

CommonWealth REIT
Form DEFC14A
January 29, 2014

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

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

CommonWealth REIT

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

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COMMONWEALTH REIT

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CONSENT REVOCATION STATEMENT
OF THE BOARD OF TRUSTEES OF COMMONWEALTH REIT
IN OPPOSITION TO A CONSENT SOLICITATION BY CORVEX MANAGEMENT LP
AND RELATED FUND MANAGEMENT, LLC
JANUARY 29, 2014

This consent revocation statement and the enclosed **WHITE** Consent Revocation Card are furnished by the Board of Trustees (the "Board") of Commonwealth REIT, a Maryland real estate investment trust (the "Company," "Commonwealth," "we," "us" and "our"), to the holders of the Company's common shares of beneficial interest (the "Common Shares"), in connection with the Board's opposition to the solicitation by Related Fund Management, LLC ("Related") and Corvex Management LP ("Corvex," and together with Related, "Related/Corvex") of shareholder consents to remove, without cause, all of the members of the Board (the "Trustees"). This consent revocation statement and card are first being mailed to shareholders on or about January 30, 2014.

Related/Corvex announced their consent solicitation following an arbitration panel's determination that Related/Corvex's prior attempted consent solicitation to remove our entire Board, without cause, was invalid. Related/Corvex are asking you to turn over control of the Company to a new Board of Trustees which may be controlled by Related/Corvex's handpicked nominees and whose election will not provide you with any control premium. We believe that this is part of Related/Corvex's plan to attempt to disrupt our business for their own short-term gain.

We are taking this opportunity to remind our shareholders that the Board has evaluated the limited information that Related/Corvex have made available about their plan for the Company and concluded that it is not in the Company's or our shareholders' best interests. **Since Related/Corvex first approached Commonwealth, the Board has worked diligently to understand the views of all of our shareholders, advanced the Company's value-enhancing business plan and made meaningful governance and management compensation changes directly in response to shareholder suggestions. These steps are part of our efforts intended to increase shareholder value.** In our view, support for the Related/Corvex removal proposal will derail this process and turn control of the Company over to an untested slate of trustees who have not presented you with a definitive plan for success.

Related/Corvex advocate that the Board take action to internalize the Company's management or sell the Company, including selling the Company to Related/Corvex. Related/Corvex have not provided any estimate of the initial or continuing costs to internalize the Company's management or presented a fully financed offer to buy the Company which is actionable by you or the Company, or even committed to do so. The removal action sought by Related/Corvex may be a first step in a sale of the Company or some of its assets to Related/Corvex or others at a price and on terms that do not reflect the long-term value of the Company. In our view, now is not the time to disrupt the execution of the Company's strategic plan. Under the current Board and management team, Commonwealth is realizing the benefits of its business plan and demonstrating that the current leadership team has positioned the Company to deliver long term value for the benefit of all shareholders.

Support for the Related/Corvex effort would be a disruptive and value destructive exercise, in our view. The Commonwealth Board and management team have listened to shareholder feedback and are responding. The Board is effecting meaningful governance changes, including:

- ü adding additional Independent Trustees;
 - ü appointing a Lead Independent Trustee;
 - ü declassifying the Board; and
 - ü streamlining the shareholder Trustee nomination and proposal process for our annual meetings.
-

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The Board has also recently restructured the management fees payable to our manager to further align management's financial incentives with the returns realized by our shareholders and eliminated the so-called "dead hand" provisions in our shareholder rights plan.

We believe that Related/Corvex and their affiliates have a poor record of managing public companies and have based their campaign upon unrealistic financial projections. We also believe that, consistent with their investment mandate, Related and its nominees may seek to run Commonwealth like a distressed asset fund.

If you have previously signed and returned the Related/Corvex gold consent card, you have the right to change your vote and revoke your consent. Whether or not you have signed the gold consent card, we urge you to mark the "**YES, REVOKE MY CONSENT**" box on the enclosed **WHITE** Consent Revocation Card and to sign, date and mail the card in the postage-paid envelope provided. Please submit a **WHITE** Consent Revocation Card even if you have not previously submitted a consent card, as doing so will help us keep track of the progress of the consent process. Regardless of the number of shares you own, it is important for you to deliver a **WHITE** Consent Revocation Card. Please act today. Please note that in their prior invalid consent solicitation, Related/Corvex used a white card.

The Board has unanimously determined, for the reasons specified in this consent revocation statement, that the Related/Corvex consent solicitation is not in the best interests of the Company or its shareholders. The Board urges you *not* to sign any gold consent card sent to you by Related/Corvex. Whether or not you have previously executed a gold consent card, the Board urges you to sign, date and deliver the enclosed **WHITE Consent Revocation Card using the enclosed postage-paid envelope.**

As of the date of this consent revocation statement, no record date for the Related/Corvex consent solicitation has been set. Once the record date for the Related/Corvex consent solicitation has been established (the "Record Date"), we will publicly announce the Record Date and will inform shareholders of the number of Common Shares outstanding and entitled to execute or revoke consents on the Record Date. Only shareholders of record as of the close of business on the Record Date may execute or revoke consents with respect to the Related/Corvex consent solicitation.

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF CONSENT REVOCATION MATERIALS IN OPPOSITION TO THE RELATED/CORVEX CONSENT SOLICITATION

In accordance with the rules of the Securities and Exchange Commission (the "SEC"), the Company is advising shareholders of the availability on the Internet of the Company's consent revocation materials in opposition to the Related/Corvex consent solicitation. Because the Company has elected to utilize the "full set delivery" option, the Company is delivering to all shareholders paper copies of the consent revocation materials, as well as providing access to those materials on a publicly accessible website. This consent revocation statement and Consent Revocation Card are available at <http://www.cwhreit.com>.

If you have any questions about giving your consent revocation or require assistance, please call:

**Morrow & Co., LLC
470 West Avenue
Stamford, CT 06902
Shareholders Call Toll Free: (800) 276-3011
Banks and Brokers Call Collect: (203) 658-9400**

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WARNING CONCERNING FORWARD LOOKING STATEMENTS

This consent revocation statement contains statements which constitute forward looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 and other securities laws. Whenever we use words such as "believe," "expect," "anticipate," "intend," "plan," "estimate" or similar expressions, we are making forward looking statements. These forward looking statements are based upon our present intent, beliefs or expectations, but forward looking statements are not guaranteed to occur and may not occur. Forward looking statements relate to various aspects of our business, including: our plans regarding property dispositions and the repositioning of the Company's portfolio, possible disruption or harm to our business as a result of the consent solicitation and other activities by Related/Corvex or implementation of the removal action proposed by Related/Corvex and pending, threatened or future legal proceedings. Our actual results may differ materially from those contained in or implied by our forward looking statements as a result of various factors. Factors that could have a material adverse effect on our forward looking statements and upon our business, results of operations, financial condition, funds from operations, normalized funds from operations, cash available for distribution, cash flows, liquidity and prospects are contained in our filings with the SEC, including under the caption "Risk Factors" and "Warning Concerning Forward Looking Statements" in our Annual Report on Form 10-K, Current Reports on Form 8-K, Quarterly Reports on Form 10-Q or incorporated therein. Our filings with the SEC are available at the SEC's website at www.sec.gov. You should not place undue reliance upon our forward looking statements. We do not undertake any obligation to update or change any forward looking statements as a result of new information, future events or otherwise.

DESCRIPTION OF THE RELATED/CORVEX CONSENT SOLICITATION

As set forth in the Related/Corvex solicitation statement and related materials filed with the SEC, Related/Corvex are soliciting your consents in favor of the following proposal:

to act by written consent to remove, without cause, Barry M. Portnoy, Adam D. Portnoy, Joseph L. Morea, William A. Lamkin, Frederick N. Zeytoonjian, Ronald J. Artinian and Ann Logan as Trustees of the Company and any other person or persons elected or appointed to the Board of Trustees of the Company prior to the effective time of the Related/Corvex proposal.

Related/Corvex propose that you consent to remove, without cause, all of the members of your Board. If all members of the Board are removed, a special meeting will subsequently be called to elect replacement Trustees and the replacement Trustees elected at this special meeting may be persons supported by or who have arrangements or understandings with Related/Corvex.

Related/Corvex advocate that the Board of Trustees take action to internalize the Company's management. Therefore, you should consider that if the removal action is approved, the Company will hire new management and its own employees and will need to purchase the necessary infrastructure to support the Company's operations. Related/Corvex have not provided any estimate of the initial or continuing costs to internalize the Company's management, but such costs would likely create a considerable financial burden on Commonwealth and our shareholders and may also result in a disruption to our business.

You should also consider that a consent in favor of the Related/Corvex removal action may be a first step in a sale of the Company or some of our assets to Related/Corvex or others. The replacement Trustees, if elected, could facilitate the sale of the Company or some of our assets at a price and on terms that do not reflect the long-term value of the Company. In our view, now is not the time to disrupt the execution of the Company's strategic plan. Under the current Board and management team, Commonwealth is realizing the benefits of its business plan and demonstrating that the current leadership team has positioned the Company to deliver long term value for the benefit of all shareholders.

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REASONS TO REJECT THE RELATED/CORVEX REMOVAL PROPOSAL

The Board believes, for the reasons specified below, that a wholesale removal of our current Trustees, without cause, is not in the best interest of the Company or its shareholders and would in fact bring material harm and disruption to the business and operation of the Company. The Board is committed to acting in the best interests of **ALL** of the Company's shareholders and believes that the Company is well positioned to execute on our business plan and enhance value for **ALL** of the Company's shareholders.

Support for the Related/Corvex effort would be a disruptive and value destructive exercise, in our view. The Commonwealth Board and management team continue to listen to shareholder feedback and respond.

Under the current Board and management team, the Company continues to make significant progress in the implementation of its business plan to reposition Commonwealth's portfolio towards higher quality central business district office properties to increase shareholder value.

We are implementing a business plan of repositioning the Company's portfolio towards high-quality office properties in central business district ("CBD") locations and away from suburban properties. This strategy was developed, and approved by the Board of Trustees, in response to national trends in the office leasing market. During the last several years, the performance of CBD and suburban office properties has diverged. This divergence became even more apparent following the 2007-2009 recession, as suburban office properties have, on average, faced greater challenges recovering from the recession. We believe that average vacancy rates in suburban office markets continue to exceed average vacancy rates of CBD office markets by increasing margins.

Since January 1, 2008, we have acquired approximately \$3.7 billion worth of properties, and the majority of these acquisitions have been high-quality CBD office properties. During the last year, as the market for the purchase and sale of office properties has improved, we have focused more on selling non-core suburban properties and other assets than on buying new CBD properties. As a result, since the middle of 2012, we have not entered into any agreements to purchase new properties.

Since January 1, 2008, we have sold approximately \$1.6 billion worth of properties, largely consisting of industrial and suburban office properties which include some of our most challenged or lowest performing properties. During the fourth quarter of 2012 and the third quarter of 2013, the Board approved plans to sell 85 non-core properties (204 buildings), most of which are industrial and suburban office properties. Since the beginning of 2013, we have completed the sale of 38 properties (92 buildings for a combined 6.6 million square feet). As of September 30, 2013, we had 47 properties classified as held for sale with a combined 8.5 million square feet (and net book value of \$527 million) being marketed for sale.

We have made substantial progress in the implementation of our business plan. During the quarter ended September 30, 2013, approximately 64% of our cash net operating income from continuing operations came from office properties located in CBD locations. We expect that our portfolio repositioning will be substantially completed during 2014.

Related/Corvex have advocated a sale of the Company to them or another purchaser. A consent in favor of the Related/Corvex removal action may be a first step in a sale of the Company or our assets to Related/Corvex or their affiliates because replacement Trustees may initiate such actions. The Board believes that a sale of the Company or other similar transaction at this time will not reflect the long-term value of the Company. Replacement Trustees may facilitate the sale of the Company or some of our assets to Related/Corvex. The Board believes that the Company is realizing the benefits of the repositioning of the Company's portfolio towards high-quality CBD office properties and away from suburban properties, and that Related/Corvex are attempting to seize control of Commonwealth before these benefits are realized for all shareholders.

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You do not need to support Related/Corvex's disruptive removal proposal for change to occur at the Company. Following meetings with shareholders, the Board recently announced the restructuring of our business management agreement with our manager, Reit Management & Research LLC ("RMR"), and significant governance changes that directly address shareholder feedback.

Restructuring of Business Management Agreement. To further align management's financial incentives with the returns realized by our common shareholders, we have entered into an amended and restated business management agreement with RMR which includes the following changes beginning January 1, 2014:

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Base Fee:

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The base business management fee we pay to RMR will be calculated on the basis of the lower of: (i) historical cost of the Company's real estate assets or (ii) the Company's total market capitalization, which includes the market value of our Common Shares, plus the liquidation preference of our preferred shares and the principal amount of our outstanding debt. As a result, the base business management fees we pay to RMR may decline when the market value of our Common Shares declines.

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Ten percent (10%) of the base business management fee we pay to RMR will be paid in Common Shares. As a result, we expect management's Common Share ownership will increase over time.

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Incentive Fee:

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The annual incentive fee which may be earned by RMR will be calculated based upon total return per share (i.e., dividends and share price changes) realized by the Company's common shareholders in comparison to the total return of the SNL U.S. REIT Office Index (the "Benchmark"). The incentive fee formula will be based on the amount of outperformance, if any, realized by the Company's common shareholders during the measurement periods compared to the Benchmark, multiplied by a 12% participation rate. For example, if the Company's common shareholders' total return is 10% during the measurement period and the Benchmark's total return is 5% during that same period, the incentive fee will be 12% of the 5% of total outperformance realized by the Company's common shareholders.

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The measurement period for the new incentive fee will be a rolling, cumulative three year period starting January 1, 2014. In other words, the incentive fee payable at the end of 2016 will be based upon the outperformance, if any, realized by the Company's common shareholders compared to the Benchmark cumulatively during 2014, 2015 and 2016; the incentive fee payable at the end of the 2017 would be based upon the cumulative outperformance, if any, realized in 2015, 2016 and 2017; etc. Also, because it will take three years for the new incentive fee formula to become fully effective, a one year interim fee may be paid at the end of 2014 and a two year cumulative interim fee may be paid at the end of 2015 based on outperforming the pro-rata hurdles in each of those periods.

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No incentive fee will be payable by the Company in the event the total return realized during any measurement period is negative, even if the total return realized by the Company's common shareholders exceeds the Benchmark. Also, the incentive fee formula includes a "high performance modifier" so that, within specific parameters, if the total return realized by the Company's common shareholders over a three year period exceeds 36%, an adjusted incentive fee may be paid.

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The incentive fee will be paid in Common Shares. The annual payment of the incentive fee will be limited, or capped, at 1.5% of the number of Common Shares outstanding at the end of each measurement period. Common Shares issued for payment of the incentive fees will vest over a multi-year period and the shares will be subject to "claw back" in the event of subsequent financial restatements.

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Eliminated Management Agreement Related Party Right of First Offer:

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The amended and restated business management agreement also eliminated the historical "right of first offer" for property dispositions among the Company and the other REITs to which RMR provides management services.

Additional Independent Trustees. In September 2013, the Nominating and Governance Committee of the Board retained the services of an independent executive search firm to help identify potential Independent Trustee candidates. On January 6, 2014, the Company announced that the Board had increased its size from five to seven members and added two new Independent Trustees, Ms. Ann Logan and Mr. Ronald Artinian, who were identified by the executive search firm. The Board is committed to increasing the ratio of Independent Trustees to total Trustees on the Board to at least 75%. On January 6, 2014, the Nominating and Governance Committee of the Board extended an invitation to Mr. Keith Meister, Managing Partner of Corvex, to join the Board as an Independent Trustee, which he effectively rejected on January 16, 2014. Accordingly, the Nominating and Governance Committee will continue to work with the executive search firm to help identify additional potential Independent Trustee candidates. In addition, the Board has received and will continue to take into account important input from our shareholders regarding Board candidate qualifications and identification.

Lead Independent Trustee. The Board expects that the Independent Trustees will designate a Lead Independent Trustee once the ratio of Independent Trustees to total Trustees reaches at least 75%. We expect the Lead Independent Trustee would be appointed annually by the Independent Trustees and have robust responsibilities, including, but not limited to, approving meeting agendas for the Board and the authority to call meetings of the Independent Trustees.

Recommending Annual Election of All Trustees. On December 22, 2013, the Board approved an amendment to the Company's Declaration of Trust to declassify the Board and elected that the Board not be staggered pursuant to Section 3-803 of the Maryland Unsolicited Takeovers Act (the "Unsolicited Takeovers Act"). The amendment to declassify the Board will be presented to the Company's shareholders for approval at the Company's 2014 annual meeting. If this amendment is approved by our shareholders, commencing with the 2014 annual meeting, the Trustees whose terms expire at an annual meeting will stand for election at the meeting for one-year terms and all Trustees will stand for election at the 2016 annual meeting, and thereafter, for one year terms. For more information on Section 3-803 of the Unsolicited Takeovers Act, please see "Selection of Candidates for Trustees Election Process" in Annex III to this consent revocation statement.

Recommending Changing the Voting Standard for Contested Elections. On December 22, 2013, the Board also approved an amendment to the Company's Declaration of Trust to provide that the vote required to elect Trustees in a contested election is a plurality of votes cast. This amendment will be presented to the Company's shareholders for approval at the Company's 2014 annual meeting.

Deleted the Dead Hand Provisions and Determined to Accelerate Termination of the Poison Pill. On December 22, 2013, the Board approved amending the Company's shareholders' rights plan, or poison pill, to eliminate the so called "dead-hand" provisions which had provided that only the current Trustees (or persons they recommend or approve for election as Trustees) may redeem

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rights issued under the plan following a triggering event. The Board has also determined to accelerate the expiration of the shareholders' rights plan, which currently is set to expire on October 17, 2014, to a date soon after resolution of the pending disputes with Related/Corvex.

Amended the Company's Bylaws. On December 22, 2013, the Board adopted amended and restated Bylaws to, among other things, reduce the advance notice share ownership requirements for shareholder nominations of individuals for election as Trustees and streamline the advance notice informational requirements for shareholder nominations and proposals of other business.

Adopted Minimum Share Ownership Policy for Board Members. On January 6, 2014, the Company also announced that the Board had approved changes to our Governance Guidelines to provide for minimum share ownership by Board members of at least 20,000 Common Shares.

Additional changes may also be implemented, and we continue to seek feedback through dialogue with our shareholders. These changes demonstrate the Board's commitment to enhance governance and respond directly to our shareholders, while allowing the Company's shareholders to continue receiving high quality management services at or below average costs. The Board and management continue to listen to shareholder feedback and respond.

Related/Corvex are asking you to remove experienced Trustees who are acting in the best interest of the Company and its shareholders.

The current Board includes new members who provide fresh perspectives as well as longer serving Trustees with significant experience managing Commonwealth and a unique knowledge of our portfolio, our tenants, our business partners and the markets in which we operate. Under their stewardship, the Company has acquired a valuable portfolio of properties that Related/Corvex now seek to control.

The Trustees have been responsive to shareholder suggestions. Following Related/Corvex's prior, invalid consent solicitation, the Trustees engaged with many of Commonwealth's shareholders to gather feedback on the Company's governance and management compensation. Following these meetings, the Board approved, has implemented and continues to pursue meaningful changes to our governance and management's compensation as discussed herein.

Related/Corvex's attempt to remove not only the current Board, but also any new trustees the Board may appoint, demonstrates that Related/Corvex only want control of the Company and do not care about the quality of the Board, in our view.

The Related/Corvex consent solicitation seeks to remove an experienced manager who is acting in the best interests of the Company and its shareholders and to replace the manager with unknown and untested management.

Related/Corvex have advocated that the Board take action to internalize the Company's management. A consent in favor of the removal action proposed by Related/Corvex should be expected to result in termination of our business and property management agreements with our manager and the loss of the services provided to us by RMR. We have no employees of our own. All of the personnel and services that we require to operate our business are provided to us under our business and property management agreements with RMR. None of our executive officers has an employment agreement with us or is paid their salaries or cash bonuses by us. Internalization of management of the Company will require that the Company hire new management and its own employees and purchase the necessary infrastructure to support the Company's operations. Related/Corvex are asking you to make fundamental changes in the management of the Company without identifying a new, complete management team, explaining their internalization plans or providing any estimate of the initial or continuing costs to internalize the Company's management.

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Related/Corvex have put forward only *potential* interim solutions to the management gap without even disclosing the cost to the Company of those interim solutions or the nature of their agreements with those service providers. Without an experienced and knowledgeable management team, the Company's value may be materially diminished.

RMR has a long history of successful management of publicly traded real estate companies. RMR oversees a large portfolio of publicly owned real estate, including approximately 1,700 properties throughout North America and Australia. In combination, the companies managed by RMR generated over \$12 billion in annual revenues and employed over 50,000 people as of September 30, 2013. RMR directly employs more than 860 professionals in its headquarters in Newton, MA and in over 20 regional offices. We benefit from economies of scale by hiring RMR to manage our geographically diverse portfolio of properties, resulting in a level of management costs for the Company that is consistently at or below the median for our peer group. We also believe that our relationship with RMR provides us with competitive advantages in operating and growing our business. There can be no guarantee that any replacement manager(s) or internal management structure will be as successful as RMR in managing the Company's affairs.

Related/Corvex have represented in publicly filed investor presentations that they estimate, if shareholders remove the Trustees, the Company will have annual savings of \$22.0 million in business and property management costs. Related/Corvex provide no support for such savings. Indeed, we believe it is much more likely that the Company would incur significant disruption and increased costs to replace the services and infrastructure provided to the Company by RMR with its own or those of another manager.

We believe that, consistent with their investment mandate, Related and its nominees may seek to run the Company like a distressed asset fund, not a stable portfolio of high-quality Class A, CBD assets. Related's Common Shares are held through its affiliate, Related Real Estate Recovery Fund, L.P., a fund which Related has publicly described as a "distressed real estate fund" which aims to invest in "properties that require significant repositioning." Based on this investment mandate, and Related/Corvex's previous investor presentations, we believe Related's business plan for the Company contemplates the sale of some of our best performing Class A, CBD assets that produce stable returns for our investors and significant investment in underperforming properties that we have designated as discontinued operations and believe to be riskier investments. In our view, this plan would fundamentally change the Company's risk profile and may impact the Company's ability to pay dividends.

We believe that Related/Corvex and their affiliates have a poor record of managing public companies and should not be considered credible candidates to manage CommonWealth.

Jeff Blau, the principal of Related, is also the CEO of The Related Companies, L.P., a real estate developer based in New York (the "Related Companies"). Mr. Blau previously served simultaneously as an officer of the Related Companies and as Chairman, CEO and a Trustee of American Mortgage Acceptance Company ("AMAC"), a publicly owned mortgage REIT. During Mr. Blau's tenure at AMAC, AMAC funded loans to affiliates of the Related Companies, including two large subordinated loans to development projects in Aspen, CO and Phoenix, AZ which subsequently defaulted and became worthless. Despite that these large loans were made to an affiliate of the Related Companies and Mr. Blau while he was a trustee of AMAC, AMAC never filed documentation for these loans with the SEC. Shortly thereafter, AMAC ceased operations and filed for bankruptcy; however, the Related Companies' affiliates received the benefit of the funding.

Jeff Blau and Stephen Ross, the Chairman of the Related Companies, also served simultaneously as officers of the Related Companies and as Managing Trustees on the board of Centerline Holding Company (f/k/a Charter Municipal Mortgage Acceptance Company, or "CharterMac"), a publicly

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owned real estate finance company. CharterMac also provided financing directly and indirectly to affiliates of the Related Companies. CharterMac internalized its management in November 2003 by purchasing, for aggregate consideration of \$338 million, a management company majority owned by the Related Companies. During Mr. Blau's and Mr. Ross's combined tenure at CharterMac from 2003 until they departed that board in 2009, the total returns realized by public shareholders was a loss of approximately 97.7%. Also during their tenure on the Board, the New York Stock Exchange ("NYSE") delisted CharterMac for failure to meet NYSE listing standards.

Keith Meister, the founder and Managing Partner of Corvex, has an equally troubling history with publicly-traded real estate companies. In January 2007, for example, Mr. Meister and his former employer, Icahn Group, acquired a 14.6% ownership in WCI Communities, Inc. ("WCI"), a publicly owned real estate development company in January 2007. Similarly, Mr. Meister and his colleagues criticized WCI management and stated that Icahn Group's goal was to change management and enhance shareholder value. In March 2007, Mr. Meister and his colleagues launched a tender offer for WCI at \$22.00 per share. The tender offer was subsequently withdrawn and Mr. Meister began a proxy contest for control of WCI. By August 2007, Mr. Meister and his colleagues were elected to the WCI Board and assumed effective control of WCI. Within approximately one year after Mr. Meister was elected to the WCI Board, WCI filed for bankruptcy and all WCI shareholder value was lost.

Related/Corvex's actions in connection with their prior, invalid consent solicitation demonstrate that Related/Corvex will relentlessly pursue their own agenda, including ignoring rules inconvenient to their objectives and threatening third parties that do business with us, regardless of the long-term cost to the Company and its shareholders, in our view.

Related/Corvex ignored provisions of our governing documents which were not convenient to their agenda and barreled ahead with an invalid consent solicitation based on their own made-up rules, as if they were in control of the Company. Then, before receiving a ruling on the validity of that consent solicitation from the arbitration panel, Related/Corvex issued a press release unilaterally and wrongly proclaiming that the Trustees had been removed and making the following warning: "We advise third parties that do business with Commonwealth that we reserve the right to challenge any corporate action that may be taken by these former trustees on or after today as invalid."

Despite having publicly warned shareholders and others that the Board had no corporate authority as of June 21, 2013, Related/Corvex hypocritically continued to accept dividends declared by the Board. We believe these actions demonstrate that Related/Corvex are not acting in the best interests of the Company or its shareholders and underscore their intention to disrupt Commonwealth's business.

Related/Corvex dangled the prospect of a potential offer which never materialized. We believe, Related/Corvex are continuing their efforts to disrupt our business and seize control of Commonwealth by removing the Trustees, without cause, through this consent solicitation, for their own short-term gain and without committing to pay you a control premium for your Common Shares.

It has been many months since Related/Corvex published "open" letters purporting to offer to acquire the Company for a premium. However, Related/Corvex have never presented a bona fide, fully financed offer for the Company which is actionable by you or the Company, or even committed to do so. Related/Corvex dangled the prospect of a potential offer which never materialized. This consent solicitation is a continuation by Related/Corvex of their effort to acquire control of Commonwealth without committing to pay you a control premium for your Common Shares and disrupt our business for their own short-term gain, in our view.

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Related/Corvex are asking you to leave the Company without any Trustees in the near term.

By pursuing the removal of all of the Trustees without cause through a consent solicitation, Related/Corvex are asking you to leave the Company without any Trustees to manage our business and affairs until a special meeting is held after the removal action is effective and replacement Trustees are elected and qualified at such meeting.

Related/Corvex are asking you to remove all the Trustees without cause and without any certainty as to who will govern the Company or manage our properties after the Trustees are removed. Significant uncertainty about the future of the governance and management of the Company may result in material harm to the Company. For example, it may affect the decision of our existing or prospective tenants to renew or enter into leases with us, the willingness of lenders to continue to lend money to us or to waive any events of default resulting from the Related/Corvex consent solicitation, our ability to pay distributions on our common and preferred shares and the amount of any such distributions, our ability to invest in our properties and fund acquisitions and the credit rating of our senior notes and preferred equity.

The removal of the Trustees as a result of the Related/Corvex consent solicitation or the termination of our management agreements with RMR, will each constitute a "change of control" under certain of our credit and other material agreements and preferred equity, which may give rise to acceleration, termination or other creditor rights and restrict our ability to pay dividends and continue to borrow.

The removal of all the Trustees as a result of the Related/Corvex consent solicitation or the termination of our management agreements with RMR would each constitute an "event of default" under the Company's revolving credit facility agreement and term loan agreement and may constitute an "event of default" under certain mortgage loan agreements with respect to our properties, which may restrict our ability to pay dividends or make further borrowings under our revolving credit facility and may result in lenders demanding immediate payment.

Related/Corvex have stated in their solicitation materials that in the event the Board is removed as a result of the Related/Corvex consent solicitation, they will offer to buy 51% of the debt outstanding under our revolving credit facility and term loan agreements at par value to prevent the acceleration of such loans. However, the waiver of a default under our revolving credit facility and term loan agreements requires the approval of two-thirds of our lenders by amount. No lender can evaluate or approve an unarticulated business plan to be implemented by an unidentified management team and approved and overseen by an undetermined Board. We can provide no assurance that in the event all of the Trustees are removed as a result of the Related/Corvex consent solicitation, Related/Corvex will be successful in buying any of our outstanding debts or credit commitments, preventing any acceleration of these loans or procuring waivers of any default that may be required for the Company to continue to pay dividends or other distributions.

The removal of the Trustees as a result of the Related/Corvex consent solicitation would constitute a "fundamental change" under the terms of our 6¹/₂% Series D Cumulative Convertible Shares of Beneficial Interest (the "Series D Preferred Shares"), triggering the right of holders to convert their Series D Preferred Shares into Common Shares at a conversion rate that is more favorable for such holders than the current prevailing conversion rate, unless we exercise our right to repurchase such shares for cash. As of September 30, 2013, the redemption cost for our outstanding Series D Preferred Shares was approximately \$380 million in aggregate plus accrued and unpaid distributions.

For more information on the consequences of a "change of control" on certain of our material agreements, please see "Certain Agreements" in this consent revocation statement.

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If the removal action proposed by Related/Corvex succeeds, we may be in violation of federal securities laws and the listing requirements of the NYSE.

If the removal action proposed by Related/Corvex succeeds and we are left without any Trustees, or if our business and property management agreements with RMR are terminated, it may be difficult for us to comply with federal securities laws, including our obligation to file periodic reports and maintain effective internal control over financial reporting and disclosure controls and procedures, which may affect our liquidity.

If the removal action proposed by Related/Corvex succeeds and we are left without any Trustees, we will be in violation of the rules and regulations of the SEC requiring that we have an independent Audit Committee and certain NYSE continued listing requirements, which may result in the SEC or NYSE taking enforcement action against us, including action by the NYSE to delist our Common Shares and other publicly traded securities.

The Board does not believe that issues such as Board representation and composition should be addressed through written consents solicited by Related/Corvex who have interests that may be different from our other shareholders.

The Board urges you to rely upon your independent Nominating and Governance Committee and the process outlined in "Shareholder Nominations and Other Proposals" in Annex III to this consent revocation statement for shareholder nominations and election of Trustees at our 2014 annual meeting, which is to be held on June 13, 2014.

We urge shareholders to reject the Related/Corvex consent solicitation and revoke any consent previously submitted.

Do not delay. In order to help ensure that our current Board may continue to act in your and the Company's best interests, please sign, date and return the enclosed WHITE Consent Revocation Card using the enclosed postage-paid envelope as promptly as possible whether or not you have signed the gold consent card from Related/Corvex.

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QUESTIONS AND ANSWERS ABOUT THIS CONSENT REVOCATION STATEMENT

Q: Who is making this solicitation?

A: The Company's Board of Trustees.

Q: What are we asking you to do?

A: We are asking you to revoke any consent on the Related/Corvex gold consent card that you may have delivered in favor of the proposal described in the Related/Corvex consent solicitation. Even if you have not submitted a consent card, we urge you to submit a **WHITE** Consent Revocation Card today so we may better keep track of the consent solicitation process.

Q: What does the Board recommend?

A: The Board strongly believes that the solicitation being undertaken by Related/Corvex is not in the best interests of the Company or its shareholders for the reasons described above. The Board unanimously opposes the solicitation by Related/Corvex and urges shareholders to reject the solicitation and revoke any consent previously submitted.

Q: What is the effect of delivering a **WHITE Consent Revocation Card?**

A: By marking the "YES, REVOKE MY CONSENT" box on the enclosed **WHITE** Consent Revocation Card and signing, dating and mailing the card in the postage-paid envelope provided, you will revoke any earlier dated consent that you may have delivered to Related/Corvex. Even if you have not submitted a consent card, we urge you to submit a **WHITE** Consent Revocation Card as described above, as it will help us keep track of the progress of the consent process.

Q: If I have already delivered a consent, is it too late for me to change my mind?

A: No. The requisite number of duly executed, unrevoked consents must be delivered to the Company within 30 days of the record date and the Company has five business days to inspect them and declare the results effective. You have the right to revoke your consent by delivering a **WHITE** Consent Revocation Card, as discussed in the next question.

Q: What should I do to revoke my consent?

A: Mark the "YES, REVOKE MY CONSENT" box next to the proposal listed on the **WHITE** Consent Revocation Card. Then, sign and date the enclosed **WHITE** Consent Revocation Card and return it TODAY or as soon as possible in the postage-paid envelope provided. It is important that you date the **WHITE** Consent Revocation Card when you sign it.

Q: What happens if I do nothing?

A: You are not required to execute and send in any gold consent card that Related/Corvex sends you. However, if you do not do so, you will effectively be voting AGAINST the removal action proposed by Related/Corvex. If you have validly executed and delivered a consent that Related/Corvex sent you, doing nothing further will mean that you have consented to the removal action proposed by Related/Corvex. If you have executed and delivered a consent that Related/Corvex sent you, the Board urges you to revoke any such

consent previously submitted by executing and delivering the **WHITE** Consent Revocation Card.

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Q: Who is entitled to consent, withhold consent or revoke a previously given consent with respect to the removal action proposed by Related/Corvex?

A: Only shareholders of record as of the close of business on the Record Date may execute, withhold or revoke consents with respect to the removal action proposed by Related/Corvex. If your shares are held in the name of a brokerage firm, bank, nominee or other institution, to revoke your consent you will need to provide instructions to your broker, bank, nominee or other institution to execute the **WHITE** Consent Revocation Card on your behalf.

Q: When should I return my Consent Revocation Card?

A: In order for the removal action proposed by Related/Corvex to be adopted, the Company must receive valid, unrevoked consents executed by the holders of a sufficient number of the Company's Common Shares within 30 days after the Record Date. We urge you to *promptly* return the **WHITE** Consent Revocation Card.

Q: Who should I call if I have questions about the solicitation?

A: If you have any questions regarding this consent revocation statement or about submitting your **WHITE** Consent Revocation Card, or otherwise require assistance, please call Morrow & Co., LLC ("Morrow"), the firm assisting in soliciting the revocation of consents, toll free, at (800) 276-3011 (banks and brokers call collect at (203) 658-9400).

BACKGROUND OF THE RELATED/CORVEX CONSENT SOLICITATION

In late 2012 and early 2013, the Board of Trustees became concerned that the Company's unsecured senior indebtedness would lose its investment grade rating by mid-2013 if the Company failed to improve its debt to equity and fixed charges coverage ratios and began considering raising a significant amount of equity to repay debt in order to improve these ratios.

On February 23, 2013, the Board met to review the Company's 2012 year-end financial results and discuss the potential risks and benefits of an equity offering. Following a consideration of the risks that would be associated with the Company's failure to raise equity capital at that time, including a likely downgrade of the Company's debt ratings, the Board determined to proceed with an equity offering and debt tender offer.

On February 25, 2013, the Company publicly announced and commenced (1) a public offering (the "Equity Offering") of up to 31,050,000 of our Common Shares, including the 30-day option of the underwriters involved in the Equity Offering to purchase up to an additional 4,050,000 Common Shares and (2) a tender offer (the "Tender Offer") to purchase for cash up to \$450.0 million of our outstanding senior notes, subject to the terms and conditions set forth in the offer to purchase and letter of transmittal related to the Tender Offer.

On February 26, 2013, Related/Corvex jointly filed a Schedule 13D with the SEC (their "Schedule 13D"). Their Schedule 13D included a slide presentation which referenced selected public information about certain office properties owned by the Company and repeated statements that Related/Corvex believed that the Common Shares were worth \$40 per share and may be worth as much as \$55 per share. Their Schedule 13D also included an "open letter" to the Board dated February 26, 2013, in which Related/Corvex demanded that the Board cancel the Equity Offering and begin a dialogue with them.

Later on that same day, Related/Corvex published a second "open letter" to the Board, dated February 26, 2013. In this letter, Related/Corvex stated that they were "prepared" to acquire all the shares of the Company at \$25 per share, rather than the \$40 per share or \$55 per share amounts referenced in their earlier materials. Related/Corvex did not explain how they would finance this

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purported "offer" and stated that it was conditioned upon the Company terminating the Equity Offering and allowing Related/Corvex to conduct diligence of the Company's assets and business.

On February 26, 2013, the Company received indications from Standard & Poor's that the rating agency intended to put the Company on "negative watch for possible downgrade" of its debt to junk status in large part because of the possibility that the Equity Offering might not occur due to the activities of Related/Corvex.

On the evening of February 26, 2013, the Board convened a special meeting, in which a representative of the underwriters of the Equity Offering participated for a portion of the meeting, to consider the materials publicly filed by Related/Corvex, the market conditions created by the activities of Related/Corvex and the rewards and risks associated with continuing the Equity Offering and Tender Offer versus terminating the Equity Offering and beginning a negotiation with Related/Corvex. At that meeting, Company management and the representative of the underwriters presented reports to the Board as to the status of the Equity Offering and noted that the Equity Offering was proceeding as planned, except that the public filing and open letters by Related/Corvex were increasing the share trading activity and creating uncertainty in the market as to whether the Equity Offering would continue. At that meeting, the Board also discussed the risk that cancellation or delay of the Equity Offering would make it difficult or impossible for the Company to raise equity capital in the future. Company management also reported to the Board that Standard & Poor's had advised Company representatives of the rating agency's intention to put the Company on "negative watch for possible downgrade" of the Company's debt to junk status. Following extensive discussion, the Board reached a unanimous determination that it was in the best interests of the Company to continue the Equity Offering and Tender Offer.

On the morning of February 27, 2013, the Company issued a press release announcing the Board's determination to continue the Equity Offering and to use the proceeds to repay debt. Around the same time, Related/Corvex filed an amendment to their Schedule 13D with the SEC and issued a press release with a third "open letter" dated February 27, 2013 to the Board. The letter repeated the demands that the Equity Offering be cancelled and that the Company enter into discussions with Related/Corvex. The amended Schedule 13D also disclosed that Related/Corvex had filed a complaint for injunctive and declaratory relief and rescission in a Maryland state court, against the Company, the Board of Trustees and RMR. The complaint requested that the court, among other things, enjoin the Company and the Board of Trustees from taking actions to implement the Equity Offering and rescind the Equity Offering should it be completed. For more information on this litigation, please see "Certain Litigation" later in this consent revocation statement. Later that day, the Company filed a demand for arbitration of this litigation with the AAA.

On the afternoon of February 27, 2013, the Board again convened to consider the information in Related/Corvex's latest "open letter". The Board concluded that the only new information in this latest letter appeared to be statements about financial resources of Related/Corvex and their affiliates, without disclosing whether those resources were available or sufficient to fund a purchase of the Company. The Board concluded that there was no complete financing plan for the purported "offer" by Related/Corvex. The Board also reconsidered the issues discussed during the meeting the previous evening and the information contained in the Schedule 13D, as amended, and Related/Corvex's latest letter, and reconfirmed its prior determination that the best interests of the Company would be served by the Company continuing the Equity Offering and Tender Offer, and, at the request of the underwriters for the Equity Offering, the Board issued a public announcement disclosing that determination.

Later that afternoon, Related/Corvex published a fourth "open letter" to the Board, dated February 27, 2013, in which they stated that they were prepared to increase their purported "offer" to \$27 per share (an amount still substantially less than their \$40 to \$55 valuation), subject to the Company terminating the Equity Offering and permitting Related/Corvex to conduct diligence. In this

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"open letter," Related/Corvex again failed to provide evidence of financing for the purported "offer." A majority of the Board convened informally and determined that there was no materially different information presented by this latest letter from those previously received; the new letter did not include a financing plan and was conditioned upon diligence.

Also later that afternoon, the Pricing Committee of the Board formed in connection with the Equity Offering held a special meeting in which representatives of the underwriters of the Equity Offering participated. Representatives of the underwriters presented the details of the indications of interest received from investors. The Pricing Committee asked the underwriters to consider a transaction at or close to the per share closing market price of the Common Shares on the NYSE. The underwriters reported that institutional investors whose participation was necessary in order for the Equity Offering to be fully subscribed would not pay such a price. In response to questions from the Pricing Committee, representatives of the underwriters stated that there was not sufficient demand to price a transaction of 27,000,000 Common Shares at \$20 per share. The Pricing Committee convened separately with counsel to discuss the report of the underwriters. After further negotiations between the Pricing Committee and the underwriters, and another separate meeting of the Pricing Committee, the Pricing Committee and underwriters agreed to terms whereby the total offering size would be for 30,000,000 Common Shares, or 34,500,000 Common Shares should the underwriters fully exercise their over-allotment option, at \$19 per share (or an aggregate offering price of \$570.0 million, or \$655.5 million should the underwriters fully exercise their over-allotment option). Following the meeting, the Company issued a press release announcing that the Equity Offering had priced.

On March 1, 2013, in response to questions from investors, the Board of Trustees adopted the Bylaws to clarify the Board's intent that a shareholder seeking to take action to remove one or more Trustees must comply with the same bylaw requirements as a shareholder making a nomination of an individual for election to the Board of Trustees, and to make certain procedural adjustments to the record date and solicitation period for any shareholder action by written consent in order to afford a reasonable time for the Company to consider the proposed shareholder action and prepare solicitation materials and for shareholders to receive and consider a consent solicitation statement and a consent revocation statement.

Also on March 1, 2013, Related/Corvex filed a second complaint for injunctive and declaratory relief. This filing was made in the United States District Court for the District of Massachusetts (the "Massachusetts District Court") against the Company and the Board of Trustees and included a motion requesting that the court, among other things, enjoin the Company and the Board of Trustees from consummating the Equity Offering. Late in the afternoon on March 4, 2013, the Massachusetts District Court issued an order denying the motion. Among other reasons for denying the motion, the Court found that the plaintiffs failed to meet their burden of showing there was a likelihood that the claims asserted by them would succeed on the merits. For more information on this litigation, please see "Certain Litigation" later in this consent revocation statement.

On March 5, 2013, the Company completed the Equity Offering in which it issued 34,500,000 Common Shares (reflecting the full exercise of the underwriters' over-allotment option pursuant to the underwriting agreement). On March 11, 2013, the Company increased the amount of notes to be purchased in the Tender Offer to \$665.0 million. On March 25, 2013, the Company completed the purchase of notes with a principal amount outstanding of \$670.3 million, which comprised all of the notes tendered in the Tender Offer.

On the evening of March 12, 2013, Related/Corvex sent a letter to the Company's Independent Trustees requesting, among other things, a meeting with the Independent Trustees.

On the morning of March 13, 2013, before the market opened and the Independent Trustees could respond to the Related/Corvex letter, Related/Corvex filed a preliminary consent solicitation statement for a consent solicitation to remove all of the Trustees, without cause. On the same day,

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Related/Corvex also further amended their Schedule 13D to reflect their acquisition of additional shares.

On March 15, 2013, Related/Corvex further amended their Schedule 13D to announce their intent to file an amended complaint in the Maryland state court action to request that the court, among other things, declare certain provisions of the Bylaws regarding nomination and removal of Trustees invalid.

On March 15, 2013, the Board of Trustees held a meeting with members of management and representatives from Skadden, Arps, Slate, Meagher & Flom LLP ("Skadden"). The Board reviewed its duties in connection with the solicitation by Related/Corvex of consents of shareholders to remove the Trustees, without cause. The Board of Trustees discussed the preliminary consent solicitation statement that had been filed by Related/Corvex and, following these discussions, the Board of Trustees unanimously determined (i) that the proposal of Related/Corvex to remove all of the Trustees was not in the best interests of the Company and (ii) to recommend that shareholders do not consent to the removal action proposed by Related/Corvex. On March 18, 2013, the Company filed a preliminary consent revocation statement in opposition to the Related/Corvex consent solicitation.

On March 25, 2013, the Company entered into a registration agreement with Select Income REIT ("SIR") pursuant to which SIR filed a Registration Statement on Form S-11 with the SEC to permit the public resale by the Company of some or all of the 22,000,000 common shares of beneficial interest of SIR owned by the Company (the "SIR Shares"). On the evening of March 25, 2013, Related/Corvex sent a second letter to the Company's Independent Trustees criticizing, among other things, the Board's determination to consider a possible sale of the SIR Shares.

On the afternoon of March 26, 2013, representatives of the Company's management met with representatives of Related/Corvex to better understand the actions that Related/Corvex requested the Company to take. No agreements were achieved at this meeting.

On March 28, 2013, Related/Corvex sent a letter to the Board which, among other things, purported to offer to enter into negotiations to acquire the Company at a purchase price of \$24.50 per Common Share and threatened that if the Board did not agree to sell the Company to Related/Corvex at a purchase price of \$24.50 per Common Share or to a third party at a higher price, Related/Corvex would proceed with a consent solicitation to remove the Board without cause. Related/Corvex did not include a financing plan with their letter or identify the individuals that Related/Corvex intended to support for appointment to the Board if their removal action is successful. Consistent with its fiduciary duties under Maryland law, the Board carefully reviewed the purported "offer" in consultation with its legal and financial advisors.

On March 29, 2013, the Company sent a letter to representatives of Related/Corvex stating that the Board had received the Related/Corvex March 28, 2013 letter and would discuss it at a meeting in the near term.

On April 9, 2013, representatives of the Company's management and certain members of the Board, including an Independent Trustee, met with representatives of Related/Corvex. No agreements were achieved at this meeting.

On April 10, 2013, Related/Corvex filed a definitive consent solicitation statement for a consent solicitation to remove all of the Trustees, without cause.

On April 12, 2013, Corvex delivered letters of Corvex Master Fund LP, an affiliate of Corvex, Mr. David R. Johnson and Cede & Co., to the Company's Secretary requesting that the Company set a record date for a consent solicitation to remove all of the Trustees, without cause. In this letter, Corvex asserted that if the Board did not accept their request for a record date as valid, the record date for their consent solicitation to remove all of the Trustees would be April 22, 2013. Also on April 12, 2013, Related/Corvex amended their Schedule 13D and amended their consent solicitation statement to, among other things, add information regarding Mr. Johnson.

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On April 12, 2013, the Board of Trustees held a meeting with members of management and representatives from Skadden and Saul Ewing LLP, the Company's Maryland counsel, and representatives of Bank of America Merrill Lynch, the Company's financial advisors. At this meeting, the Board reviewed and considered the Related/Corvex purported "offer" to enter into negotiations to acquire the Company at a purchase price of \$24.50 per Common Share. After careful consideration of all available information and advice of its financial and legal advisors, the Board unanimously concluded that (i) Related/Corvex were not prepared to make an unconditional offer for the Common Shares and had not provided evidence that they had the committed financing necessary to acquire the Company and (ii) the best interests of the Company would be best served by the Company proceeding with continued implementation of the Company's business plan. Also at this meeting, the Board adopted a resolution electing to classify the Board pursuant to Section 3-803 of the Unsolicited Takeovers Act and approved a corresponding amendment to the Bylaws. The Board also engaged in a preliminary review of the materials delivered by Corvex on April 12, 2013, requesting that the Company set a record date for a consent solicitation to remove all of the Trustees, noted several deficiencies with those materials and authorized management to respond thereto.

On April 18, 2013, the Company responded to the letters delivered by Corvex requesting that the Company set a record date for a consent solicitation to remove all Trustees, without cause, noting that, although the Company had not completed review of the documents delivered, the requests for a record date appeared to be invalid for at least three reasons which were explained in the letter. The Company invited Corvex, Corvex Master Fund LP and Mr. Johnson to provide more information or make other corrections to their record date requests.

On April 18, 2013, Related/Corvex announced that they had sent a letter to Company shareholders urging them to submit consents to remove the Trustees, without cause, to Related/Corvex and made an investor presentation available on their consent solicitation website. The Company also mailed a letter on April 18, 2013 to Company shareholders urging them to take no action on the Related/Corvex consent solicitation for a number of reasons, including that no record date had been set.

On April 22, 2013, counsel for Corvex sent a letter to counsel for the Company rejecting the Company's position that the record date requests were deficient. The letter stated Corvex's position that the record date for their consent solicitation to remove the Board, without cause, was April 22, 2013 if the Trustees failed to set a record date by then.

On April 23, 2013, Related/Corvex announced that they had sent a second letter to the Company's shareholders urging them to submit consents to Related/Corvex and directing the Company's shareholders to a website populated with materials published by Related/Corvex. The Company believes that Related/Corvex also mailed consent materials to shareholders as of their purported April 22, 2013 record date on this date.

On April 25, 2013, counsel for the Company sent a letter to counsel for Corvex stating that the Board has the exclusive power to set a record date and that, as counsel to Corvex conceded the record date requests did not comply with the Company's governing documents, the Company Board was suspending its consideration of such requests.

On May 8, 2013, following a hearing held on May 3, 2013, the Maryland Court denied the Petition to Stay Arbitration that had been filed by Related/Corvex on March 13, 2013 and directed the dispute be submitted to arbitration. The Court also denied the partial motion for summary judgment made by Related/Corvex asking the Court to invalidate certain provisions of the Company's Bylaws regarding nomination and removal of Trustees as inconsistent with the Company's Declaration of Trust. For more information on this litigation, please see "Certain Litigation" later in this consent revocation statement.

On June 17, 2013, representatives of the Company's management and certain members of the Board met with representatives of Related/Corvex to better understand the views of Related/Corvex in an effort to reach a common ground. No agreements were achieved at this meeting.

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From May 8, 2013 to June 21, 2013, Related/Corvex continued to solicit the Company's shareholders to consent to their removal proposal and in connection therewith issued numerous press releases, letters and shareholder presentations. During the same time, the Company continued to advise our shareholders that we considered the Related/Corvex consent solicitation to be invalid.

On June 21, 2013, Corvex and Corvex Master Fund LP delivered a letter to the Company claiming to have received written consents from over 70% of the Company's shareholders as of their purported record date of April 22, 2013 to effectuate the immediate removal of the Company's entire Board of Trustees, without cause, and asserting that the Trustees had been removed from office. Also on June 21, 2013, Related/Corvex delivered a second letter to the Company's Independent Trustees repeating the assertion that the Independent Trustees are no longer trustees of the Company. On June 21, 2013, Related/Corvex also issued a press release making similar assertions and stating:

"[Related/Corvex] will hold each former trustee personally accountable if they attempt to illegitimately usurp corporate authority they do not have. [Related/Corvex] advise third parties that do business with Commonwealth that we reserve the right to challenge any corporate action that may be taken by these former trustees on or after today as invalid."

On June 24, 2013, the Company responded to the letters from Related/Corvex pointing out that the effectiveness of the Related/Corvex consent solicitation was the subject of proceedings before an arbitration panel and that the Board of Trustees would continue to manage the Company unless and until the arbitration panel directed otherwise. The Company also responded to inquiries from the NYSE regarding the effectiveness of the Related/Corvex consent solicitation.

On August 7, 2013, following a hearing held on July 26, 2013, the arbitration panel granted in part and denied in part Related/Corvex's motion for partial summary judgment. The arbitration panel denied Related/Corvex motion seeking an order finding that its consent solicitation was proper and ordering the officers of the Company to convene a special meeting of shareholders to elect new trustees. The arbitration panel also set an evidentiary hearing for further consideration of all matters in the disputes between Related/Corvex and the Trustees and the Company to begin on October 7, 2013. The arbitration panel held that "some holding period and some minimum threshold ownership level singularly or in combination can be set in the bylaws as a condition to a shareholder or shareholders obtaining a record date for a consent solicitation . . . [and] that there is no evidence that the Trustees of [the Company] were not acting in good faith in adopting the 3+3 bylaws." Nonetheless, the arbitration panel found that the 3+3 bylaws made a consent solicitation unreasonably difficult to achieve and reinstated the Company's previous bylaws which required a \$2,000 share ownership threshold for a period of at least one year. For more information on this litigation, please see "Certain Litigation" later in this consent revocation statement.

On September 23, 2013, the Company issued a press release announcing the restructuring of the Company's business management agreement with RMR to further align with the returns realized by shareholders, as described above. The press release also announced certain corporate governance changes, including a plan to increase the number of Independent Trustees on the Board to 75% and appoint a Lead Independent Trustee, a plan to recommend at the Company's next annual meeting following the resolution of the disputes with Related/Corvex that the shareholders approve an amendment to the Declaration of Trust providing for the annual election of all Trustees, and a plan to accelerate the expiration of the Company's shareholders' rights agreement, or poison pill, following the resolution of the disputes with Related/Corvex.

On November 18, 2013, following the conclusion of a hearing which began on October 7, 2013, the arbitration panel issued an award (the "Panel Findings") finding, among other things, that Related/Corvex's purported consent solicitation "was not properly conducted and cannot be validated." The arbitration panel also provided for a limited opportunity for Related/Corvex to conduct a new consent solicitation pursuant to a timeline established by the panel. The arbitration panel also held that if

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Related/Corvex were to conduct a new consent solicitation in accordance with the timeline established by the panel, our Bylaw information requirements applicable to a request for a record date for a new consent solicitation to remove trustees would be deemed satisfied by Related/Corvex by the information provided with their April 12, 2013 record date request, as supplemented by the information produced by Related/Corvex in the arbitration proceedings. The timeline established by the arbitration panel provided that Related/Corvex need to submit to the Board a request for a record date by February 16, 2014.

On November 25, 2013, Related/Corvex gave notice of their intent to commence a new consent solicitation pursuant to the rules set forth in the Panel Findings.

On December 3, 2013, Related/Corvex filed a new preliminary solicitation statement with the SEC.

On December 6, 2013, the Company filed a preliminary consent revocation statement with the SEC.

Representatives of the Company's management and certain members of the Board, including the Independent Trustees, and counsel to the Company have discussed the possibility of settlement with representatives of Related/Corvex or their counsel on numerous occasions. No settlement agreement has been achieved.

On December 19, 2013, the Company and RMR entered into an amended and restated business management