expense**

Depreciation and amortization expense for the Same Property Portfolio increased approximately \$2.0 million for the three months ended March 31, 2012 compared to 2011.

**Properties Acquired Portfolio**

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 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.

On March 1, 2012, we acquired 453 Ravendale Drive located in Mountain View, California for a purchase price of approximately \$6.7 million in cash. 453 Ravendale Drive is an approximately 30,000 net rentable square foot Office/Technical property that is currently 100% leased.

On March 13, 2012, we acquired 100 Federal Street in Boston, Massachusetts for an aggregate investment of approximately \$615.0 million in cash. In connection with the transaction, we entered into a long-term lease with an affiliate of Bank of America for approximately 735,000 square feet. 100 Federal Street is an approximately 1,264,000 net rentable square foot, 37-story Class A office tower that is currently 94% leased.

**Rental Revenue**

Rental revenue from our Properties Acquired Portfolio increased approximately \$6.6 million for the three months ended March 31, 2012 compared to 2011, as detailed below:

Property	Date Acquired	Rental Revenue for the three months ended March 31,		
		2012	2011 (in thousands)	Change
Bay Colony Corporate Center	February 1, 2011	\$ 5,023	\$ 3,658	\$ 1,365
2440 West El Camino Real	November 22, 2011	1,915	—	1,915
453 Ravendale Drive	March 1, 2012	52	—	52
100 Federal Street	March 13, 2012	3,306	—	3,306
<b>Total</b>		<b>\$ 10,296</b>	<b>\$ 3,658</b>	<b>\$ 6,638</b>

**Real Estate Operating Expenses**

Real estate operating expenses from our Properties Acquired Portfolio increased approximately \$3.1 million for the three months ended March 31, 2012 compared to 2011, as detailed below:

Property	Date Acquired	Real Estate Operating Expenses for the three months ended March 31,		
		2012	2011 (in thousands)	Change
Bay Colony Corporate Center	February 1, 2011	\$ 3,135	\$ 2,036	\$ 1,099
2440 West El Camino Real	November 22, 2011	573	—	573
453 Ravendale Drive	March 1, 2012	24	—	24
100 Federal Street	March 13, 2012	1,408	—	1,408
<b>Total</b>		<b>\$ 5,140</b>	<b>\$ 2,036</b>	<b>\$ 3,104</b>

**Depreciation and Amortization Expense**

Depreciation and amortization expense for our Properties Acquired Portfolio increased by approximately \$3.0 million for the three months ended March 31, 2012 compared to 2011 as a result of the acquisition of

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properties after March 31, 2011, as well as the additional depreciation expense incurred for the three months ended March 31, 2012 associated with Bay Colony Corporate Center that was acquired on February 1, 2011 and, as a result, was not recognizing depreciation expense for the full three months ended March 31, 2011.

**Properties Placed In-Service Portfolio**

At March 31, 2012, we had five additional properties totaling approximately 2,014,000 square feet that were placed in-service or partially placed in-service between January 1, 2011 and March 31, 2012.

**Rental Revenue**

Rental revenue from our Properties Placed In-Service Portfolio increased approximately \$20.5 million for the three months ended March 31, 2012 compared to 2011, as detailed below:

Property	Quarter Placed In-Service	Rental Revenue for the three months ended March 31,		
		2012	2011 (in thousands)	Change
510 Madison Avenue	Second Quarter, 2011	\$ 4,181	\$ —	\$ 4,181
2200 Pennsylvania Avenue	Third Quarter, 2011	7,305	363	6,942
Residences on The Avenue	Third Quarter, 2011	3,598	—	3,598
The Lofts at Atlantic Wharf	Third Quarter, 2011	883	—	883
Atlantic Wharf—Office	Fourth Quarter, 2011	11,383	6,522	4,861
<b>Total</b>		<b>\$ 27,350</b>	<b>\$ 6,885</b>	<b>\$ 20,465</b>

**Real Estate Operating Expenses**

Real estate operating expenses from our Properties Placed In-Service Portfolio increased approximately \$9.5 million for the three months ended March 31, 2012 compared to 2011, as detailed below:

Property	Quarter Placed In-Service	Real Estate Operating Expenses for the three months ended March 31,		
		2012	2011 (in thousands)	Change
510 Madison Avenue	Second Quarter, 2011	\$ 973	\$ —	\$ 973
2200 Pennsylvania Avenue	Third Quarter, 2011	4,564	372	4,192
Residences on The Avenue	Third Quarter, 2011	2,325	—	2,325
The Lofts at Atlantic Wharf	Third Quarter, 2011	390	—	390
Atlantic Wharf—Office	Fourth Quarter, 2011	3,543	1,929	1,614
<b>Total</b>		<b>\$ 11,795</b>	<b>\$ 2,301</b>	<b>\$ 9,494</b>

**Depreciation and Amortization Expense**

Depreciation and amortization expense for our Properties Placed In-Service Portfolio increased by approximately \$5.6 million for the three months ended March 31, 2012 compared to 2011 as a result of the depreciation expense associated with our properties that were placed in-service or partially placed in-service after January 1, 2011.

**Properties in Development or Redevelopment Portfolio**

At March 31, 2012 and 2011, the Properties in Development or Redevelopment Portfolio consisted primarily of our 12300 and 12310 Sunrise Valley Drive properties located in Reston, Virginia and our 250 West 55<sup>th</sup> Street development project located in New York City.

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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 three months ended March 31, 2011, we recognized approximately \$0.4 million 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 existing tenant terminated early its leases for approximately 523,000 square feet at the complex and was responsible for certain payments to us aggregating approximately \$14.8 million, which we recognized as termination income of approximately \$12.2 million during 2011 and the remaining approximately \$2.6 million 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 we completed and placed in-service on May 3, 2012. In addition, on January 3, 2012, we commenced the redevelopment of the 12300 Sunrise Valley Drive property at the complex, which is expected to be completed during the second quarter of 2013. During the three months ended March 31, 2011, these buildings had revenue, excluding termination income, of approximately \$5.4 million and operating expenses of approximately \$1.0 million. During the three months ended March 31, 2012, excluding termination income, these buildings had de minimis revenue and operating expenses. In addition, the decrease in depreciation of approximately \$10.1 million is the result of the acceleration of depreciation expense during the three months ended March 31, 2011 in conjunction with the redevelopment of these building.

**Other Operating Income and Expense Items****Hotel Net Operating Income**

Net operating income for the Cambridge Center Marriott hotel property increased by approximately \$0.5 million for the three months ended March 31, 2012 compared to 2011. We expect our hotel net operating income for fiscal 2012 to be between \$9 million and \$10 million.

The following reflects our occupancy and rate information for the Cambridge Center Marriott hotel for the three months ended March 31, 2012 and 2011.

	<u>2012</u>	<u>2011</u>	<u>Percentage Change</u>
Occupancy	75.3%	69.2%	8.8%
Average daily rate	\$182.66	\$174.05	4.9%
Revenue per available room, REVPAR	\$137.58	\$120.43	14.2%

**Development and Management Services**

Development and management services income increased approximately \$0.7 million for the three months ended March 31, 2012 compared to 2011. The increase was primarily due to an increase in development income of approximately \$1.4 million partially offset by a decrease in management fee income of approximately \$0.7 million. The increase in development fees is primarily due to an increase in development fees related to 75 Ames Street in Cambridge, Massachusetts and increased fees associated with tenant improvement project management. The decrease in management fees is due to a decrease in leasing fees earned from our joint venture properties. We expect fee income for fiscal 2012 to be between \$27 million and \$32 million.

**General and Administrative**

General and administrative expenses increased approximately \$3.0 million for the three months ended March 31, 2012 compared to 2011. On February 13, 2012, E. Mitchell Norville announced that he would resign

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as our Executive Vice President, Chief Operating Officer effective on February 29, 2012. We recognized approximately \$4.5 million of expense during the first quarter of 2012 in connection with Mr. Norville's resignation. This increase was partially 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, which did not recur in 2012. The remaining increase was primarily due to (1) an approximately \$0.9 million increase related to the issuance of the 2012 OPP Awards and non-qualified stock options, (2) an approximately \$0.7 million increase in taxes, (3) an approximately \$0.4 million increase in our liability under our deferred compensation plan that was associated with the performance of the specific investments selected by our officers participating in the plan and (4) an approximately \$0.8 million increase in other general and administrative expenses, which includes compensation expense. Refer to Note 11 of the Consolidated Financial Statements for additional information regarding Mr Norville's resignation and the issuance of the 2012 OPP Awards and non-qualified stock options. We expect general and administrative expense for fiscal 2012 to be between \$85 million and \$87 million.

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 three months ended March 31, 2012 and 2011 were approximately \$2.7 million and \$2.6 million, respectively. These costs are not included in the general and administrative expenses discussed above.

***Transaction Costs***

During the three months ended March 31, 2012, we incurred approximately \$2.1 million of transaction costs of which approximately \$0.6 million related to the acquisition of 100 Federal Street in Boston, MA and \$1.5 million related to the pursuit of other deals. During the three months ended March 31, 2011, we incurred approximately \$72,000 of transaction costs.

***Other Income and Expense Items***

***Income from Unconsolidated Joint Ventures***

For the three months ended March 31, 2012 compared to 2011, income from unconsolidated joint ventures increased by approximately \$3.7 million of which approximately \$1.6 million related to an increase in our share of the net income from the General Motors Building due to a decrease in the building's depreciation expense as a result of the expiration of depreciation and amortization of acquisition related lease intangibles. In addition, the General Motors Building had an increase in cash rental revenue of approximately \$2.7 million (our share) which was primarily related to the early renewal of a tenant. However, this increase was offset by a decrease of approximately \$2.7 million (our share) in "above-" and "below-market" lease income under ASC 805 "Business Combinations" due to the expiration of certain leases. Refer to Note 4 of the Consolidated Financial Statements for additional details regarding the operating results of our unconsolidated joint ventures. For fiscal 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 increased approximately \$0.7 million for the three months ended March 31, 2012 compared to 2011 as a result of increased average cash balances. The average daily cash balances for the three months ended March 31, 2012 and March 31, 2011 were approximately \$1.3 billion and \$0.9 billion, respectively.

***Gains from Investments in Securities***

Gains from investments in securities for the three months ended March 31, 2012 and 2011 related to investments that we have made to reduce our market risk relating to a deferred compensation plan that we

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maintain for our 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 our officers under the deferred compensation plan with equivalent assets and thereby limit our market risk. The performance of these investments is recorded as gains from investments in securities. During the three months ended March 31, 2012 and 2011, we recognized gains of approximately \$0.8 million and \$0.4 million, respectively, on these investments. By comparison, our general and administrative expense increased by approximately \$0.8 million and \$0.4 million during the three months ended March 31, 2012 and 2011, 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.

**Gains from Early Extinguishment of Debt**

On March 12, 2012, we used available cash to repay the mortgage loan collateralized by our Bay Colony Corporate Center property located in Waltham, Massachusetts totaling \$143.9 million. The mortgage financing bore interest at a fixed rate of 6.53% per annum and was scheduled to mature on June 11, 2012. There was no prepayment penalty. We recognized a gain on early extinguishment of debt totaling approximately \$0.9 million related to the acceleration of the remaining balance of the historical fair value debt adjustment.

In connection with the repurchase / redemption of our Operating Partnership's 2.875% Exchangeable Senior Notes due 2037, we recognized a loss on early extinguishment of debt of approximately \$0.1 million related to the expensing of transaction related costs.

**Interest Expense**

Interest expense for the Total Property Portfolio increased approximately \$4.7 million for the three months ended March 31, 2012 compared to 2011 as detailed below:

<u>Component</u>	<u>Change in interest expense for the three months ended March 31, 2012 compared to March 31, 2011</u> (in thousands)
Increases to interest expense due to:	
New mortgage/properties placed in-service financings	\$ 7,069
Issuance by our Operating Partnership of \$850 million in aggregate principal of 3.700% senior notes due 2018 on November 10, 2011	7,925
Other interest expense (excluding senior notes) partially offset by principal amortization of continuing debt	251
<b>Total increases to interest expense</b>	<b>\$ 15,245</b>
Decreases to interest expense due to:	
Repayment of mortgage financings	\$ (7,006)
Repurchases/redemption of \$576.2 million in aggregate principal of 2.875% exchangeable senior notes due 2037	(2,286)
Interest expense associated with the adjustment for the equity component allocation of our unsecured exchangeable debt	(1,241)
<b>Total decreases to interest expense</b>	<b>\$ (10,533)</b>
<b>Total change in interest expense</b>	<b>\$ 4,712</b>

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The following properties are included in the new mortgages/properties placed in-service financings line item: Bay Colony Corporate Center and 601 Lexington Avenue. The following properties are included in the repayment of mortgage financings line item: 601 Lexington Avenue, Reservoir Place, Atlantic Wharf, 510 Madison Avenue and Bay Colony Corporate Center. 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 three months ended March 31, 2012 and 2011 was approximately \$11.2 million and \$11.2 million, respectively. These costs are not included in the interest expense referenced above.

We anticipate net interest expense for fiscal 2012 will be between \$388 million to \$393 million. This estimate reflects the impact of \$40 million to \$45 million of capitalized interest and the extinguishment of our \$25 million Montvale Center mortgage loan. This estimate 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 March 31, 2012, our variable rate debt consisted of our Operating Partnership's \$750.0 million Unsecured Line of Credit. For a summary of our consolidated debt as of March 31, 2012 and March 31, 2011 refer to the heading "Liquidity and Capital Resources—Capitalization—Debt Financing" within "Item 2—Management's Discussion and Analysis of Financial Condition and Results of Operations."

### **Discontinued Operations**

On January 31, 2012, the servicer of the non-recourse mortgage loan collateralized by our Montvale Center property located in Gaithersburg, Maryland foreclosed on the property. During 2011, we had notified the master servicer of the non-recourse mortgage loan 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 were not current on making debt service payments and were accruing interest at the default interest rate of 9.93% per annum. The loan was originally scheduled to mature on June 6, 2012. As a result of the foreclosure, the mortgage loan totaling \$25.0 million was extinguished and the related obligations were satisfied with the transfer of the real estate and working capital to the servicer. We no longer have any equitable or economic interest ownership in the property. The transaction resulted in a gain on forgiveness of debt of approximately \$17.8 million. The operating results of the property through the date of foreclosure have been classified as discontinued operations on a historical basis for all periods presented. Refer to Note 3 of the Consolidated Financial Statements for additional details regarding the foreclosure and operating results of the property.

### **Noncontrolling interests in property partnerships**

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.

## **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;

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- redeem or meet repurchase obligations that may be elected in May 2013 by our Operating Partnership or holders, respectively, with respect to the Operating Partnership's 3.750% exchangeable senior notes due 2036;
- 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 maintain our REIT qualification under the Internal Revenue Code of 1986, as amended.

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

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

We draw on multiple financing sources to fund our long-term capital needs. Our Operating Partnership's 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. Although we generally seek to fund our development projects with construction loans, which may be guaranteed by our Operating Partnership, the financing for each particular project ultimately depends on several factors, including, among others, the project's size and duration, the extent of pre-leasing and our available cash and access to cost effective capital at the given time.

The following table presents information on properties under construction as of March 31, 2012 (dollars in thousands):

Construction Properties	Estimated Stabilization Date	Location	# of Buildings	Square feet	Investment to Date(1)	Estimated Total Investment(1)	Percentage Leased(2)
<b>Office</b>							
510 Madison Avenue(3)	Third Quarter, 2013	New York, NY	1	347,000	\$ 363,792	\$ 375,000	51%
12310 Sunrise Valley Drive(4)(5)	Second Quarter, 2012	Reston, VA	1	267,531	62,138	67,000	100%
Annapolis Junction Lot Six (50% ownership)(6)	Third Quarter, 2013	Annapolis, MD	1	120,000	9,637	14,000	49%
500 North Capitol Street, NW (30% ownership)(6)	Fourth Quarter, 2013	Washington, DC	1	232,000	21,250	36,540	74%
12300 Sunrise Valley Drive(4)	Second Quarter, 2013	Reston, VA	1	255,951	23,241	64,000	100%
Seventeen Cambridge Center	Third Quarter, 2013	Cambridge, MA	1	195,191	27,594	86,300	100%
250 West 53 <sup>rd</sup> Street(7)	Fourth Quarter, 2015	New York, NY	1	989,000	582,133	1,050,000	19%
<b>Total Office Properties under Construction</b>			<b>7</b>	<b>2,406,673</b>	<b>\$ 1,089,785</b>	<b>\$ 1,692,840</b>	<b>54%</b>
<b>Residential</b>							
Reston Town Center Residential	Fourth Quarter, 2015	Reston, VA	1	420,000	\$ 30,184	\$ 137,250	N/A
<b>Total Properties under Construction</b>			<b>8</b>	<b>2,826,673</b>	<b>\$ 1,119,969</b>	<b>\$ 1,830,090</b>	<b>54%</b>



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- (1) Represents our share. Includes net revenue during lease up period, acquisition expenses and approximately \$56.3 million of construction cost and leasing commission accruals.
- (2) Represents percentage leased as of May 2, 2012 and excludes residential space.
- (3) This project was fully placed in-service on April 30, 2012.
- (4) Project cost includes the incremental costs related to redevelopment and excludes original investment in the asset.
- (5) This project was fully placed in-service on May 3, 2012.
- (6) This development project has a construction loan.
- (7) 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 Operating Partnership's 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 us to maintain our 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 dividends and 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 covenants under our Operating Partnership's Unsecured Line of Credit and unsecured senior notes.

Since January 1, 2012, we issued an aggregate of 1,692,400 shares of our common stock under this ATM program for gross proceeds of approximately \$178.9 million and net proceeds of approximately \$177.0 million. As of May 8, 2012, we have approximately \$376.2 million remaining under this ATM program. 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.

Since January 1, 2012, we repurchased/redeemed approximately \$576.2 million of our Operating Partnership's 2.875% exchangeable senior notes due 2037. In addition, we repaid an aggregate of \$209.0 million of secured debt. After completing these transactions, we have satisfied all of our 2012 debt maturities. Our most significant capital commitments through the remainder of 2012 are to fund approximately \$250 million of budgeted development costs. 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 that our strong liquidity, including available cash as of May 2, 2012 of approximately \$470 million, and the approximately \$737 million available under our Operating Partnership's Unsecured Line of Credit, provide sufficient capacity to fund our remaining capital requirements on existing development projects, our foreseeable potential development activity and pursue attractive additional investment opportunities. In addition, we have secured and unsecured debt maturities in 2013 aggregating approximately \$889 million, of which our share is approximately \$837 million, which will need to be redeemed, repaid or refinanced. We are considering our options for supplementing our liquidity in the context of prospective investment opportunities and satisfying our 2013 debt maturities. Given the relatively low interest rates currently available to us in the debt markets, we may seek to raise the necessary proceeds in the near term, which may result in us carrying additional cash and cash equivalents pending our Operating Partnership's use of the proceeds. In order to reduce future cash interest payments, as well as future amounts due at maturity or upon redemption, we may, from time to time, purchase unsecured senior notes and unsecured exchangeable senior notes for cash in open market purchases or privately negotiated transactions, or both. We will evaluate any such potential transactions in light of then-existing market conditions, taking into account the trading prices of the notes, our current liquidity and prospects for future access to capital.

**REIT Tax Distribution Considerations****Dividend**

As a REIT we are subject to a number of organizational and operational requirements, including a requirement that we currently distribute at least 90% of our annual taxable income. Our policy is to distribute at least 100% of our taxable income to avoid paying federal tax. In December 2011, our Board of Directors increased our quarterly dividend from \$0.50 per common share to \$0.55 per common share. Our Board of Directors will continue to evaluate this current dividend rate in light of our actual and projected taxable income, liquidity requirements and other circumstances, and there can be no assurance that the future dividends declared by our Board of Directors 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, we would, at the appropriate time, decide whether it is better to declare a special dividend, 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 our common stock and REIT distribution requirements. At a minimum, we expect that we would distribute at least that amount of proceeds necessary for us to avoid paying corporate level tax on the applicable gains realized from any asset sales.

**Cash Flow Summary**

The following summary discussion of our cash flows is based on the Consolidated Statements of Cash Flows 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 approximately \$0.6 billion and \$0.7 billion at March 31, 2012 and 2011, respectively, representing a decrease of approximately \$0.1 billion. The following table sets forth changes in cash flows:

	Three months ended March 31,		
	2012	2011	Increase (Decrease)
Net cash provided by operating activities	\$ 169,261	(in thousands) \$ 132,284	\$ 36,977
Net cash used in investing activities	(760,110)	(121,029)	(639,081)
Net cash provided by (used in) financing activities	(641,163)	257,102	(898,265)

Our principal source of cash flow is related to the operation of our office properties. The average term of our in-place tenant leases, including our unconsolidated joint ventures, is approximately 6.9 years with occupancy rates historically in the range of 91% to 94%. Our properties generate a relatively consistent stream of cash flow that provides us with resources to pay operating expenses, debt service and fund quarterly dividend and 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 three months ended March 31, 2012 and 2011 consisted primarily of funding our development projects and the

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acquisition of Bay Colony Corporate Center and 100 Federal Street, as detailed below:

	Three months ended	
	March 31,	
	2012	2011
	(in thousands)	
Acquisitions of real estate	\$ (621,359)	\$ (41,100)
Construction in progress	(93,657)	(64,877)
Building and other capital improvements	(8,613)	(8,874)
Tenant improvements	(34,912)	(14,251)
Deposit on real estate released from escrow	—	10,000
Issuance of note receivable	(735)	—
Capital contributions to unconsolidated joint ventures	(47)	(1,232)
Capital distributions from unconsolidated joint ventures	57	—
Investments in securities, net	(844)	(695)
Net cash used in investing activities	<u>\$ (760,110)</u>	<u>\$ (121,029)</u>

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 \$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 March 1, 2012, we acquired 453 Ravendale Drive located in Mountain View, California for a purchase price of approximately \$6.7 million in cash.
- On March 13, 2012, we acquired 100 Federal Street in Boston, Massachusetts for an aggregate investment of approximately \$615.0 million in cash.
- Construction in progress for the three months ended March 31, 2011 includes ongoing expenditures associated with our Atlantic Wharf Office and 2200 Pennsylvania Avenue developments, which were partially placed in-service during the three months ended March 31, 2011. In addition, for the three months ended March 31, 2011, we also incurred costs associated with the continued development of 510 Madison Avenue and our two residential properties, The Lofts at Atlantic Wharf and the Residences on The Avenue. Construction in progress for the three months ended March 31, 2012 includes expenditures associated with our 510 Madison Avenue development, which was partially placed in-service during the three months ended March 31, 2012 and fully placed in-service on April 30, 2012. In addition, we incurred costs associated with the continued development and redevelopment of 12300 and 12310 Sunrise Valley Drive (Patriots Park), Seventeen Cambridge Center, Reston Town Center Residential and 250 West 55<sup>th</sup> Street. We fully placed in-service 12310 Sunrise Valley Drive on May 3, 2012. 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, to be approximately \$690 million.
- Tenant improvement costs increased by approximately \$20.7 million due to the start of large tenant projects in 2012.

Cash used in financing activities for the three months ended March 31, 2012 totaled approximately \$641.2 million. This consisted primarily of the repurchase / redemption of all of our Operating Partnership's outstanding 2.875% exchangeable senior notes due 2037, the payments of dividends and distributions to our shareholders and the unitholders of our Operating Partnership and the repayment of mortgage notes payable, partially offset by the

net proceeds from the issuance of shares of our common stock under our ATM program. Future debt payments are discussed below under the heading “*Capitalization-Debt Financing.*”

#### **Capitalization**

At March 31, 2012, our total consolidated debt was approximately \$8.0 billion. The GAAP weighted-average annual interest rate on our consolidated indebtedness was 5.38% (with a coupon/stated rate of 5.05%) and the weighted-average maturity was approximately 5.8 years.

Consolidated debt to total consolidated market capitalization ratio, defined as total consolidated debt as a percentage of the 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 \$25.7 billion at March 31, 2012. Total consolidated market capitalization was calculated using the March 31, 2012 closing stock price of \$104.99 per common share and the following: (1) 149,384,341 shares of our common stock, (2) 16,527,994 outstanding common units of partnership interest in Boston Properties Limited Partnership (excluding common units held by Boston Properties, Inc.), (3) an aggregate of 1,352,688 common units issuable upon conversion of all outstanding Series Two Preferred Units of partnership interest in Boston Properties Limited Partnership, (4) an aggregate of 1,690,649 common units issuable upon conversion of all outstanding LTIP Units, assuming all conditions have been met for the conversion of the LTIP Units, and (5) our consolidated debt totaling approximately \$8.0 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 March 31, 2012, represented approximately 30.98% of our total consolidated market capitalization. This percentage will fluctuate with changes in the market value of our 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 “*Liquidity and Capital Resources—Capitalization—Off-Balance Sheet Arrangements—Joint Venture Indebtedness*” within “*Item 2—Management’s Discussion and Analysis of Financial Condition and Results of Operations.*”

#### **Debt Financing**

As of March 31, 2012, we had approximately \$8.0 billion of outstanding consolidated indebtedness, representing approximately 30.98% 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) \$439.3 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) \$709.2 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; and (4) \$2.9 billion of property-specific mortgage debt having a GAAP weighted-average interest rate of 5.46% per annum and weighted-average term of 5.9 years. The table below summarizes our

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mortgage notes payable, our unsecured senior notes and our Unsecured Line of Credit at March 31, 2012 and March 31, 2011:

	2012	2011
	(Dollars in Thousands)	
<b>Debt Summary:</b>		
<b>Balance</b>		
Fixed rate mortgage notes payable	\$ 2,946,760	\$ 2,870,525
Variable rate mortgage notes payable	—	317,500
Unsecured senior notes, net of discount	3,865,369	3,016,743
Unsecured exchangeable senior notes, net of discount and adjustment for the equity component allocation	1,148,497	1,732,496
Unsecured Line of Credit	—	—
Total	<u>\$ 7,960,626</u>	<u>\$ 7,937,264</u>
<b>Percent of total debt:</b>		
Fixed rate	100.00%	96.00%
Variable rate	0.00%	4.00%
Total	<u>100.00%</u>	<u>100.00%</u>
<b>GAAP Weighted-average interest rate at end of period:</b>		
Fixed rate	5.38%	5.73%
Variable rate	0.00%	0.99%
Total	<u>5.38%</u>	<u>5.54%</u>
<b>Coupon/Stated Weighted-average interest rate at end of period:</b>		
Fixed rate	5.05%	5.28%
Variable rate	0.00%	0.86%
Total	<u>5.05%</u>	<u>5.10%</u>

*Unsecured Line of Credit*

On June 24, 2011, our Operating Partnership amended and restated the revolving credit agreement governing our Operating Partnership'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 Operating Partnership'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 Operating Partnership 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 the Operating Partnership's unsecured debt ratings. The amended 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 the Operating Partnership 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;

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- an unsecured 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 minimum net worth requirement of \$3.5 billion;
- an unsecured debt interest coverage ratio of at least 1.75; and
- limitations on permitted investments.

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

As of March 31, 2012, we had no borrowings and outstanding letters of credit totaling approximately \$13.9 million outstanding under the Unsecured Line of Credit, with the ability to borrow approximately \$736.1 million. As of May 2, 2012, we had no borrowings and outstanding letters of credit totaling approximately \$13.1 million outstanding under the Unsecured Line of Credit, with the ability to borrow approximately \$736.9 million.

*Unsecured Senior Notes*

The following summarizes the unsecured senior notes outstanding as of March 31, 2012 (dollars in thousands):

	Coupon/ Stated Rate	Effective Rate(1)	Principal Amount	Maturity Date(2)
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			(9,631)	
Total			\$ 3,865,369	

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

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

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 indenture under which our unsecured senior notes were issued contains 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 1.5, and (4) unencumbered asset value to be no less than 150% of our unsecured debt. As of March 31, 2012, 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 March 31, 2012 (dollars in thousands):

	Coupon/ Stated Rate	Effective Rate(1)	Exchange Rate	Principal Amount	First Optional Redemption Date by Company	Maturity Date
3.625% Exchangeable Senior Notes	3.625%	4.037%	8.5051(2)	\$ 747,500	N/A	February 15, 2014
3.750% Exchangeable Senior Notes	3.750%	3.787%	10.0066(3)	450,000	May 18, 2013(4)	May 15, 2036
Total principal				1,197,500		
Net unamortized discount				(2,720)		
Adjustment for the equity component allocation, net of accumulated amortization				(46,283)		
Total				\$ 1,148,497		

(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 our 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 were 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 (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 our common stock. The net cost of the capped call transactions was approximately \$44.4 million. As of March 31, 2012, the effective exchange price was \$135.14 per share.

(3) In connection with the special dividend of \$5.98 per share of 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 our common stock.

(4) Holders may require our Operating Partnership 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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*Mortgage Notes Payable*

The following represents the outstanding principal balances due under the mortgage notes payable at March 31, 2012:

Properties	Stated Interest Rate	GAAP Interest Rate(1)	Stated Principal Amount	Historical Fair Value Adjustment (Dollars in thousands)	Carrying Amount	Maturity Date
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	18,684	659,184(1)(3)	January 6, 2017
Embarcadero Center Four	6.10%	7.02%	368,912	—	368,912(4)	December 1, 2016
505 9 <sup>th</sup> Street	5.73%	5.87%	125,311	—	125,311(5)	November 1, 2017
One Freedom Square	7.75%	5.34%	65,113	291	65,404(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%	48,753	1,064	49,817(1)	July 1, 2013
New Dominion Tech Park, Bldg. One	7.69%	7.84%	46,430	—	46,430	January 15, 2021
Kingstowne Two and Retail	5.99%	5.61%	36,026	512	36,538(1)	January 1, 2016
Summer Square	7.35%	7.54%	23,601	—	23,601	September 1, 2013
Kingstowne One	5.96%	5.68%	17,556	84	17,640(1)	May 5, 2013
University Place	6.94%	6.99%	15,923	—	15,923	August 1, 2021
<b>Total</b>			<u>\$2,926,125</u>	<u>\$ 20,635</u>	<u>\$2,946,760</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 is reducing our GAAP 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 are reclassifying 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 had agreed to guarantee approximately \$7.9 million related to our obligation to provide funds for certain tenant re-leasing costs. On April 2, 2012, this loan was repaid.



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*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 4 to the Consolidated Financial Statements. At March 31, 2012, the aggregate carrying amount of 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 March 31, 2012. 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 1st Mortgage	60%	5.95%	6.50%	\$1,300,000	\$ (37,295)	\$1,262,705(1)(2)(3)	October 7, 2017
Mezzanine Loan	60%	6.02%	8.00%	306,000	(30,454)	275,546(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%	202,072	—	202,072(6)	March 10, 2020
540 Madison Avenue	60%	5.20%	6.75%	118,500	(2,188)	116,312(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%	4.91%	130,000	—	130,000	October 1, 2020
Annapolis Junction	50%	2.02%	2.18%	42,250	—	42,250(8)	March 31, 2018
Annapolis Junction Lot 6	50%	1.91%	2.57%	9,713	—	9,713(2)(9)	November 17, 2013
<b>Mountain View Tech. Park</b>							
Secured 1 <sup>st</sup> Mortgage	39.5%	2.79%	3.37%	20,000	—	20,000(2)(10)(11)	November 22, 2014
BPLP loan	39.5%	10.0%	10.0%	3,580	—	3,580(2)(12)	November 22, 2014
<b>Mountain View Research Park:</b>							
Secured 1 <sup>st</sup> Mortgage	39.5%	2.27%	2.47%	91,224	—	91,224(10)(13)	May 31, 2014
BPLP loan	39.5%	10.0%	10.0%	7,597	—	7,597(2)(14)	May 31, 2014
500 North Capitol Street	30%	1.90%	2.58%	49,426	—	49,426(2)(15)	October 14, 2014
901 New York Avenue	25%	5.19%	5.27%	159,020	—	159,020	January 1, 2015
300 Billerica Road	25%	5.69%	6.04%	7,500	—	7,500(2)(10)	January 1, 2016
<b>Total</b>				<u>\$3,071,882</u>	<u>\$ (69,937)</u>	<u>\$3,001,945</u>	

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- (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 March 31, 2012, the maximum funding obligation under the guarantee was approximately \$13.5 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 March 31, 2012, the remaining funding obligation under the guarantee was approximately \$0.5 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.
- (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 our Operating Partnership agreed to lend up to \$6.0 million to the Value-Added Fund, of which approximately \$3.6 million had been advanced as of March 31, 2012. The loan from our Operating Partnership 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 2.00% per annum.
- (14) In conjunction with the mortgage loan modification, our Operating Partnership agreed to lend up to \$12.0 million to our Value-Added Fund, of which approximately \$7.6 million has been advanced to date. The loan from our Operating Partnership 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.

### *State and Local Tax Matters*

Because we are organized and qualify as a REIT, we are generally not subject to federal income taxes, but 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 or other inquiries. 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

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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.

### *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. Certain properties, including the General Motors Building located at 767 Fifth Avenue in New York, New York ("767 Fifth Avenue"), are currently insured in separate 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. We 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

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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. In addition, our Operating Partnership has issued a guarantee to cover liabilities of IXP in the amount of \$20.0 million.

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. 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.

### *Funds from Operations*

Pursuant to the revised definition of Funds from Operations adopted by the Board of Governors of NAREIT, we calculate Funds from Operations, or "FFO," by adjusting net income (loss) attributable to Boston Properties, Inc. (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 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.

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FFO should not be considered as an alternative to net income attributable to Boston Properties, Inc. (determined in accordance with GAAP) as an indication of our performance. FFO does not represent cash generated from operating activities determined in accordance with GAAP and is not a measure of liquidity or an indicator of our ability to make cash distributions. We believe that to further understand our performance, FFO should be compared with our reported net income attributable to Boston Properties, Inc. and considered in addition to cash flows in accordance with GAAP, as presented in our Consolidated Financial Statements.

The following table presents a reconciliation of net income attributable to Boston Properties, Inc. to FFO for the three months ended March 31, 2012 and 2011:

	Three Months Ended	
	2012	2011
	(in thousands)	
Net income attributable to Boston Properties, Inc.	\$ 64,632	\$ 40,813
Add:		
Noncontrolling interest in discontinued operations—common units of the Operating Partnership	1,942	(61)
Noncontrolling interest—common units of the Operating Partnership	6,089	6,090
Noncontrolling interest—redeemable preferred units of the Operating Partnership	801	823
Noncontrolling interests in property partnerships	546	529
Loss from discontinued operations	156	497
Less:		
Gain on forgiveness of debt from discontinued operations	17,807	—
Income from continuing operations	56,359	48,691
Add:		
Real estate depreciation and amortization(1)	132,490	136,104
Less:		
Loss from discontinued operations	156	497
Noncontrolling interests in property partnerships' share of funds from operations	1,010	993
Noncontrolling interest—redeemable preferred units of the Operating Partnership	801	823
Funds from operations attributable to the Operating Partnership	<u>\$186,882</u>	<u>\$182,482</u>
Less:		
Noncontrolling interest—common units of the Operating Partnership's share of funds from operations	19,939	22,502
Funds from Operations attributable to Boston Properties, Inc.	<u>\$166,943</u>	<u>\$159,980</u>
Boston Properties, Inc.'s percentage share of Funds from Operations—basic	89.33%	87.67%
Weighted-average shares outstanding—basic	148,343	142,095

(1) Real estate depreciation and amortization consists of depreciation and amortization from the Consolidated Statements of Operations of \$109,673 and \$109,237, our share of unconsolidated joint venture real estate depreciation and amortization of \$23,121 and \$27,065 and depreciation and amortization from discontinued operations of \$64 and \$191, less corporate related depreciation and amortization of \$368 and \$389 for the three months ended March 31, 2012 and 2011, respectively.

Reconciliation to Diluted Funds from Operations:

	Three Months Ended March 31, 2012		Three Months Ended March 31, 2011	
	Income (Numerator)	Shares (Denominator)	Income (Numerator)	Shares (Denominator)
	(in thousands)		(in thousands)	
Basic FFO	\$ 186,882	166,060	\$ 182,482	162,082
Effect of Dilutive Securities				
Convertible Preferred Units	801	1,394	823	1,461
Stock Based Compensation and Exchangeable Notes	—	403	—	409
Diluted FFO	\$ 187,683	167,857	\$ 183,305	163,952
Less:				
Noncontrolling interest—common units of the Operating Partnership's share of diluted FFO	19,810	17,717	22,346	19,987
Boston Properties, Inc.'s share of Diluted FFO(1)	\$ 167,873	150,140	\$ 160,959	143,965

(1) Our share of diluted Funds from Operations was 89.45% and 87.81% for the quarter ended March 31, 2012 and 2011, respectively.

**Contractual Obligations**

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 which may extend beyond one year, which vary based on usage. These contracts include terms that provide for cancellation with insignificant or no cancellation penalties. Contract terms are generally one year or less.

During the first quarter of 2012, we paid approximately \$42.8 million to fund tenant-related obligations, including tenant improvements and leasing commissions, and incurred approximately \$20.6 million of new tenant-related obligations associated with approximately 688,000 square feet of second generation leases, or approximately \$30 per square foot. In addition, we signed leases for approximately 64,000 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 2—Management's Discussion and Analysis of Financial Condition and Results of Operations—Liquidity and Capital Resources." In the aggregate, during the first quarter of 2012, we signed leases for approximately 752,000 square feet of space and incurred aggregate tenant-related obligations of approximately \$27.3 million, or approximately \$36 per square foot.

**ITEM 3—Quantitative and Qualitative Disclosures about Market Risk**

As of March 31, 2012, approximately \$8.0 billion of our consolidated borrowings bore interest at fixed rates and none of our consolidated borrowings bore interest at variable rates. The fair value of these instruments is affected by changes in market interest rates. The table below does not include our unconsolidated joint venture debt. For a discussion concerning our unconsolidated joint venture debt, refer to Note 4 to the Consolidated

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Financial Statements and "Item 2.—Management's Discussion and Analysis of Financial Condition and Results of Operations—Capitalization—Off-Balance Sheet Arrangements—Joint Venture Indebtedness."

	2012	2013	2014	2015	2016	2017+	Total	Estimated Fair Value
(dollars in thousands)								
<b>Secured debt</b>								
Fixed Rate	\$ 79,295	\$ 107,480	\$ 91,719	\$ 30,339	\$ 401,855	\$ 2,236,072	\$ 2,946,760	\$ 3,060,477
Average Interest Rate	5.51%	5.99%	5.66%	5.87%	6.84%	5.18%	5.46%	
Variable Rate	—	—	—	—	—	—	—	—
<b>Unsecured debt</b>								
Fixed Rate	\$ —	\$ 224,929	\$ —	\$ 549,360	—	\$ 3,091,080	\$ 3,865,369	\$ 4,185,434
Average Interest Rate	—	6.36%	—	5.47%	—	4.87%	5.04%	
Variable Rate	—	—	—	—	—	—	—	—
<b>Unsecured exchangeable debt</b>								
Fixed Rate(1)	\$ —	\$ 450,000	\$ 744,780	\$ —	\$ —	\$ —	\$ 1,194,780	\$ 1,328,799
Adjustment for the equity component allocation	(20,793)	(23,052)	(2,438)	—	—	—	(46,283)	
Total Fixed Rate	(20,793)	426,948	742,342	—	—	—	1,148,497	
Average Interest Rate	—	5.96%	6.56%	—	—	—	6.33%	
Variable Rate	—	—	—	—	—	—	—	—
Total Debt	\$ 58,502	\$ 759,357	\$ 834,061	\$ 579,699	\$ 401,855	\$ 5,327,152	\$ 7,960,626	\$ 8,574,710

(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).

At March 31, 2012, the weighted-average coupon/stated rates on all of our fixed and variable rate debt were 5.05% per annum and 0.00% per annum, respectively. The weighted-average coupon/stated rates for our unsecured debt and unsecured exchangeable debt were 4.96% per annum and 3.80% per annum, respectively.

At March 31, 2012, we had no outstanding variable rate debt.

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.

**ITEM 4—Controls and Procedures**

(a) Evaluation of Disclosure Controls and Procedures. As of the end of the period covered by this report, our management, with the participation of our Chief Executive Officer and Chief Financial Officer, evaluated 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, our Chief Executive Officer and Chief Financial Officer concluded that these disclosure controls and procedures were effective as of the end of the period covered by this report.

(b) Changes in Internal Control Over Financial Reporting. 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 first quarter of our fiscal year ending December 31, 2012 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

**PART II. OTHER INFORMATION**

**ITEM 1—Legal Proceedings.**

We are subject to 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 1A—Risk Factors.**

Except to the extent updated below or previously updated or to the extent additional factual information disclosed elsewhere in this Quarterly Report on Form 10-Q relates to such risk factors (including, without limitation, the matters discussed in Part I, “Item 2-Management’s Discussion and Analysis of Financial Condition and Results of Operations”), there were no material changes to the risk factors disclosed in Part I, “Item 1A. Risk Factors” of our Annual Report on Form 10-K for the year ended December 31, 2011.

**ITEM 2—Unregistered Sales of Equity Securities and Use of Proceeds**

(a) During the three months ended March 31, 2012, we issued an aggregate of 199,526 common shares in exchange for 199,526 common units of limited partnership held by certain limited partners of BPLP. Of these shares, 109,240 (of which 108,000 shares had been issued in exchange for common units issued by BPLP upon conversion of 82,296 Series Two Preferred Units) were issued in reliance on an exemption from registration under Section 4(2) of the Securities Act of 1933, as amended. We relied on the exemption under Section 4(2) based upon factual representations received from the limited partners who received the common shares.

(b) Not applicable.

(c) Issuer Purchases of Equity Securities.

<u>Period</u>	(a) Total Number of Shares of Common Stock Purchased	(b) Average Price Paid per Common Share	(c) Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	(d) Maximum Number (or Approximate Dollar Value) of Shares that May Yet be Purchased
January 1, 2012—January 31, 2012	12,370(1)	\$ 97.49	N/A	N/A
February 1, 2012—February 29, 2012	212(1)	\$ 107.57	N/A	N/A
March 1, 2012—March 31, 2012	—	—	N/A	N/A
Total	12,582	\$ 97.66	N/A	N/A

(1) Represents shares of Common Stock surrendered by employees to the Company to satisfy such employees’ tax withholding obligations in connection with the vesting of restricted Common Stock.

**ITEM 3—Defaults Upon Senior Securities.**

None.

**ITEM 4—Mine Safety Disclosures**

None.



**ITEM 5—Other Information.**

- (a) None.
- (b) None.

**ITEM 6—Exhibits**

- (a) Exhibits

10.1 — Form of 2012 Outperformance Award Agreement.

10.2 — 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 Repo

12.1 — Calculation of Ratios of Earnings to Fixed Charges and Calculation of Ratios of Earnings to Combined Fixed Charges and Preferred Dividends.

31.1 — Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

31.2 — Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

32.1 — Certification of Chief Executive Officer pursuant to Section 906 of the Sarbanes Oxley Act of 2002.

32.2 — Certification of Chief Financial Officer pursuant to Section 906 of the Sarbanes Oxley Act of 2002.

101 — The following materials from Boston Properties, Inc.'s Quarterly Report on Form 10-Q for the quarter ended March 31, 2012 formatted in XBRL (eXtensible Business Reporting Language): (i) the Consolidated Balance Sheets, (ii) the Cor  
As provided in Rule 406T of Regulation S-T, this information is filed for purposes of Sections 11 and 12 of the Securities Act of 1933 and Section 18 of the Securities Exchange Act of 1934.

**SIGNATURES**

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

BOSTON PROPERTIES, INC.

May 8, 2012

/s/ MICHAEL E. LABELLE

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Michael E. LaBelle  
Chief Financial Officer  
(duly authorized officer and  
principal financial officer)

**BOSTON PROPERTIES, INC.  
2012 OUTPERFORMANCE AWARD AGREEMENT**

2012 OUTPERFORMANCE AWARD AGREEMENT made as of the date set forth on Schedule A hereto between BOSTON PROPERTIES, INC. a Delaware corporation (the "Company"), its subsidiary BOSTON PROPERTIES LIMITED PARTNERSHIP, a Delaware limited partnership and the entity through which the Company conducts substantially all of its operations (the "Partnership"), and the party listed on Schedule A (the "Grantee").

**RECITALS**

A. The Grantee is an employee of the Company or one of its affiliates and provides services to the Partnership.

B. The Compensation Committee (the "Committee") of the Board of Directors of the Company (the "Board") approved this and other 2012 outperformance ("OPP") awards pursuant to the Second Amendment and Restatement of the Company's 1997 Stock Option and Incentive Plan (as further amended, restated or supplemented from time to time, the "1997 Plan") and the Second Amended and Restated Agreement of Limited Partnership of the Partnership, as amended, restated and supplemented from time to time, to provide officers and key employees of the Company or its affiliates, including the Grantee, in connection with their employment or other service relationship, with the incentive compensation described in this Award Agreement (this "Agreement"), and thereby provide additional incentive for them to promote the progress and success of the business of the Company and its affiliates, including the Partnership. OPP awards were approved by the Committee pursuant to authority delegated to it by the Board as set forth in the Committee's charter, including authority to make grants of equity interests in the Partnership which may, under certain circumstances, become exchangeable for shares of the Company's Common Stock reserved for issuance under the 1997 Plan, or any successor equity plan (as any such plan may be amended, modified or supplemented from time to time, collectively the "Stock Plan"). This Agreement evidences one (this "Award") of a series of OPP awards and is subject to the terms and conditions set forth herein and in the Partnership Agreement (as defined herein).

C. The Grantee was selected by the Committee to receive this Award and the Committee, effective as of the grant date specified in Schedule A hereto, awarded to the Grantee the participation percentage in the Total Outperformance Pool (as defined herein) set forth in Schedule A.

**NOW, THEREFORE**, the Company, the Partnership and the Grantee agree as follows:

1. Administration. This Award and all other OPP awards shall be administered by the Committee, which in the administration of OPP awards in general and this Award in particular shall have all the powers and authority it has in the administration of the Stock Plan as set forth in the Stock Plan; provided that all powers of the Committee hereunder can be exercised by the full Board if the Board so elects.
2. Definitions. Capitalized terms used herein without definitions shall have the meanings given to those terms in the Stock Plan. In addition, as used herein:

"Absolute Baseline" means, as of the Valuation Date, an amount representing (without double-counting) the sum of: (A) the Baseline Value multiplied by (i) the difference between (x) the Initial Shares and (y) all Buyback Shares repurchased or redeemed between the Effective Date and the Valuation Date, multiplied by (ii) the sum of 100% plus the Target Absolute Return Percentage; plus (B) with respect to each Additional Share issued after the Effective Date, the product of (i) the Additional Share Baseline Value of such Additional Share, multiplied by (ii) the sum of (x) 100% plus (y) the product of the Target Absolute Return Percentage multiplied by a fraction the numerator of which is the number of days from the issuance of such Additional Share to and including February 6, 2015 (or the date of a Change of Control, if prior to February 6, 2015) and the denominator of which

is the number of days from but excluding February 7, 2012 to and including February 6, 2015 (or the date of a Change of Control, if prior to February 6, 2015); plus (C) with respect to each Buyback Share repurchased or redeemed after the Effective Date, the product of (i) the Baseline Value multiplied by (ii) the sum of (x) 100% plus (y) the product of the Target Absolute Return Percentage multiplied by a fraction the numerator of which is the number of days from the Effective Date to and including the date such Buyback Share was repurchased or redeemed and the denominator of which is the number of days from but excluding February 7, 2012 to and including February 6, 2015 (or the date of a Change of Control, if prior to February 6, 2015); provided that if the Valuation Date occurs prior to February 6, 2015 as a result of a Change of Control, then for purposes of this definition in connection with the calculation of the Absolute TRS Pool as of the Valuation Date, then the Target Absolute Return Percentage to be used in such calculation shall be reduced to twenty-four percent (24%) multiplied by the CoC Fraction.

“Absolute TRS Pool” means, as of the Valuation Date, a dollar amount calculated as follows (or, if the resulting amount is a negative number, zero): (A) subtract the Absolute Baseline from the Total Return, in each case as of the Valuation Date, and (B) multiply the resulting amount by two percent (2%); provided, however, that in no event shall the Absolute TRS Pool as of the Valuation Date exceed \$40,000,000.

“Additional Share Baseline Value” means, with respect to each Additional Share, the gross proceeds received by the Company or the Partnership upon the issuance of such Additional Share, which amount shall be deemed to equal, as applicable: (A) if such Additional Share is issued for cash in a public offering or private placement, the gross price to the public or to the purchaser(s); (B) if such Additional Share is issued in exchange for assets or securities of another Person or upon the acquisition of another Person, the cash value imputed to such Additional Share for purposes of such transaction by the parties thereto, as determined by the Committee, or, if no such value was imputed, the Common Stock Price as of the date of issuance of such Additional Share; and (C) if such Additional Share is issued upon conversion or exchange of equity or debt securities of the Company, the Partnership or any other Subsidiary, which securities were not previously counted as either Initial Shares or Additional Shares, the conversion or exchange price in effect as of the date of conversion or exchange pursuant to the terms of the security being exchanged or converted.

“Additional Shares” means (without double-counting), as of a particular date of determination, the sum of (A) the number of shares of Common Stock plus (B) the REIT Shares Amount for all Units (assuming that such Units were converted, exercised, exchanged or redeemed for Common Units as of such date of determination at the applicable conversion, exercise, exchange or redemption rate (or rate deemed applicable by the Committee if there is no such stated rate) and such Common Units were then tendered to the Partnership for redemption pursuant to Section 8.6 of the Partnership Agreement as of such date) other than those Units held by the Company, in the case of each (A) and (B), to the extent issued after the Effective Date and on or before such date of determination in a capital raising transaction, in exchange for assets or securities, or upon the acquisition of another entity, but specifically excluding, without limitation, (i) shares of Common Stock issued after the Effective Date upon exercise of stock options or upon the exchange (directly or indirectly) of LTIP Units or other Units issued to employees, non-employee directors, consultants, advisors or other persons or entities as incentive or other compensation, and (ii) shares of Common Stock awarded after the Effective Date to employees or other persons or entities in exchange for services provided or to be provided to the Company or any of its affiliates. For the avoidance of doubt, the definition of “Additional Shares” shall exclude all Initial Shares.

“Adjustment Factor” means a factor carried out to the sixth decimal determined by a straight-line interpolation between (A) zero (0) if the Hurdle Rate is zero percent (0%) or a negative number, and (B) one (1) if the Hurdle Rate is twenty-four percent (24%) or more; provided that if the proviso clause of the definition of “Hurdle Rate” applies, then in place of the range of zero percent (0%) to twenty-four percent (24%) above, adjusted percentages calculated pursuant to such clause shall instead be used in this definition of “Adjustment Factor.”

“Award Common Units” has the meaning set forth in Section 7 hereof.

“Award LTIP Units” has the meaning set forth in Section 3 hereof.

“Baseline Value” means \$106.694, representing the average of the Fair Market Value of one share of Common Stock over the five (5) consecutive trading days ending on, and including, the Effective Date.

“Buyback Shares” means (without double-counting), as of a particular date of determination, (A) shares of Common Stock or (B) the REIT Shares Amount for Units (assuming that such Units were converted, exercised, exchanged or redeemed for Common Units as of such date at the applicable conversion, exercise, exchange or redemption rate (or rate deemed applicable by the Committee if there is no such stated rate) and such Common Units were then tendered to the Partnership for redemption pursuant to Section 8.6 of the Partnership Agreement as of such date), other than Units held by the Company, in the case of each (A) and (B), to the extent repurchased by the Company after the Effective Date and on or before such date of determination in a stock buyback transaction or in a redemption of Units for cash pursuant to Section 8.6 of the Partnership Agreement.

“Cause” for termination of the Grantee’s Service Relationship for purposes of Section 4 means: (A) if the Grantee is a party to a Service Agreement immediately prior to such termination, and “Cause” is defined therein, then “Cause” shall have the meaning set forth in such Service Agreement, or (B) if the Grantee is not party to a Service Agreement immediately prior to such termination or the Grantee’s Service Agreement does not define “Cause,” then “Cause” shall mean: (i) gross negligence or willful misconduct by the Grantee in connection with the performance of his or her material duties as an employee of the Company or any Subsidiary; (ii) a breach by the Grantee of any of his or her material duties as an employee of the Company or any Subsidiary and the failure of the Grantee to cure such breach within thirty (30) days after written notice thereof by the Company or any Subsidiary; (iii) conduct by the Grantee against the material best interests of the Company or any Subsidiary or a material act of common law fraud against the Company, any Subsidiary or the employees of either the Company or any Subsidiary; or (iv) indictment of the Grantee of a felony and such indictment has a material adverse effect on the interests or reputation of the Company or any Subsidiary.

“Change of Control” means, with respect to any event: (A) if the Grantee is party to a Service Agreement immediately prior to such event and “Change of Control” is defined therein, then “Change of Control” shall have the meaning set forth in such Service Agreement, or (B) if the Grantee is not party to a Service Agreement immediately prior to such event and/or “Change of Control” is not defined therein, the occurrence of any one of the following events:

(a) any “person,” as such term is used in Sections 13(d) and 14(d) of the Exchange Act (other than the Company, any of its Subsidiaries, Mortimer B. Zuckerman, Edward H. Linde, any “affiliate” or “associate” (as such terms are defined in Rule 12b-2 under the Exchange Act) of Mortimer B. Zuckerman or Edward H. Linde, or any trustee, fiduciary or other person or entity holding securities under any employee benefit plan or trust of the Company or any of its Subsidiaries), together with all “affiliates” and “associates” (as such terms are defined in Rule 12b-2 under the Exchange Act) of such person, shall become the “beneficial owner” (as such term is defined in Rule 13d-3 under the Exchange Act), directly or indirectly, of securities of the Company representing 25 percent or more of the combined voting power of the Company’s then outstanding securities having the right to vote in an election of the Company’s Board of Directors (“Voting Securities”) (other than as a result of an acquisition of securities directly from the Company); provided that for purposes of determining the “beneficial ownership” (as such term is defined in Rule 13d-3 under the Exchange Act) of any “group” of which Mortimer B. Zuckerman, Edward H. Linde or any of their affiliates or associates is a member (each such entity or individual, a “Related Party”), there shall not be attributed to the “beneficial ownership” (as such term is defined in Rule 13d-3 under the Exchange Act) of such group any shares beneficially owned by any Related Party; or

(b) persons who, as of the Effective Date, constitute the Company’s Board of Directors (the “Incumbent Directors”) cease for any reason, including, without limitation, as a result of a tender offer, proxy contest, merger or similar transaction, to constitute at least a majority of the Company’s Board of Directors, provided that any person becoming a director of the Company subsequent to such date shall be considered an Incumbent Director if such person’s election was approved by or such person was nominated for election by either (i) a vote of at least two-thirds of the Incumbent Directors or (ii) a vote of at least a majority of the Incumbent Directors who are members of the Nominating and Corporate Governance Committee; or

(c) the stockholders of the Company shall approve (i) any consolidation or merger of the Company where the stockholders of the Company, immediately prior to the consolidation or merger, would not, immediately after the consolidation or merger, "beneficially own" (as such term is defined in Rule 13d-3 under the Exchange Act), directly or indirectly, shares representing in the aggregate 60 percent (60%) or more of the voting shares of the corporation issuing cash or securities in the consolidation or merger (or of its ultimate parent corporation, if any), (ii) any sale, lease, exchange or other transfer to an unrelated party (in one transaction or a series of transactions contemplated or arranged by any party as a single plan) of all or substantially all of the assets of the Company or (iii) any plan or proposal for the liquidation or dissolution of the Company; or

(d) the stockholders of the Company or the general partner and/or limited partners of the Partnership approve a liquidation or dissolution of the Company or the Partnership and all material contingencies to such liquidation or dissolution have been satisfied or waived.

"CoC Fraction" means the number of calendar days that have elapsed since the Effective Date to and including the date as of which a Change of Control is consummated, divided by 1,096.

"Code" means the Internal Revenue Code of 1986, as amended.

"Common Stock" means the Company's common stock, par value \$0.01 per share, either currently existing or authorized hereafter.

"Common Stock Price" means, as of a particular date, the average of the Fair Market Value of one share of Common Stock over the fifteen (15) consecutive trading days ending on, and including, such date (or, if such date is not a trading day, the most recent trading day immediately preceding such date); provided, however, that if such date is the date upon which a Transactional Change of Control occurs, the Common Stock Price as of such date shall be equal to the fair value, as determined by the Committee, of the total consideration paid or payable in the transaction resulting in the Transactional Change of Control for one share of Common Stock.

"Common Units" has the meaning set forth in the Partnership Agreement.

"Continuous Service" means the continuous service to the Company or any Subsidiary or affiliate, without interruption or termination, in any capacity of employee, or, with the written consent of the Committee, consultant. Continuous Service shall not be considered interrupted in the case of: (A) any approved leave of absence; (B) transfers among the Company and any Subsidiary or affiliate, or any successor, in any capacity of employee, or with the written consent of the Committee, consultant; or (C) any change in status as long as the individual remains in the service of the Company and any Subsidiary or affiliate in any capacity of employee or (if the Committee specifically agrees in writing that the Continuous Service is not uninterrupted) as a member of the Board or a consultant. An approved leave of absence shall include sick leave, military leave, or any other authorized personal leave.

"Disability" means, with respect to any event: (A) if the Grantee is a party to a Service Agreement immediately prior to such event and "disability" is defined therein, then "Disability" shall have the meaning set forth in such Service Agreement, or (B) if the Grantee is not party to a Service Agreement immediately prior to such event and/or the Grantee's "Disability" is not defined therein, then "Disability" shall mean that, as a result of the Grantee's incapacity due to physical or mental illness, the Grantee shall have been absent from his or her duties on a full-time basis for one hundred eighty (180) calendar days in the aggregate in any consecutive twelve (12) month period.

"Effective Date" means the close of business on February 7, 2012.

"Exchange Act" means the Securities Exchange Act of 1934, as amended.

"Fair Market Value" means, as of any given date, the fair market value of a security determined by the Committee using any reasonable method and in good faith (such determination will be made in a manner that

satisfies Section 409A of the Code and in good-faith as required by Section 422(c)(1) of the Code); provided that (A) if such security is admitted to trading on a national securities exchange, the fair market value of such security on any date shall be the closing sale price reported for such security on the principal stock exchange or, if applicable, any other national exchange on which the security is traded or admitted to trading on such date on which a sale was reported; and (B) if such security is admitted to quotation on the National Association of Securities Dealers Automated Quotation System ("NASDAQ") or a successor quotation system, the fair market value of such security on any such date shall be the average of the highest bid and lowest asked prices for such security on the system on such date on which both the bid and asked prices were reported.

"Family Member" has the meaning set forth in Section 7 hereof.

"Good Reason" for termination of the Grantee's Service Relationship for purposes of Section 4 means: (A) if the Grantee is a party to a Service Agreement immediately prior to such termination, and "good reason" is defined therein, then "Good Reason" shall have the meaning set forth in such Service Agreement, or (B) if the Grantee is not party to a Service Agreement immediately prior to such termination and/or the Grantee's Service Agreement does not define "Good Reason": (i) a substantial adverse change, not consented to by the Grantee, in the nature or scope of the Grantee's responsibilities, authorities, powers, functions, or duties from the responsibilities, authorities, powers, functions or duties exercised by the Grantee immediately prior to a Change of Control; (ii) a breach by the Company of any of its material obligations hereunder; or (iii) a material change in the geographic location at which the Grantee must perform his or her services. Unless otherwise provided in a Service Agreement to which the Grantee is a party immediately prior to such termination, to constitute "good reason termination," the Grantee must: (1) provide written notice to the Company within ninety (90) days of the initial existence of the event constituting "Good Reason;" (2) may not terminate his or her employment unless the Company fails to remedy the event constituting "Good Reason" within thirty (30) days after such notice has been deemed given pursuant to this Agreement; and (3) the Grantee must terminate employment with the Company no later than thirty (30) days after the end of the thirty-day period in which the Company fails to remedy the event constituting "Good Reason."

"Hurdle Rate" means a percentage consisting of the Company's TRS Percentage over the period starting on the Effective Date and ending on the Valuation Date; provided that if the Valuation Date occurs prior to February 6, 2015 as a result of a Change of Control, then for purposes of determining the Adjustment Factor to be used in calculating the Relative TRS Pool as of the Valuation Date, the Hurdle Rate shall instead be the Company's TRS Percentage over the period starting on the Effective Date and ending on the date of the Change of Control divided by the CoC Fraction.

"Index Return Percentage" means, for any period, the total percentage return for the SNL Equity REIT Index from the start of such period to the end of such period, as calculated by a consultant engaged by the Committee and as approved by the Committee in its reasonable discretion for purposes of calculating the Relative Baseline.

"Initial Shares" means 166,552,802 shares of Common Stock, which includes the sum of (A) 148,131,891 shares of Common Stock outstanding as of the Effective Date (including restricted shares of Common Stock issued under the 1997 Plan prior to the Effective Date, regardless of whether they were vested or unvested as of the Effective Date), plus (B) 16,669,660 shares of Common Stock representing the REIT Shares Amount for all of the Common Units (other than those held by the Company) outstanding as of the Effective Date assuming that all of such Common Units were tendered to the Partnership for redemption pursuant to Section 8.6 of the Partnership Agreement as of such date, plus (C) 1,751,251 shares of Common Stock representing the REIT Shares Amount for all of the Common Units into which all LTIP Units outstanding as of the Effective Date could be converted (without regard to the book capital account associated with such LTIP Units as of the Effective Date and regardless of whether they were vested or unvested as of the Effective Date, but excluding all LTIP Units issued as part of OPP awards), assuming that all of such Common Units were tendered to the Partnership for redemption pursuant to Section 8.6 of the Partnership Agreement as of such date. For the avoidance of doubt, Initial Shares excludes shares of Common Stock issuable upon exercise of stock options.

“LTIP Units” means LTIP Units, as such term is defined in the Partnership Agreement.

“Maximum Total Outperformance Pool Amount” means \$40,000,000.

“Partial Service Factor” means a factor carried out to the sixth decimal to be used in calculating the Total OPP Unit Equivalent pursuant to Section 4(b) hereof in the event of a Qualified Termination of the Grantee’s Continuous Service prior to the Valuation Date, determined by dividing the number of calendar days that have elapsed since the Effective Date to and including the date of the Grantee’s Qualified Termination by 1,096.

“Participation Percentage” means, as of a particular date of determination, the percentage set forth opposite such term on Schedule A hereto.

“Partnership Agreement” means the Second Amended and Restated Agreement of Limited Partnership of the Partnership, dated as of June 29, 1998, among the Company, as general partner, and the limited partners who are parties thereto, as amended, restated or supplemented from time to time.

“Person” means an individual, corporation, partnership, limited liability company, joint venture, association, trust, unincorporated organization, other entity or “group” (as defined in the Exchange Act).

“Per Unit Purchase Price” has the meaning set forth in Section 5 hereof.

“Qualified Termination” has the meaning set forth in Section 4(b) hereof.

“REIT Shares Amount” has the meaning set forth in the Partnership Agreement.

“Relative Baseline” means, as of the Valuation Date, an amount representing (without double-counting) the sum of: (A) the Baseline Value multiplied by (i) the difference between (x) the Initial Shares and (y) all Buyback Shares repurchased or redeemed between the Effective Date and the Valuation Date, multiplied by (ii) the sum of 100% plus the Index Return Percentage for the period beginning on the Effective Date and ending on the Valuation Date; plus (B) with respect to each Additional Share issued after the Effective Date, the product of (i) the Additional Share Baseline Value of such Additional Share, multiplied by (ii) the sum of 100% plus the Index Return Percentage for the period beginning on the date of issuance of such Additional Share and ending on February 6, 2015 (or the date of a Change of Control, if prior to February 6, 2015); plus (C) with respect to each Buyback Share repurchased or redeemed after the Effective Date, the product of (i) the Baseline Value multiplied by (ii) the sum of 100% plus the Index Return Percentage for the period beginning on the Effective Date and ending on the date such Buyback Share was repurchased or redeemed.

“Relative TRS Pool” means, as of the Valuation Date, a dollar amount (which can be positive or negative) calculated as follows: (A) subtract the Relative Baseline from the Total Return, in each case as of the Valuation Date, (B) multiply the resulting amount by two percent (2%), and (C) multiply the lesser of (i) the resulting amount or (ii) \$40,000,000 by the Adjustment Factor.

“Retirement” means: (A) if the Grantee is a party to a Service Agreement immediately prior to such event, and “Retirement” is defined therein, then “Retirement” shall have the meaning set forth in such Service Agreement, or (B) if the Grantee is not party to a Service Agreement immediately prior to such event and/or the Grantee’s Service Agreement does not define “Retirement,” then “Retirement” shall mean the Grantee’s termination of employment with the Company and its Subsidiaries after attainment of age 65, or attainment of age 62 and completion of twenty (20) years of employment with the Company and/or a Subsidiary.

“Securities Act” means the Securities Act of 1933, as amended.

“Service Agreement” means, as of a particular date, any employment, consulting or similar service agreement then in effect between the Grantee, on the one hand, and the Company or one of its Subsidiaries, on the other hand, as amended or supplemented through such date.



“SNL Equity REIT Index” means the SNL Equity REIT Index as published from time to time (or a successor index including a comparable universe of publicly traded U.S. real estate investment trusts (“REITs”)), provided that if (A) the SNL Equity REIT Index ceases to exist or be published prior to the Valuation Date and the Committee determines that there is no successor to such index or (B) the Committee reasonably determines that the SNL Equity REIT Index is no longer suitable for the purposes of this Agreement, then the Committee in its good faith reasonable discretion shall select for subsequent periods, or if the Committee in its reasonable good faith discretion so determines, for the entire period from the Effective Date to the Valuation Date, a comparable index for purposes of calculating the Relative Baseline.

“Subsidiary” has the meaning set forth in the Stock Plan.

“Target Absolute Return Percentage” means twenty-four percent (24%), except as otherwise defined for purposes of the definition of Absolute Baseline in certain circumstances, as described in the proviso clause of such definition.

“Total Outperformance Pool” means, as of the Valuation Date, a dollar amount equal to the algebraic sum of: (A) the Absolute TRS Pool, and (B) the Relative TRS Pool (whether the latter amount is positive or negative); provided that (i) if the resulting amount is a negative number, then the Total Outperformance Pool shall be zero, and (ii) in no event shall the Total Outperformance Pool exceed the Maximum Total Outperformance Pool Amount.

“Total Return” means (without double-counting), as of a particular date of determination, a dollar amount equal to the sum of: (A) the Total Shares as of such date of determination multiplied by the Common Stock Price as of such date, plus (B) an amount equal to the sum of the total dividends and other distributions declared between the Effective Date and such date of determination so long as the “ex-dividend” date with respect thereto falls prior to such date of determination (excluding dividends and distributions paid in the form of additional shares of Common Stock or Units), in respect of the Total Shares as of such date of determination (it being understood, for the avoidance of doubt, that such total dividends and distributions shall be calculated by reference to actual securities outstanding as of each record date with respect to each applicable dividend or distribution payment date, and not by multiplying the aggregate amount of distributions paid on one Common Unit that was outstanding as of the Effective Date between the Effective Date and such date of determination by the number of Total Shares as of the date of determination).

“Total Shares” means (without double-counting), as of a particular date of determination, the algebraic sum of: (A) the Initial Shares, plus (B) the Additional Shares as of such date of determination, minus (C) all Buyback Shares repurchased or redeemed between the Effective Date and such date of determination.

“Total OPP Unit Equivalent” has the meaning set forth in Section 3(c) hereof.

“Transactional Change of Control” means (A) a Change of Control described in clause (a) of the definition thereof where the “person” or “group” makes a tender offer for Common Stock, (B) a Change of Control described in clause (c) (i) of the definition thereof where the Company is not the surviving entity, or (C) a Change of Control described in clause (c)(ii) of the definition thereof; provided that if the applicable definition of “Change of Control” in the applicable Service Agreement pursuant to clause (A) of the definition of “Change of Control” herein does not track such clauses (a), (c)(i) or (c)(ii), then the term “Transactional Change of Control” shall mean a Change of Control meeting the substantive criteria set forth in such clauses, as reasonably determined in good faith by the Committee.

“Transfer” has the meaning set forth in Section 7 hereof.

“TRS Percentage” means, with respect to the Company, the cumulative total percentage return per share achieved by one share of the Company’s Common Stock from the Effective Date to the Valuation Date, assuming contemporaneous reinvestment in Common Stock of all dividends and other distributions, as calculated by a consultant engaged by the Committee using: (A) as the initial value, the Baseline Value, and (B) as the final

value, the Common Stock Price as of the Valuation Date, which calculation shall be approved by the Committee in its reasonable discretion for purposes of calculating the Relative TRS Pool.

“Units” means all Common Units and other Partnership Units (as defined in the Partnership Agreement) with economic attributes substantially similar to Common Units as determined by the Committee.

“Valuation Date” means the earlier of (A) February 6, 2015, or (B) the date upon which a Change of Control shall occur.

3. Outperformance Award.

(a) The Grantee is hereby granted this Award, consisting of the number of LTIP Units set forth on Schedule A hereto (the “Award LTIP Units”), which (i) will be subject to forfeiture to the extent provided in this Section 3 and (ii) will be subject to vesting as provided in Section 3(d) and Section 4 hereof. At any time prior to or in connection with the calculation of the Total OPP Unit Equivalent, the Partnership may issue additional LTIP Units to the Grantee as provided in Section 3 hereof that shall also be considered Award LTIP Units and subject to all of the terms and conditions of this Agreement; provided that such issuance will be subject to the Grantee executing and delivering such documents, comparable to the documents executed and delivered in connection with this Agreement, as the Company and/or the Partnership reasonably request in order to comply with all applicable legal requirements, including, without limitation, federal and state securities laws, and the Grantee paying the Per Unit Purchase Price for each such additional LTIP Unit issued on or before the issuance date.

(b) The Award LTIP Units shall be eligible for vesting over a five-year period, except as otherwise provided in Section 4 hereof, based on a combination of (i) the Company’s performance over a three-year period (or a shorter period in certain circumstances as provided herein) as indicated by the calculations required to establish the Absolute TRS Pool and the Relative TRS Pool and (ii) the passage of time (five years or a shorter period in certain circumstances as provided herein) as provided in Section 3(d). Vesting will occur at the times, in the amounts and upon the conditions set forth in this Section 3 and in Section 4, provided that, except as otherwise expressly set forth in this Agreement, the Continuous Service of the Grantee continues through and on the each applicable vesting date.

(c) As soon as practicable following the Valuation Date, but as of the Valuation Date, the Committee will:

- (i) determine the Absolute TRS Pool;
- (ii) determine the Relative TRS Pool;
- (iii) determine the Total Outperformance Pool;
- (iv) multiply the Total Outperformance Pool by the Grantee’s Participation Percentage; and

(v) divide the resulting dollar amount by the Common Stock Price calculated as of the Valuation Date (appropriately adjusted to the extent that the “Conversion Factor” (as defined in the Partnership Agreement) is greater or less than 1.0); the resulting number is hereafter referred to as the “Total OPP Unit Equivalent.”

Exhibit A hereto sets forth a hypothetical example of the calculation of the Absolute TRS Pool, the Relative TRS Pool and the Total Outperformance Pool based on factual assumptions as of the date of this Agreement. For the avoidance of doubt, Exhibit A is merely illustrative and will not control the determination of the Total OPP Unit Equivalent as of the Valuation Date. If the Total OPP Unit Equivalent is smaller than the number of Award LTIP Units previously issued to the Grantee, then the Grantee, as of the Valuation Date, shall forfeit a number of Award LTIP Units equal to the difference without payment of

any consideration by the Partnership other than as provided in the last sentence of [Section 5](#) hereof; thereafter the term Award LTIP Units will refer only to the Award LTIP Units that were not so forfeited and neither the Grantee nor any of his or her successors, heirs, assigns, or personal representatives will thereafter have any further rights or interests in the LTIP Units that were so forfeited. If the Total OPP Unit Equivalent is greater than the number of Award LTIP Units previously issued to the Grantee, then, upon the performance of the calculations set forth in this [Section 3\(c\)](#): (A) the Company shall cause the Partnership to issue to the Grantee, as of the Valuation Date, a number of additional LTIP Units equal to the difference; (B) such additional LTIP Units shall be added to the Award LTIP Units previously issued, if any, and thereby become part of this Award; (C) the Company and the Partnership shall take such corporate and partnership action as is necessary to accomplish the grant of such additional LTIP Units; and (D) thereafter the term Award LTIP Units will refer collectively to the Award LTIP Units, if any, issued prior to such additional grant plus such additional LTIP Units; provided that such issuance will be subject to the Grantee executing and delivering such documents, comparable to the documents executed and delivered in connection with this Agreement, as the Company and/or the Partnership reasonably request in order to comply with all applicable legal requirements, including, without limitation, federal and state securities laws, and the Grantee paying the Per Unit Purchase Price for each such additional LTIP Unit issued on or before the issuance date. If the Total OPP Unit Equivalent is the same as the number of Award LTIP Units previously issued to the Grantee, then there will be no change to the number of Award LTIP Units under this Award pursuant to this [Section 3](#).

(d) If any of the Award LTIP Units have been earned based on performance as provided in [Section 3\(c\)](#), subject to [Section 4](#) hereof the Total OPP Unit Equivalent shall become vested in the following amounts and at the following times, provided that the Continuous Service of the Grantee continues through and on the applicable vesting date or the accelerated vesting date provided in [Section 4](#) hereof, as applicable:

- (i) twenty-five percent (25%) of the Total OPP Unit Equivalent shall become vested on February 7, 2015;
- (ii) twenty-five percent (25%) of the Total OPP Unit Equivalent shall become vested on February 7, 2016; and
- (iii) fifty percent (50%) of the Total OPP Unit Equivalent shall become vested on February 7, 2017.

To the extent that [Schedule A](#) provides for amounts or schedules of vesting that conflict with the provisions of this [Section 3\(d\)](#), the provisions of [Schedule A](#) will govern.

(e) Any Award LTIP Units that do not become vested pursuant to [Section 3\(d\)](#) or [Section 4](#) hereof shall, without payment of any consideration by the Partnership other than as provided in the last sentence of [Section 5](#) hereof, automatically and without notice be forfeited and be and become null and void, and neither the Grantee nor any of his or her successors, heirs, assigns, or personal representatives will thereafter have any further rights or interests in such unvested Award LTIP Units.

4. Termination of Grantee's Service Relationship; Death and Disability; Change of Control.

(a) If the Grantee is a party to a Service Agreement and ceases to be an employee of the Company or any of its affiliates, the provisions of [Sections 4\(b\)](#) through [4\(h\)](#) hereof shall govern the treatment of the Grantee's Award LTIP Units exclusively, unless the Service Agreement contains provisions that expressly refer to this [Section 4\(a\)](#) and provides that those provisions of the Service Agreement shall instead govern the treatment of the Grantee's Award LTIP Units. The foregoing sentence will be deemed an amendment to any applicable Service Agreement to the extent required to apply its terms consistently with this [Section 4](#), such that, by way of illustration, any provisions of the Service Agreement with respect to accelerated vesting or payout or the lapse of forfeiture restrictions relating to the Grantee's incentive or

other compensation awards in the event of certain types of terminations of the Grantee's service relationship with the Company (such as, for example, termination at the end of the term, termination without Cause by the employer or termination for Good Reason by the employee) shall not be interpreted as requiring that any calculations set forth in Section 3 hereof be performed or vesting occur with respect to this Award other than as specifically provided in this Section 4. In the event an entity ceases to be a Subsidiary or affiliate of the Company, such action shall be deemed to be a termination of employment of all employees of that entity for purposes of this Agreement, provided that the Committee or the Board, in its sole and absolute discretion, may make provision in such circumstances for lapse of forfeiture restrictions and/or accelerated vesting of some or all of the Grantee's remaining unvested Award LTIP Units that have not previously been forfeited, effective immediately prior to such event. If a Change of Control occurs, Section 4(h) hereof shall govern the treatment of the Grantee's Award LTIP Units exclusively notwithstanding the provisions of Section 18(a) of the 1997 Plan.

(b) In the event of termination of the Grantee's Continuous Service by (A) the Company without Cause, (B) the Grantee for Good Reason, or (C) the Grantee upon Retirement (each a "Qualified Termination") prior to the Valuation Date, the Grantee will not forfeit the Award LTIP Units upon such termination, but the following provisions of this Section 4(b) shall modify the determination and vesting of the Total OPP Unit Equivalent for the Grantee:

(i) the calculations provided in Section 3(c) hereof shall be performed as of the Valuation Date as if the Qualified Termination had not occurred;

(ii) the Total OPP Unit Equivalent calculated pursuant to Section 3(c) shall be multiplied by the Partial Service Factor (with the resulting number being rounded to the nearest whole LTIP Unit or, in the case of 0.5 of a unit, up to the next whole unit), and such adjusted number of LTIP Units shall be deemed the Grantee's Total OPP Unit Equivalent for all purposes under this Agreement;

(iii) the Grantee's Total OPP Unit Equivalent as adjusted pursuant to Section 4(c)(ii) above shall no longer be subject to forfeiture pursuant to Section 3(d) hereof; provided that, notwithstanding that no Continuous Service requirement pursuant to Section 3(d) hereof will apply to the Grantee after the effective date of a Qualified Termination, the Grantee will not have the right to Transfer (as defined in Section 7 hereof) his or her Award LTIP Units or request redemption of his or her Award Common Units under the Partnership Agreement until such dates as of which his or her Total OPP Unit Equivalent, as adjusted pursuant to Section 4(b)(ii) above, would have become vested pursuant to Section 3(d) absent a Qualified termination. For the avoidance of doubt, the purpose of this Section 4(b)(iii) is to prevent a situation where grantees of OPP awards who have had a Qualified Termination would be able to realize the value of their Award LTIP Units or Award Common Units (through Transfer or redemption) before other grantees of OPP awards whose Continuous Service continues through the applicable vesting dates set forth in Section 3(d) hereof.

(c) In the event of Qualified Termination after the Valuation Date, all unvested Award LTIP Units that have not previously been forfeited pursuant to the calculations set forth in Section 3(c) hereof shall no longer be subject to forfeiture pursuant to Section 3(d) hereof; provided that, notwithstanding that no Continuous Service requirement pursuant to Section 3(d) hereof will apply to the Grantee after the effective date of a Qualified Termination, the Grantee will not have the right to Transfer (as defined in Section 7 hereof) his or her Award LTIP Units or request redemption of his or her Award Common Units under the Partnership Agreement until such dates as of which his or her Total OPP Unit Equivalent would have become vested pursuant to Section 3(d) absent a Qualified termination. For the avoidance of doubt, the purpose of this Section 4(c) is to prevent a situation where grantees of OPP awards who have had a Qualified Termination would be able to realize the value of their Award LTIP Units or Award Common Units (through Transfer or redemption) before other grantees of OPP awards whose Continuous Service continues through the applicable vesting dates set forth in Section 3(d) hereof.

(d) Notwithstanding the foregoing, in the event any payment to be made hereunder after giving effect to this Section 4 is determined to constitute "nonqualified deferred compensation" subject to Section 409A of the Code, then, to the extent the Grantee is a "specified employee" under Section 409A of the Code subject to the six-month delay thereunder, any such payments to be made during the six-month period commencing on the Grantee's "separation from service" (as defined in Section 409A of the Code) shall be delayed until the expiration of such six-month period.

(e) In the event of a termination of the Grantee's Continuous Service as a result of his or her death or Disability prior to the Valuation Date, the Grantee will not forfeit the Award LTIP Units, but the following provisions of this Section 4(c) shall apply:

(i) the calculations provided in Section 3(c) hereof shall be performed as of the Valuation Date as if the Grantee's death or Disability had not occurred; and

(ii) 100% of the Grantee's Total OPP Unit Equivalent shall automatically and immediately vest as of the Valuation Date.

(f) In the event of a termination of the Grantee's Continuous Service as a result of his or her death or Disability after the Valuation Date, all unvested Award LTIP Units that have not previously been forfeited pursuant to Section 3(c) hereof shall vest immediately and automatically upon the Grantee's death or Disability.

(g) In the event of a termination of the Grantee's Continuous Service Relationship other than a Qualified Termination or by reason of death or Disability, all Award LTIP Units except for those that, as of the date at such termination, both (i) have ceased to be subject to forfeiture pursuant to Section 3(c) hereof and (ii) are vested pursuant to Section 3(d) hereof shall, without payment of any consideration by the Partnership other than as provided in the last sentence of Section 5 hereof, automatically and without notice terminate, be forfeited and be and become null and void, and neither the Grantee nor any of his or her successors, heirs, assigns, or personal representatives will thereafter have any further rights or interests in such Award LTIP Units.

(h) If the calculations provided in Section 3(c) hereof are triggered by a Change of Control, 100% of the Grantee's Total OPP Unit Equivalent shall vest immediately and automatically as of the Valuation Date. If the Valuation Date occurs prior to the occurrence of a Change of Control, all unvested Award LTIP Units that have not previously been forfeited pursuant to the calculations set forth in Section 3(c) hereof shall vest immediately and automatically upon the occurrence of the Change of Control.

5. Payments by Award Recipients. The Grantee shall have no rights with respect to this Agreement (and the Award evidenced hereby) unless he or she shall have accepted this Agreement prior to the close of business on the Final Acceptance Date set forth on Schedule A hereto by (a) making a contribution to the capital of the Partnership by certified or bank check or other instrument acceptable to the Committee (as defined in the Plan), of \$0.25 (the "Per Unit Purchase Price"), multiplied by the number of LTIP Units to be issued to the Grantee as part of this Award, (b) signing and delivering to the Partnership a copy of this Agreement and (c) unless the Grantee is already a Limited Partner (as defined in the Partnership Agreement), signing, as a Limited Partner, and delivering to the Partnership a counterpart signature page to the Partnership Agreement (attached hereto as Exhibit B). The Per Unit Purchase Price paid by the Grantee shall be deemed a contribution to the capital of the Partnership upon the terms and conditions set forth herein and in the Partnership Agreement. Upon acceptance of this Agreement by the Grantee, the Partnership Agreement shall be amended to reflect the issuance to the Grantee of the LTIP Units so accepted. Thereupon, the Grantee shall have all the rights of a Limited Partner of the Partnership with respect to the number of LTIP Units specified on Schedule A hereto, as set forth in the Partnership Agreement, subject, however, to the restrictions and conditions specified herein. Award LTIP Units constitute and shall be treated for all purposes as the property of the Grantee, subject to the terms of this Agreement and the Partnership Agreement. In the event of the forfeiture of the Grantee's Award LTIP Units pursuant to this Agreement, the Partnership will pay the Grantee an amount equal to the Per Unit Purchase Price multiplied by the number of Award LTIP Units so forfeited.

6. Distributions.

(a) The holder of the Award LTIP Units shall be entitled to receive distributions with respect to such Award LTIP Units to the extent provided for in the Partnership Agreement, as modified hereby.

(b) The LTIP Unit Distribution Participation Date (as defined in the Partnership Agreement) for the Award LTIP Units shall be the Valuation Date; provided that prior to such date Award LTIP Units shall be entitled to a percentage of Common Unit Distributions (as defined in the Partnership Agreement) equal to the following:

(i) the LTIP Unit Initial Regular Sharing Percentage (as defined in the Partnership Agreement) (i.e. 10%) of regular periodic distributions; and

(ii) the LTIP Unit Initial Special Sharing Percentage (as defined in the Partnership Agreement) (i.e. 0%) of special distributions and other distributions made other than in the ordinary course.

For the avoidance of doubt, after the Valuation Date Award LTIP Units, both vested and (until and unless forfeited pursuant to Section 3(e) or Section 4(g)) unvested, shall be entitled to receive the same distributions payable with respect to Common Units if the payment date for such distributions is after the Valuation Date, even though the record date for such distributions is before the Valuation Date.

(c) All distributions paid with respect to Award LTIP Units, both before and after the Valuation Date, shall be fully vested and non-forfeitable when paid, whether or not the underlying LTIP Units have been earned based on performance or have become vested based on the passage of time as provided in Section 3 or Section 4 hereof.

7. Restrictions on Transfer.

(a) Except as otherwise permitted by the Committee in its sole discretion, none of the Award LTIP Units granted hereunder nor any of the Common Units of the Partnership into which such Award LTIP Units may be converted (the "Award Common Units") shall be sold, assigned, transferred, pledged, hypothecated, given away or in any other manner disposed of, encumbered, whether voluntarily or by operation of law (each such action a "Transfer"); provided that vested Award LTIP Units or Award Common Units that have been held for a period of at least two (2) years beginning on the Effective Date may be Transferred to the Grantee's Family Members (as defined below) by gift or domestic relations order; and provided further that the transferee agrees in writing with the Company and the Partnership to be bound by all the terms and conditions of this Agreement and that subsequent transfers shall be prohibited except those in accordance with this Section 7. Additionally, all Transfers of Award LTIP Units or Award Common Units must be in compliance with all applicable securities laws (including, without limitation, the Securities Act) and the applicable terms and conditions of the Partnership Agreement. In connection with any Transfer of Award LTIP Units or Award Common Units, the Partnership may require the Grantee to provide an opinion of counsel, satisfactory to the Partnership, that such Transfer is in compliance with all federal and state securities laws (including, without limitation, the Securities Act). Any attempted Transfer of Award LTIP Units or Award Common Units not in accordance with the terms and conditions of this Section 7 shall be null and void, and the Partnership shall not reflect on its records any change in record ownership of any Award LTIP Units or Award Common Units as a result of any such Transfer, shall otherwise refuse to recognize any such Transfer and shall not in any way give effect to any such Transfer of any Award LTIP Units or Award Common Units. Except as provided in this Section 7, this Agreement is personal to the Grantee, is non-assignable and is not transferable in any manner, by operation of law or otherwise, other than by will or the laws of descent and distribution.

(b) For purposes of this Agreement, "Family Member" of a Grantee, means the Grantee's child, stepchild, grandchild, parent, stepparent, grandparent, spouse, former spouse, sibling, niece, nephew, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law, including adoptive relationships, any person sharing the Grantee's household (other than a tenant of the Grantee), a trust in which these persons (or the Grantee) own more than 50 percent of the beneficial interest, and a partnership or limited liability company in which these persons (or the Grantee) own more than 50 percent of the voting interests.

8. Changes in Capital Structure. If (i) the Company shall at any time be involved in a merger, consolidation, dissolution, liquidation, reorganization, exchange of shares, sale of all or substantially all of the assets or stock of the Company or other transaction similar thereto, (ii) any reorganization, recapitalization, reclassification, stock dividend, stock split, reverse stock split, significant repurchases of stock, or other similar change in the capital stock of the Company or any other event that constitutes a change in stock under the terms of the Stock Plan shall occur, (iii) any cash dividend or other distribution to holders of share of Common Stock or Common Units shall be declared and paid other than in the ordinary course, or (iv) any other extraordinary corporate event shall occur that in each case in the good faith judgment of the Committee necessitates action by way of equitable or proportionate adjustment in the terms of this Agreement or the LTIP Units to avoid distortion in the value of this Award, then the Committee shall make equitable or proportionate adjustment and take such other action as it deems necessary to maintain the Grantee's rights hereunder so that they are substantially proportionate to the rights existing under this Award and the terms of the LTIP Units prior to such event, including, without limitation: (A) interpretations of or modifications to any defined term in this Agreement; (B) adjustments in any calculations provided for in this Agreement, and (C) substitution of other awards under the Stock Plan or otherwise. All adjustments made by the Committee shall be final, binding and conclusive.

9. Miscellaneous.

(a) Amendments. This Agreement may be amended or modified only with the consent of the Company and the Partnership acting through the Committee; provided that any such amendment or modification materially and adversely affecting the rights of the Grantee hereunder must be consented to by the Grantee to be effective as against him or her. Notwithstanding the foregoing, this Agreement may be amended in writing signed only by the Company and the Partnership to correct any errors or ambiguities in this Agreement and/or to make such changes that do not materially adversely affect the Grantee's rights hereunder. This grant shall in no way affect the Grantee's participation or benefits under any other plan or benefit program maintained or provided by the Company or the Partnership.

(b) Incorporation of Stock Plan; Committee Determinations. The provisions of the Stock Plan are hereby incorporated by reference as if set forth herein. In the event of a conflict between this Agreement and the Stock Plan, the Stock Plan shall govern. The Committee will make the determinations and certifications required by this Award as promptly as reasonably practicable following the occurrence of the event or events necessitating such determinations or certifications. In the event of a Change of Control, the Committee will make such determinations within a period of time that enables the Company to make any payments due hereunder not later than the date of consummation of the Change of Control.

(c) Status of LTIP Units; Stock Plan Matters. This Award and the other OPP awards constitute incentive compensation awards by the Company under the Plan and by the Partnership. The Award LTIP Units are equity interests in the Partnership. The number of shares of Common Stock reserved for issuance under the Stock Plan underlying outstanding Award LTIP Units will be determined by the Committee in light of all applicable circumstances, including calculations made or to be made under Section 3 hereof, vesting, capital account allocations and/or balances under the Partnership Agreement, the conversion ratio in effect between LTIP Units and Common Units and the exchange ratio in effect between Common Units and shares of Common Stock. The Company will have the right at its option, as set forth in the Partnership Agreement, to issue shares of Common Stock in exchange for Award Common Units in accordance with the Partnership Agreement, subject to certain limitations set forth in the Partnership Agreement, and such shares of Common Stock, if issued, will be issued under the Stock Plan. The Grantee acknowledges that the Grantee will have no right to approve or disapprove such determination by the Committee.

(d) Legend. The records of the Partnership evidencing the Award LTIP Units shall bear an appropriate legend, as determined by the Partnership in its sole discretion, to the effect that such LTIP Units are subject to restrictions as set forth herein and in the Partnership Agreement.

(e) Compliance With Law. The Partnership and the Grantee will make reasonable efforts to comply with all applicable securities laws. In addition, notwithstanding any provision of this Agreement to the contrary, no LTIP Units will become vested or be paid at a time that such vesting or payment would result in a violation of any such law.

(f) Grantee Representations; Registration.

(i) The Grantee hereby represents and warrants that (A) he or she understands that he or she is responsible for consulting his or her own tax advisor with respect to the application of the U.S. federal income tax laws, and the tax laws of any state, local or other taxing jurisdiction to which the Grantee is or by reason of this Award may become subject, to his or her particular situation; (B) the Grantee has not received or relied upon business or tax advice from the Company, the Partnership or any of their respective employees, agents, consultants or advisors, in their capacity as such; (C) the Grantee provides services to the Partnership on a regular basis and in such capacity has access to such information, and has such experience of and involvement in the business and operations of the Partnership, as the Grantee believes to be necessary and appropriate to make an informed decision to accept this Award; (D) Award LTIP Units are subject to substantial risks; (E) the Grantee has been furnished with, and has reviewed and understands, information relating to this Award; (F) the Grantee has been afforded the opportunity to obtain such additional information as he or she deemed necessary before accepting this Award; and (G) the Grantee has had an opportunity to ask questions of representatives of the Partnership and the Company, or persons acting on their behalf, concerning this Award.

(ii) The Grantee hereby acknowledges that: (A) there is no public market for Award LTIP Units or Award Common Units and neither the Partnership nor the Company has any obligation or intention to create such a market; (B) sales of Award LTIP Units and Award Common Units are subject to restrictions under the Securities Act and applicable state securities laws; (C) because of the restrictions on transfer or assignment of Award LTIP Units and Award Common Units set forth in the Partnership Agreement and in this Agreement, the Grantee may have to bear the economic risk of his or her ownership of the LTIP Units covered by this Award for an indefinite period of time; (D) shares of Common Stock issued under the Stock Plan in exchange for Award Common Units, if any, are expected to be covered by a Registration Statement on Form S-8 (or a successor form under applicable rules and regulations of the Securities and Exchange Commission) under the Securities Act, to the extent that the Grantee is eligible to receive such shares under the Stock Plan at the time of such issuance and such registration Statement is then effective under the Securities Act; (E) resales of shares of Common Stock issued under the Stock Plan in exchange for Award Common Units, if any, shall only be made in compliance with all applicable restrictions (including in certain cases "blackout periods" forbidding sales of Company securities) set forth in the then applicable Company employee manual or insider trading policy and in compliance with the registration requirements of the Securities Act or pursuant to an applicable exemption therefrom.

(g) Section 83(b) Election. In connection with each separate issuance of LTIP Units under this Award pursuant to Section 3 hereof, the Grantee hereby agrees to make an election to include in gross income in the year of transfer the applicable Award LTIP Units pursuant to Section 83(b) of the Code substantially in the form attached hereto as Exhibit C and to supply the necessary information in accordance with the regulations promulgated thereunder. The Grantee agrees to file such election (or to permit the Partnership to file such election on the Grantee's behalf) within thirty (30) days after the Effective Date with each IRS Service Center where the Grantee may file his or her personal income tax returns (or such location as may be specified by the IRS), and to file a copy of such election with the Grantee's U.S. federal income tax return for the taxable year in which the LTIP Units are awarded to the Grantee. So long as the Grantee



holds any Award LTIP Units, the Grantee shall disclose to the Partnership in writing such information as may be reasonably requested with respect to ownership of LTIP Units as the Partnership may deem reasonably necessary to ascertain and to establish compliance with provisions of the Code applicable to the Partnership or to comply with requirements of any other appropriate taxing authority.

(h) Severability. If, for any reason, any provision of this Agreement is held invalid, such invalidity shall not affect any other provision of this Agreement not so held invalid, and each such other provision shall to the full extent consistent with law continue in full force and effect. If any provision of this Agreement shall be held invalid in part, such invalidity shall in no way affect the rest of such provision not held so invalid, and the rest of such provision, together with all other provisions of this Agreement, shall to the full extent consistent with law continue in full force and effect.

(i) Governing Law. This Agreement is made under, and will be construed in accordance with, the laws of State of Delaware, without giving effect to the principles of conflict of laws of such state.

(j) No Obligation to Continue Position as an Employee, Consultant or Advisor. Neither the Company nor any affiliate is obligated by or as a result of this Agreement to continue to have the Grantee as an employee, consultant or advisor and this Agreement shall not interfere in any way with the right of the Company or any affiliate to terminate the Grantee's service relationship at any time.

(k) Notices. Any notice to be given to the Company shall be addressed to the Secretary of the Company at Prudential Center, 800 Boylston Street, Suite 1900, Boston MA 02199 and any notice to be given the Grantee shall be addressed to the Grantee at the Grantee's address as it appears on the employment records of the Company, or at such other address as the Company or the Grantee may hereafter designate in writing to the other.

(l) Withholding and Taxes. No later than the date as of which an amount first becomes includible in the gross income of the Grantee for income tax purposes or subject to the Federal Insurance Contributions Act withholding with respect to this Award, the Grantee will pay to the Company or, if appropriate, any of its affiliates, or make arrangements satisfactory to the Committee regarding the payment of, any United States federal, state or local or foreign taxes of any kind required by law to be withheld with respect to such amount; provided, however, that if any Award LTIP Units or Award Common Units are withheld (or returned), the number of Award LTIP Units or Award Common Units so withheld (or returned) shall be limited to the number which have a fair market value on the date of withholding equal to the aggregate amount of such liabilities based on the minimum statutory withholding rates for federal, state, local and foreign income tax and payroll tax purposes that are applicable to such supplemental taxable income. The obligations of the Company under this Agreement will be conditional on such payment or arrangements, and the Company and its affiliates shall, to the extent permitted by law, have the right to deduct any such taxes from any payment otherwise due to the Grantee.

(m) Headings. The headings of paragraphs hereof are included solely for convenience of reference and shall not control the meaning or interpretation of any of the provisions of this Agreement.

(n) Counterparts. This Agreement may be executed in multiple counterparts with the same effect as if each of the signing parties had signed the same document. All counterparts shall be construed together and constitute the same instrument.

(o) Successors and Assigns. This Agreement shall be binding upon and inure to the benefit of the parties hereto and any successors to the Company and the Partnership, on the one hand, and any successors to the Grantee, on the other hand, by will or the laws of descent and distribution, but this Agreement shall not otherwise be assignable or otherwise subject to hypothecation by the Grantee.

(p) Section 409A. This Agreement shall be construed, administered and interpreted in accordance with a good faith interpretation of Section 409A of the Code. Any provision of this Agreement that is inconsistent with Section 409A of the Code, or that may result in penalties under Section 409A of the Code, shall be amended, with the reasonable cooperation of the Grantee and the Company and the Partnership, to the extent necessary to exempt it from, or bring it into compliance with, Section 409A of the Code.

IN WITNESS WHEREOF, the undersigned have caused this Award Agreement to be executed as of the     day of February, 2012.

BOSTON PROPERTIES, INC.

By: \_\_\_\_\_  
Name:  
Title:

BOSTON PROPERTIES LIMITED PARTNERSHIP

By: Boston Properties, Inc., its general partner

By: \_\_\_\_\_  
Name:  
Title:

GRANTEE

\_\_\_\_\_  
Name:

**EXHIBIT A**

**HYPOTHETICAL EXAMPLE OF ABSOLUTE TRS POOL, RELATIVE TRS POOL AND TOTAL OUTPERFORMANCE POOL CALCULATIONS**

- \$40 Million Maximum Total Outperformance Pool Amount
- 2% Award for Absolute Performance Above 8% (Annual Equivalent) Threshold<sup>(1)</sup>
- 2% Award for Relative Performance Above (or Below) the Index Return Percentage<sup>(2)</sup>
- Total Outperformance Pool Equals the Absolute TRS Pool Plus (Minus) the Relative TRS Pool
- Adjustment Factor for Company TRS Percentage Between 0% and 8% (Annual Equivalent) Threshold<sup>(3)</sup>

Scenario	Annual Company TRS Percentage	Annual Index Return Percentage	Absolute TRS Pool	Relative TRS Pool	Total Outperformance Pool Before Adjustment Factor	Total Outperformance Pool After Adjustment Factor
1	1%	-1%	—	18,000,000	18,000,000	2,250,000
2	1%	5%	—	(36,000,000)	—	—
3	2%	4%	—	(18,000,000)	—	—
4	2%	-8%	—	40,000,000	40,000,000	10,000,000
5	3%	2%	—	9,000,000	9,000,000	3,375,000
6	3%	-2%	—	40,000,000	40,000,000	15,000,000
7	4%	2%	—	18,000,000	18,000,000	9,000,000
8	5%	2%	—	27,000,000	27,000,000	16,875,000
9	5%	-5%	—	40,000,000	40,000,000	25,000,000
10	6%	2%	—	36,000,000	36,000,000	27,000,000
11	7%	6%	—	9,000,000	9,000,000	7,875,000
12	8%	7%	—	9,000,000	9,000,000	9,000,000
13	9%	0%	9,000,000	40,000,000	40,000,000	40,000,000
14	9%	8%	9,000,000	9,000,000	18,000,000	18,000,000
15	10%	0%	18,000,000	40,000,000	40,000,000	40,000,000
16	10%	9%	18,000,000	9,000,000	27,000,000	27,000,000
17	11%	2%	27,000,000	40,000,000	40,000,000	40,000,000
18	11%	9%	27,000,000	18,000,000	40,000,000	40,000,000
19	11%	11%	27,000,000	—	27,000,000	27,000,000
20	11%	14%	27,000,000	(27,000,000)	—	—
21	12%	3%	36,000,000	40,000,000	40,000,000	40,000,000
22	12%	8%	36,000,000	36,000,000	40,000,000	40,000,000
23	12%	11%	36,000,000	9,000,000	40,000,000	40,000,000
24	12%	15%	36,000,000	(27,000,000)	9,000,000	9,000,000
25	13%	7%	40,000,000	40,000,000	40,000,000	40,000,000
26	14%	12%	40,000,000	18,000,000	40,000,000	40,000,000
27	14%	15%	40,000,000	(9,000,000)	31,000,000	31,000,000
28	14%	20%	40,000,000	(54,000,000)	—	—

(1) Represents an annual equivalent Company TRS Percentage threshold based on a 24% cumulative 3-year Target Absolute Return Percentage. Please note that the assumed Absolute TRS Pool for each additional 100 basis points of annual (cumulatively 300 basis points) Company TRS Percentage above the threshold is \$9 million.

- (2) Represents an annual equivalent Index Return Percentage threshold based on the cumulative 3-year total percentage return for the SNL Equity REIT Index. Please note that the assumed Relative TRS Pool for each additional 100 basis points of annual (cumulatively 300 basis points) Company TRS Percentage above the Index Return Percentage threshold is \$9 million (before application of any Adjustment Factor).
- (3) In the event the Relative TRS Pool is potentially positive, but the Company TRS Percentage is below the 8% (annual equivalent) absolute TRS threshold, the Relative TRS Pool will be subject to a ratable sliding scale Adjustment Factor, with 100% of the potential Relative TRS Pool being earned for a Company TRS Percentage of 8% (annual equivalent) or higher, and 0% of the potential Relative TRS Pool being earned for a Company TRS Percentage of 0% (annual equivalent) or lower. For example, at a Company TRS Percentage of 3% (annual equivalent), the potential Relative TRS Pool would be prorated by 37.5%.

**EXHIBIT B**

**FORM OF LIMITED PARTNER SIGNATURE PAGE**

The Grantee, desiring to become one of the within named Limited Partners of Boston properties Limited Partnership, hereby accepts all of the terms and conditions of (including, without limitation, the provisions of Section 2.4 titled "Power of Attorney"), and becomes a party to, the Second Amended and Restated Agreement of Limited Partnership, dated as of June 29, 1998, of Boston Properties Limited Partnership as amended through the date hereof (the "Partnership Agreement"). The Grantee agrees that this signature page may be attached to any counterpart of the Partnership Agreement.

Signature Line for Limited Partner:

\_\_\_\_\_  
Name:  
Date: February , 2012  
Address of Limited Partner:  
\_\_\_\_\_  
\_\_\_\_\_

EXHIBIT C

**ELECTION TO INCLUDE IN GROSS INCOME IN YEAR OF TRANSFER OF PROPERTY PURSUANT TO SECTION 83(b) OF THE INTERNAL REVENUE CODE**

The undersigned hereby makes an election pursuant to Section 83(b) of the Internal Revenue Code with respect to the property described below and supplies the following information in accordance with the regulations promulgated thereunder:

1. The name, address and taxpayer identification number of the undersigned are:  
Name: \_\_\_\_\_ (the "Taxpayer")  
Address: \_\_\_\_\_  
Social Security No./Taxpayer Identification No.:        -        -
2. Description of property with respect to which the election is being made:        LTIP Units in Boston Properties Limited Partnership (the "Partnership").
3. The date on which the LTIP Units were transferred is February       , 2012. The taxable year to which this election relates is calendar year 2012.
4. Nature of restrictions to which the LTIP Units are subject:
  - (a) With limited exceptions, until the LTIP Units vest, the Taxpayer may not transfer in any manner any portion of the LTIP Units without the consent of the Partnership.
  - (b) The Taxpayer's LTIP Units vest in accordance with the vesting provisions described in the Schedule attached hereto. Unvested LTIP Units are forfeited in accordance with the vesting provisions described in the Schedule attached hereto.
5. The fair market value at time of transfer (determined without regard to any restrictions other than restrictions which by their terms will never lapse) of the LTIP Units with respect to which this election is being made was \$0.25 per LTIP Unit.
6. The amount paid by the Taxpayer for the LTIP Units was \$0.25 per LTIP Unit.
7. A copy of this statement has been furnished to the Partnership and Boston Properties, Inc.  
Dated: \_\_\_\_\_ Name: \_\_\_\_\_

**SCHEDULE TO EXHIBIT C**

**Vesting Provisions of LTIP Units**

The LTIP Units are subject to time-based and performance-based vesting with the final vesting percentage equaling the product of the time-based vesting percentage and the performance-based vesting percentage. Performance-based vesting will be from 0% to 100% based on Boston Properties, Inc.'s (the "Company's") per-share total return to shareholders for the period from February 7, 2012 to February 6, 2015 (or earlier in certain circumstances). Under the time-based vesting hurdles, twenty-five percent (25%) of the LTIP Units will vest on February 7, 2015, twenty-five percent (25%) of the LTIP Units will vest on February 7, 2016, and the remaining fifty percent (50%) of the LTIP Units will vest on February 7, 2017, provided that the Taxpayer continues his or her service relationship with the Company and the Partnership through such dates, subject to acceleration in the event of certain extraordinary transactions or termination of the Taxpayer's service relationship with the Company under specified circumstances. Unvested LTIP Units are subject to forfeiture in the event of failure to vest based on the determination of the performance-based percentage or the passage of time.

**SCHEDULE A TO 2012 OUTPERFORMANCE AWARD AGREEMENT**

Date of Award Agreement:	February , 2012
Name of Grantee:	
Participation Percentage:	
Number of LTIP Units Subject to Award:	

Initials of Company representative: \_\_\_\_\_

Initials of the Grantee: \_\_\_\_\_



**BOSTON PROPERTIES, INC.**  
**CALCULATION OF RATIOS OF EARNINGS TO FIXED CHARGES**  
**CALCULATION OF RATIOS OF EARNINGS TO COMBINED FIXED CHARGES AND PREFERRED DIVIDENDS**

Boston Properties, Inc.'s ratios of earnings to fixed charges and ratios of earnings to combined fixed charges and preferred dividends for the three months ended March 31, 2012 and the five years ended December 31, 2011 were as follows:

	Three Months Ended March 31,		Year Ended December 31,			
	2012	2011	2010	2009	2008	2007
(dollars in thousands)						
<b>Earnings:</b>						
Add:						
Income from continuing operations before income (loss) from unconsolidated joint ventures	\$ 44,638	\$ 227,930	\$ 150,819	\$ 250,681	\$ 279,401	\$ 336,375
Gains on sales of real estate	—	—	2,734	11,760	33,340	929,785
Amortization of interest capitalized	1,255	4,188	2,660	2,498	2,315	2,394
Distributions from unconsolidated joint ventures	4,172	22,451	10,733	6,676	5,988	7,157
Fixed charges (see below)	115,239	445,648	422,403	375,243	345,834	346,731
Subtract:						
Interest capitalized	(11,201)	(48,178)	(40,981)	(48,816)	(46,286)	(33,322)
Preferred distributions of consolidated subsidiaries	(801)	(3,339)	(3,343)	(3,594)	(4,226)	(10,429)
<b>Total earnings</b>	<b>\$ 153,302</b>	<b>\$ 648,700</b>	<b>\$ 545,025</b>	<b>\$ 594,448</b>	<b>\$ 616,366</b>	<b>\$ 1,578,691</b>
<b>Fixed charges:</b>						
Interest expensed	\$ 103,237	\$ 394,131	\$ 378,079	\$ 322,833	\$ 295,322	\$ 302,980
Interest capitalized	11,201	48,178	40,981	48,816	46,286	33,322
Preferred distributions of consolidated subsidiaries	801	3,339	3,343	3,594	4,226	10,429
<b>Total fixed charges</b>	<b>\$ 115,239</b>	<b>\$ 445,648</b>	<b>\$ 422,403</b>	<b>\$ 375,243</b>	<b>\$ 345,834</b>	<b>\$ 346,731</b>
Preferred dividends	—	—	—	—	—	—
<b>Total combined fixed charges and preferred dividends</b>	<b>\$ 115,239</b>	<b>\$ 445,648</b>	<b>\$ 422,403</b>	<b>\$ 375,243</b>	<b>\$ 345,834</b>	<b>\$ 346,731</b>
<b>Ratio of earnings to fixed charges</b>	<b>1.33</b>	<b>1.46</b>	<b>1.29</b>	<b>1.58</b>	<b>1.78</b>	<b>4.55</b>
<b>Ratio of earnings to combined fixed charges and preferred dividends</b>	<b>1.33</b>	<b>1.46</b>	<b>1.29</b>	<b>1.58</b>	<b>1.78</b>	<b>4.55</b>

## CERTIFICATION

I, Mortimer B. Zuckerman, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Boston Properties, Inc.;
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: May 8, 2012

/s/ MORTIMER B. ZUCKERMAN

Mortimer B. Zuckerman  
Chairman of the Board and Chief Executive Officer

## CERTIFICATION

I, Michael E. LaBelle, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Boston Properties, Inc.;
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: May 8, 2012

/s/ MICHAEL E. LABELLE

Michael E. LaBelle  
Chief Financial Officer

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 "Company"), hereby certifies to his knowledge that the Company's Quarterly Report on Form 10-Q for the period ended March 31, 2012 (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: May 8, 2012

/s/ MORTIMER B. ZUCKERMAN

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Mortimer B. Zuckerman  
Chairman of the Board and Chief Executive Officer

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 "Company"), hereby certifies to his knowledge that the Company's Quarterly Report on Form 10-Q for the period ended March 31, 2012 (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: May 8, 2012

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/s/ MICHAEL E. LABELLE  
Michael E. LaBelle  
Chief Financial Officer