

PRENTISS PROPERTIES TRUST/MD  
Form 425  
December 14, 2005

Filed by Brandywine Operating Partnership pursuant to  
Rule 425 under the Securities Act of 1933, as amended and deemed filed Pursuant to  
Rule 14a-12 under the Securities Exchange Act of 1934, as amended

Subject Company: Prentiss Properties Trust  
Commission File No.: 1-14516

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

**FORM 8-K/A**

**CURRENT REPORT**

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

Date of Report (Date of earliest event reported): October 3, 2005

**BRANDYWINE OPERATING PARTNERSHP, L.P.**

(Exact name of issuer as specified in charter)

**DELAWARE**  
(State or Other Jurisdiction  
of Incorporation or  
Organization)

**000-24407**  
(Commission  
file  
number)

**23-2862640**  
(I.R.S. Employer  
Identification  
Number)

**401 Plymouth Road, Suite 500  
Plymouth Meeting, Pennsylvania 19462**  
(Address of principal executive offices)

**(610) 325-5600**  
(Registrant's telephone number, including area code)

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

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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LLP

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## **Item 8.01 Other Events**

On October 3, 2005, Brandywine Realty Trust (“Brandywine”), together with its operating subsidiary, Brandywine Operating Partnership, L.P (“Brandywine OP”), entered into an agreement and plan of merger (the “Merger Agreement”) that provides for the acquisition of Prentiss Properties Trust (“Prentiss”) and its operating subsidiary, Prentiss Properties Acquisition Partners, L.P. (“Prentiss OP”). On October 4, 2005, we filed a Current Report on Form 8-K (the “October 4 Form 8-K”) that included a copy of the Merger Agreement as Exhibit 2.1 and provided information relating to the transactions provided for in and contemplated by the Merger Agreement.

As we indicated in the October 4 Form 8-K, the Merger Agreement and related documents provide for the acquisition by designees of The Prudential Insurance Company of America of certain of the Prentiss properties. The documents provided that the Prudential property acquisition would occur on either the day before, or the day of, the closing of the merger, with the precise timing dependent on whether we received a private letter ruling from the Internal Revenue Service that we agreed to apply for. Because we received the private letter ruling, the Prudential property acquisition will occur on the closing date of the merger.

Completion of the merger is subject to customary closing conditions, including, but not limited to, the approval by the shareholders of Brandywine and Prentiss. The Merger Agreement contains customary termination rights for both Brandywine and Prentiss and provides that upon termination of the agreement in certain circumstances, Prentiss or Brandywine would be required to pay liquidated damages.

Historical financial statements of Prentiss and pro forma financial information of Brandywine OP are included in this report in response to Item 9.01 below. This Form 8-K/A is an amendment to the October 4 Form 8-K.

### **Additional Information about the Merger and Where to Find It**

Brandywine and Prentiss filed with the Securities and Exchange Commission a registration statement on Form S-4 that contains a joint proxy statement/prospectus and other documents regarding the mergers provided for in the Merger Agreement. Investors and security holders are urged to read the proxy statement/prospectus because it contains important information about Brandywine and Prentiss and the proposed mergers. Investors and security holders may obtain a free copy of the definitive joint proxy statement/prospectus and other documents filed by Brandywine and Prentiss with the Securities and Exchange Commission at the Securities and Exchange Commission’s web site at [www.sec.gov](http://www.sec.gov). The definitive proxy statement/prospectus and other relevant documents may also be obtained free of charge by directing a request to Brandywine Realty Trust, 401 Plymouth Road, Suite 500, Plymouth Meeting, PA 19462, Attention Investor Relations, (telephone 610-325-5600) or Prentiss Properties Trust, 3890 W. Northwest Highway, Suite 400, Dallas, Texas 75220, Attention: Investor Relations (telephone 214-654-0886).

Brandywine and Prentiss and their respective trustees and executive officers may be deemed to be participants in the solicitation of proxies from the shareholders of Brandywine and Prentiss in connection with the merger. Information about Brandywine and its trustees and executive officers, and their ownership of Brandywine securities, is set forth in the proxy statement for Brandywine’s 2005 Annual Meeting of Shareholders, which was filed with the SEC on April 1, 2005. Information about Prentiss and its trustees and executive officers, and their ownership of Prentiss securities, is set forth in the proxy statement for the 2005 Annual Meeting of Shareholders of Prentiss, which was filed with the SEC on April 5, 2005. Additional information regarding the interests of those persons may be obtained by reading the proxy statement/prospectus.

This communication shall not constitute an offer to sell or the solicitation of an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No offering of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act of 1933, as amended.

## **Item 9.01 Financial Statements and Exhibits**

Listed below are the financial statements, pro forma financial information and exhibits filed as part of this report:

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### (a) Financial Statements of Business Acquired.

1.) Audited Consolidated Financial Statements of Prentiss as of December 31, 2004 and 2003 and for the years ended December 31, 2004, 2003, and 2002 (incorporated by reference to Exhibit 99.1 pages F-1 to F-43 of Prentiss's Current Report on Form 8-K, File No. 001-14516, as filed with the Securities and Exchange Commission on November 14, 2005 and attached as Exhibit 99.1 to this report).

2.) Unaudited Consolidated Financial Statements of Prentiss as of September 30, 2005 and 2004 and for the three and nine months ended September 30, 2005 and 2004 (incorporated by reference to pages 5 to 23 of Prentiss's Form 10-Q for the quarter ended September 30, 2005, File No. 001-14516, as filed with the Securities and Exchange Commission on November 9, 2005 and attached as Exhibit 99.2 to this report).

### (b) Pro Forma Financial Information

The pro forma financial information of Brandywine OP listed in the accompanying Index is filed as part of this Current Report on Form 8-K/A.

### (c) Exhibits

EX-23.1 CONSENT OF PRICEWATERHOUSECOOPERS LLP  
EX-99.1 CONSOLIDATED FINANCIAL STATEMENTS OF PRENTISS  
EX-99.2 UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS OF PRENTISS

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**Signatures**

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

BRANDYWINE OPERATING PARTNERSHIP, L.P.

By: Brandywine Realty Trust, its General  
Partner

Date: December 13, 2005

By: /s/ Gerard H. Sweeney

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Gerard H. Sweeney  
President and Chief Executive Officer

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**BRANDYWINE OPERATING PARTNERSHIP  
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**BRANDYWINE OPERATING PARTNERSHIP**

**UNAUDITED PRO FORMA CONSOLIDATED FINANCIAL STATEMENTS**

On October 3, 2005, Brandywine Realty Trust (collectively with Brandywine Operating Partnership, "Brandywine") and Prentiss Properties Trust ("Prentiss") agreed to combine their businesses by merging Prentiss and a subsidiary of Brandywine under the terms of the merger agreement attached as Exhibit 2.1 to our current report on Form 8-K filed with the SEC on October 4, 2005. We encourage you to read the merger agreement carefully and in its entirety.

Upon completion of the REIT Merger, each Prentiss common share will be converted into the right to receive \$21.50 in cash and 0.69 of a Brandywine Realty Trust common share. Cash will be paid in lieu of fractional shares. Because the portion of the merger consideration to be received in Brandywine Realty Trust common shares is fixed, the value of the consideration to be received by Prentiss common shareholders in the merger will depend upon the market price of Brandywine Realty Trust common shares at the time of the REIT Merger. The REIT Merger will be accounted for using the purchase method of accounting in accordance with Statement of Financial Accounting Standards No. 141, "Business Combinations."

As part of the merger transaction, Brandywine and Prentiss have entered into agreements with The Prudential Insurance Company of America ("Prudential"). These agreements provide for the acquisition by Prudential of Prentiss properties that contain up to an aggregate of approximately 4.32 million net rentable square feet for total consideration of up to approximately \$747.7 million (including assumption of certain related secured debt obligations) (the "Prudential Acquisition"). In accordance with the merger agreement, we applied for and received a private letter ruling from the Internal Revenue Service and, accordingly, the Prudential Acquisition will be consummated immediately after the closing of the REIT Merger. Consummation of the Prudential Acquisition is contingent upon consummation of the REIT Merger.

The accompanying unaudited pro forma consolidated financial statements have been prepared based on certain pro forma adjustments to the historical consolidated financial statements of Brandywine Operating Partnership and Prentiss as of September 30, 2005 and for the nine months then ended and for the year ended December 31, 2004 to give effect for certain material transactions already completed or contemplated by Brandywine and Prentiss separately or as part of the REIT Merger/Prudential Acquisition including the following:

**Brandywine**

- Impact of material acquisitions completed in 2004  the acquisition of the Rubenstein portfolio in September of 2004
- Financing and capital transactions (including equity offerings) completed in connection with financing these acquisitions
- Redemption of Brandywine preferred securities in 2004

**Prentiss**

- Impact of material acquisitions completed in 2004/2005
- Completed dispositions of properties including certain of the properties in Chicago, Illinois; Southfield, Michigan; and Dallas, Texas to which Prentiss had committed to a plan to sell
- Financing and capital transactions completed in connection with financing these acquisitions or the use of proceeds from sales
- Certain reclassifications to Prentiss's historical financial statement presentations to conform with Brandywine's financial statement presentation
- Redemption of Prentiss preferred securities in 2004

**REIT Merger/Prudential Acquisition**

- Impact of Prudential Acquisition
- Effects of REIT Merger including financing transactions, issuance of shares by Brandywine Realty Trust, issuance of Class A units by Brandywine Operating Partnership, assumption of debt and application of purchase accounting.

The historical consolidated financial statements of Brandywine Operating Partnership are contained in the company's annual report on Form 10-K, quarterly reports on Form 10-Q and/or Form 10-Q/A, current reports on Form 8-K and other information on file with the Securities and Exchange Commission and incorporated by reference into this document. Certain historical consolidated financial statements of Prentiss are included in Exhibit 99.1 and Exhibit 99.2. The unaudited pro forma consolidated financial statements should be read in conjunction with, and are qualified in their entirety by, the notes thereto and the historical consolidated financial statements of both Brandywine Operating Partnership and Prentiss, including the respective notes thereto.

The accompanying unaudited pro forma consolidated balance sheet as of September 30, 2005 has been prepared as if the completed or proposed transactions described above occurred as of that date. The accompanying unaudited pro forma consolidated statements of operations for the nine months ended September 30, 2005 and for the year ended December 31, 2004 have been prepared as if the completed or proposed transactions described above had occurred as of January 1, 2004. The unaudited pro forma consolidated financial statements do not purport to be indicative of the financial position or results of operations that would actually have been achieved had the completed or proposed transactions described above occurred on the dates indicated or which may be achieved in the future.

In the opinion of Brandywine's management, all significant adjustments necessary to reflect the effects of the completed or proposed transactions described above that can be factually supported within the Securities and Exchange Commission regulations covering the preparation of pro forma financial statements have been made. The pro forma adjustments and the purchase price allocation as presented are based on estimates and certain information that is currently available to Brandywine's management. Such pro forma adjustments and the purchase price allocation could change as additional information becomes available, as estimates are refined or as additional events occur. Brandywine's management does not anticipate that there will be any significant changes in the total purchase price as presented in these unaudited pro forma consolidated financial statements.

The unaudited pro forma consolidated financial statements do not give effect to (i) any transaction other than those described above, (ii) the results of operations of Brandywine Operating Partnership or Prentiss since September 30, 2005, (iii) certain cost savings and one-time charges expected to result from the transactions described above which have not already been completed and whose effects are not reflected in the historical financial statements of Brandywine Operating Partnership or Prentiss and (iv) the results of final valuations of the assets and liabilities of Prentiss, including property and intangible assets. We are currently developing plans to integrate the operations of the companies, which may involve various costs and other charges that may be material. We will also revise the allocation of the purchase price when additional information becomes available. Accordingly, the pro forma consolidated financial information does not purport to be indicative of the financial position or results of operations as of the date of this joint proxy statement/prospectus, as of the effective date of the Mergers and the Prudential Acquisition, any period ending at the effective date of the Mergers and the Prudential Acquisition or as of any other future date or period. The foregoing matters could cause both Brandywine's pro forma financial position and results of operations, and Brandywine Operating Partnership's actual future financial position and results of operations, to differ materially from those presented in the following unaudited pro forma consolidated financial statements.

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**BRANDYWINE OPERATING PARTNERSHIP**

**UNAUDITED PRO FORMA CONSOLIDATED BALANCE SHEET**

**As of September 30, 2005**

**(in thousands)**

**Prentiss**



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	<u>Brandywine Historical</u>	<u>Prentiss Historical</u>	<u>Reclassifica- tions (A)</u>	<u>Dispositions (B)</u>	<u>Prentiss as Adjusted</u>	<u>Prudential Acquisition (C)</u>	<u>Pro Forma Adjustments (C)</u>	<u>Brandywine Pro Forma</u>
<b>ASSETS</b>								
Real estate investments:								
Operating properties	\$ 2,568,070	\$ 1,961,601	\$ 205,314	\$ -	\$ 2,166,915	\$ (525,534)	\$ 480,101	\$ 4,689,552
Accumulated depreciation	(373,127)	(211,686)	(71,521)	-	(283,207)	76,748	206,459	(373,127)
Operating real estate investments, net	2,194,943	1,749,915	133,793	-	1,883,708	(448,786)	686,560	4,316,425
Properties and related assets held for sale	-	321,365	-	(53,425)	267,940	-	78,780	346,720
Construction-in-progress	240,749	38,871	-	-	38,871	(38,871)	-	240,749
Land held for development	86,086	63,786	-	-	63,786	(24,916)	24,062	149,018
Total real estate investments, net	2,521,778	2,173,937	133,793	(53,425)	2,254,305	(512,573)	789,402	5,052,912
Cash and cash equivalents	23,340	8,813	-	-	8,813	676,513	(676,513)	32,153
Escrowed cash	16,174	44,949	-	-	44,949	-	-	61,123
Accounts receivable, net	7,955	45,141	(35,457)	-	9,684	-	-	17,639
Accrued rent receivable, net	42,977	-	35,457	-	35,457	(11,462)	(23,995)	42,977
Marketable securities	-	5,208	-	-	5,208	-	-	5,208
Investment in real estate ventures	13,335	7,139	-	-	7,139	-	44,422	64,896
Deferred costs, net	34,624	253,137	(190,893)	-	62,244	(13,830)	(42,647)	40,391
Intangible assets, net	81,275	-	42,011	-	42,011	-	281,172	404,458
Other assets	52,457	7,462	15,089	-	22,551	-	-	75,008
Total assets	\$ 2,793,915	\$ 2,545,786	\$ -	\$ (53,425)	\$ 2,492,361	\$ 138,648	\$ 371,841	\$ 5,796,765

**LIABILITIES, BENEFICIARIES' EQUITY AND PARTNERS' EQUITY**

Mortgage notes payable	\$ 504,669	\$ 1,356,630	\$ (358,660)	\$ (204,184)	\$ 793,786	\$ (78,585)	\$ (96,282)	\$ 1,123,588
Unsecured notes	636,582	-	-	-	-	-	-	636,582
Unsecured credit facility	340,000	-	358,660	142,185	500,845	-	622,182	1,463,027
Accounts payable and accrued expenses	60,294	85,487	(30,199)	-	55,288	-	-	115,582
Distributions payable	27,712	28,476	-	-	28,476	-	(28,476)	27,712
Tenant security deposits and deferred rents	21,621	-	16,974	-	16,974	-	-	38,595
Acquired below market leases, net	36,013	-	11,439	-	11,439	(1,311)	26,323	72,464
Liabilities related to properties held for sale	-	14,480	-	(2,615)	11,865	-	-	11,865
Other liabilities	3,579	385	1,786	-	2,171	-	-	5,750
Total liabilities	1,630,470	1,485,458	-	(64,614)	1,420,844	(79,896)	523,747	3,495,165
Minority Interest	-	87,118	-	-	87,118	(3,670)	(25,236)	58,212

Beneficiaries' equity:

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Preferred shares	-	74,825	-	-	74,825	-	(74,825)	-
Common shares	-	496	-	-	496	-	(496)	-
Additional paid in capital	-	977,664	-	-	977,664	-	(977,664)	-
Cumulative earnings	-	-	648,349	11,189	659,538	222,214	(881,752)	-
Accumulated other comprehensive income (loss)	-	7,710	-	-	7,710	-	(7,710)	-
Cumulative distributions	-	(87,485)	(648,349)	-	(735,834)	-	735,834	-
<b>Total beneficiaries' equity</b>	<b>-</b>	<b>973,210</b>	<b>-</b>	<b>11,189</b>	<b>984,399</b>	<b>222,214</b>	<b>(1,206,613)</b>	<b>-</b>
<b>Partners' equity:</b>								
Redeemable limited partnership units at redemption value	60,478	-	-	-	-	-	73,173	133,651
7.50% Series D Preferred Mirror Units	47,912	-	-	-	-	-	-	47,912
7.375% Series E Preferred Mirror Units	55,538	-	-	-	-	-	-	55,538
General Partnership Capital	1,002,327	-	-	-	-	-	1,006,770	2,009,097
Accumulated other comprehensive loss	(2,810)	-	-	-	-	-	-	(2,810)
<b>Total partners' equity</b>	<b>1,163,445</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1,079,943</b>	<b>2,243,388</b>
<b>Total liabilities and partners' equity</b>	<b>\$ 2,793,915</b>	<b>\$ 2,545,786</b>	<b>\$ -</b>	<b>\$ (53,425)</b>	<b>\$ 2,492,361</b>	<b>\$ 138,648</b>	<b>\$ 371,841</b>	<b>\$ 5,796,765</b>

The accompanying notes are an integral part of the unaudited pro forma consolidated financial statements.

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**BRANDYWINE OPERATING PARTNERSHIP**

**UNAUDITED PRO FORMA CONSOLIDATED STATEMENTS OF OPERATIONS**

**For the year ended December 31, 2004**

**(in thousands, except per share data)**

	Brandywine			Prentiss							Brandywine Pro Forma	
	Brandywine Historical	Preferred Redemption / Acquisitions (D)	Brandywine as Adjusted	Prentiss Historical	Reclassifications (A)	Acquisitions (E)	Dispositions (F)	Prentiss as Adjusted	Prudential Acquisition (C)	Pro Forma Adjustments (C)		
<b>Revenue:</b>												
Rents	\$ 275,631	\$ 45,864	\$ 321,495	\$ 296,132	\$ (39,210)	\$ 44,002	\$ -	\$ 300,924	\$ (59,830)	\$ 2,798	(I)	\$ 565,387
Tenant Reimbursements	37,572	9,725	47,297	-	32,046	3,569	-	35,615	(6,956)	-		75,956
Other	10,389	-	10,389	13,864	6,400	12	-	20,276	(26)	-		30,639
<b>Total revenue</b>	<b>323,592</b>	<b>55,589</b>	<b>379,181</b>	<b>309,996</b>	<b>(764)</b>	<b>47,583</b>	<b>-</b>	<b>356,815</b>	<b>(66,812)</b>	<b>2,798</b>		<b>671,982</b>
<b>Operating Expenses</b>												

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Property operating expenses	89,857	19,445	109,302	76,977	9,998	15,210	-	102,185	(16,115)	-	195,372
Real estate taxes	31,062	7,247	38,309	27,219	-	4,379	-	31,598	(6,602)	-	63,305
Depreciation and amortization	79,904	30,371	110,275	75,707	-	17,067	-	92,774	(17,614)	22,503 (J)	207,938
Administrative expenses	15,100	-	15,100	21,801	(9,998)	-	-	11,803	-	-	26,903
<b>Total operating expenses</b>	<b>215,923</b>	<b>57,063</b>	<b>272,986</b>	<b>201,704</b>	<b>-</b>	<b>36,656</b>	<b>-</b>	<b>238,360</b>	<b>(40,331)</b>	<b>22,503 (K)</b>	<b>493,518</b>
<b>Operating income (loss)</b>	<b>107,669</b>	<b>(1,474)</b>	<b>106,195</b>	<b>108,292</b>	<b>(764)</b>	<b>10,927</b>	<b>-</b>	<b>118,455</b>	<b>(26,481)</b>	<b>(19,705)</b>	<b>178,464</b>
<b>Other Income (Expense):</b>											
Interest Income	2,469	-	2,469	-	764	-	-	764	(5)	-	3,228
Interest Expense	(55,061)	(15,440)	(70,501)	(63,362)	-	(16,422)	16,881	(62,903)	4,788	(22,313) (L)	(150,929)
Loss on investment in securities	-	-	-	(420)	-	-	-	(420)	-	-	(420)
Loss from impairment of mortgage loan	-	-	-	(2,900)	-	-	-	(2,900)	-	-	(2,900)
Equity in income of real estate ventures	2,024	-	2,024	2,429	-	100	-	2,529	-	-	4,553
Net gain on sale of real estate	2,975	-	2,975	1,222	-	-	-	1,222	-	-	4,197
<b>Income (loss) before minority interest</b>	<b>60,076</b>	<b>(16,914)</b>	<b>43,162</b>	<b>45,261</b>	<b>-</b>	<b>(5,395)</b>	<b>16,881</b>	<b>56,747</b>	<b>(21,698)</b>	<b>(42,018)</b>	<b>36,193</b>
Minority Interest attributable to continuing operations	205	-	205	(2,002)	-	(185)	(716)	(2,903)	921	2,223 (M)	446
<b>Income (loss) from continuing operations</b>	<b>60,281</b>	<b>(16,914)</b>	<b>43,367</b>	<b>43,259</b>	<b>-</b>	<b>(5,580)</b>	<b>16,165</b>	<b>53,844</b>	<b>(20,777)</b>	<b>(39,795)</b>	<b>36,639</b>
Income allocated to Preferred Shares	-	-	-	(10,052)	-	-	-	(10,052)	-	10,052 (N)	-
Income allocated to Preferred Units	(10,555)	-	(10,555)	-	-	-	-	-	-	-	(10,555)
Preferred Unit redemption/conversion benefit (charge)	4,500	(4,500)	-	-	-	-	-	-	-	-	-
Income allocated to Common Shares	-	-	-	(33,207)	-	5,580	(16,165)	(43,792)	-	43,792 (O)	-
<b>Income allocated to Common Units</b>	<b>\$ 54,226</b>	<b>\$ (21,414)</b>	<b>\$ 32,812</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ (20,777)</b>	<b>\$ 14,049</b>	<b>\$ 26,084</b>
<b>Per unit data (P):</b>											
Basic earnings per Common Unit from continuing operations	\$ 1.09										\$ 0.28
Diluted earnings per Common Unit from continuing operations	\$ 1.09										\$ 0.28
Weighted average number of Common Units outstanding	49,601									(P)	91,665
Weighted average number of common and dilutive common	49,838									(P)	91,902

equivalent units  
outstanding

The accompanying notes are an integral part of the unaudited pro forma consolidated financial statements .

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**BRANDYWINE OPERATING PARTNERSHIP**

**UNAUDITED PRO FORMA CONSOLIDATED STATEMENTS OF OPERATIONS**

**For the nine months ended September 30, 2005**  
**(in thousands, except per share data)**

	Brandywine		Prentiss				Prudential Acquisition	Pro Forma Adjustments	Brandywine Pro Forma
	Brandywine Historical	Prentiss Historical	Reclassifications (A)	Acquisitions (G)	Dispositions (H)	Prentiss as Adjusted	(C)	(C)	
<b>Revenue:</b>									
Rents	\$ 244,232	\$ 244,605	\$ (31,045)	\$ 11,903	\$ -	\$ 225,463	\$ (45,584)	\$ 1,677 (I)	\$ 425,788
Tenant Reimbursements	34,922	-	25,840	1,595	-	27,435	(4,962)	-	57,395
Other	10,612	10,054	4,932	-	-	14,986	(228)	-	25,370
Total revenue	289,766	254,659	(273)	13,498	-	267,884	(50,774)	1,677	508,553
<b>Operating Expenses</b>									
Property operating expenses	84,652	66,745	8,646	3,630	-	79,021	(12,816)	-	150,857
Real estate taxes	29,121	23,784	-	1,127	-	24,911	(4,165)	-	49,867
Depreciation and amortization	84,790	64,354	-	5,012	-	69,366	(13,908)	17,789 (J)	158,037
Administrative expenses	13,616	20,715	(8,646)	-	-	12,069	-	-	25,685
Total operating expenses	212,179	175,598	-	9,769	-	185,367	(30,889)	17,789 (K)	384,446
<b>Operating income (loss)</b>	77,587	79,061	(273)	3,729	-	82,517	(19,885)	(16,112)	124,107
<b>Other Income (Expense):</b>									
Interest Income	2,174	-	273	-	-	273	(40)	-	2,407
Interest Expense	(53,366)	(54,688)	-	(4,612)	11,130	(48,170)	3,032	(16,735) (L)	(115,239)
Equity in income of real estate ventures	2,296	(148)	-	2,216	-	2,068	-	-	4,364
Net gain on sale of real estate	4,640	-	-	-	-	-	-	-	4,640
Income (loss) before minority interest	33,331	24,225	-	1,333	11,130	36,688	(16,893)	(32,847)	20,279
Minority Interest attributable to continuing operations	(213)	(487)	-	72	(458)	(873)	695	593 (M)	202

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Income (loss) from continuing operations	33,118	23,738	-	1,405	10,672	35,815	(16,198)	(32,254)	20,481
Income allocated to Preferred Shares	-	(5,807)	-	-	-	(5,807)	-	5,807	(N) -
Income allocated to Preferred Units	(5,994)	-	-	-	-	-	-	-	(5,994)
Preferred Share redemption/conversion benefit	-	-	-	-	-	-	-	-	-
Income (loss) allocated to Common Shares	-	(17,931)	-	(1,405)	(10,672)	(30,008)	-	30,008	(O) -
Income (loss) allocated to Common Units	\$ 27,124	\$ -	\$ -	\$ -	\$ -	\$ -	\$ (16,198)	\$ 3,561	\$ 14,487

**Per share data (P):**

Basic earnings per Common Unit from continuing operations	\$ 0.47								\$ 0.15
Diluted earnings per Common Unit from continuing operations	\$ 0.47								\$ 0.15
Weighted average number of Common Shares outstanding	57,761							(P)	94,320
Weighted average number of common and dilutive common equivalent units outstanding	57,996							(P)	94,555

The accompanying notes are an integral part of the unaudited pro forma consolidated financial statements .

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**BRANDYWINE OPERATING PARTNERSHIP**

**NOTES TO UNAUDITED PRO FORMA CONSOLIDATED FINANCIAL STATEMENTS**

**(A)** Represents the reclassification of certain Prentiss balances as described below:

Balance Sheet:

- Tenant improvements and associated accumulated depreciation balances were classified by Prentiss as a component of "Deferred charges and other assets, net". These balances have been reclassified to "Operating properties" to conform to Brandywine's financial statement presentation.
- Accrued rents receivable were classified by Prentiss as a component of "Accounts Receivable, net". This balance has been reclassified to "Accrued rent receivable, net" to conform to Brandywine's financial statement presentation.
- Above market leases and other intangible assets were classified by Prentiss as a component of "Deferred charges and other assets, net". These balances have been reclassified to "Intangible assets, net" to conform to Brandywine's financial statement presentation.
- Other assets were classified by Prentiss as a component of "Deferred charges and other assets, net". These balances have been reclassified to "Other assets" to conform to Brandywine's financial statement presentation.
- Unsecured debt obligations were classified by Prentiss as a component of "Mortgages and notes payable". These balances have been reclassified to "Unsecured credit facility" to conform to Brandywine's financial statement presentation.
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Tenant security deposits and deferred rents were classified by Prentiss as a component of "Accounts payable and other liabilities". This balance has been reclassified to "Tenant security deposits and deferred rents" to conform to Brandywine's financial statement presentation.

- Acquired below market leases, net of accumulated amortization, were classified by Prentiss as a component of "Accounts payable and other liabilities". This balance has been reclassified to "Acquired below market leases, net" to conform to Brandywine's financial statement presentation.
- A negative cash balance was classified by Prentiss as a component of "Accounts payable and other liabilities". This balance has been reclassified to "Other liabilities" to conform to Brandywine's financial statement presentation.
- Cumulative earnings were classified by Prentiss as a component of "Distributions in excess of earnings". This balance has been reclassified to "Cumulative earnings" to conform to Brandywine's financial statement presentation.

### Statements of Operations:

- Prentiss includes lease termination fees as a component of "Rental income." These amounts have been reclassified to "Other revenue" to conform to Brandywine's financial statement presentation.
- Tenant reimbursements were included by Prentiss as a component of "Rental income". These amounts have been reclassified to "Tenant reimbursements" to conform to Brandywine's financial statement presentation.
- Interest income was included by Prentiss as a component of "Service business and other income". These amounts have been reclassified to "Interest income" to conform to Brandywine's financial statement presentation.
- Administrative expenses related to the management services business were included by Prentiss in "Expenses of service business". These amounts have been reclassified to "Property operating expenses" to conform to Brandywine's financial statement presentation.

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[Back to Contents](#)**(B) Dispositions**

Subsequent to September 30, 2005, Prentiss sold six properties (the "Dispositions") as detailed below. Prentiss recorded gains from the sale of the Dispositions totaling approximately \$23.5 million. The sale proceeds totaling \$74.3 million along with additional borrowings of \$142.2 million from Prentiss's revolving credit facility were used to defease two separate mortgage loans with a combined principal balance of \$204.2 million and to fund \$12.3 million of debt extinguishment costs.

Dispositions	Market	Month of Disposition	Number of Buildings	Net Rentable Square Feet	Assets	Liabilities	Net Proceeds
				(in thousands)	(in thousands)	(in thousands)	(in thousands)
Chicago Industrial Properties	Chicago, Illinois	Oct-05	4	682	\$ 16,696	\$ 1,471	\$ 30,000
Lakeview Center	Dallas, Texas	Oct-05	1	101	8,254	326	12,800
One Northwestern	Southfield, Michigan	Oct-05	1	242	28,475	818	31,500
			6	1,025	\$ 53,425	\$ 2,615	\$ 74,300

The pro forma consolidated balance sheet is presented as if each of the Dispositions were sold as of September 30, 2005. The properties related to the Prudential Acquisition have not been reclassified as held for sale because the Prudential Acquisition is contingent upon the approval of the REIT Merger.

**(C)** In the merger, each Prentiss common share (other than shares held by Prentiss in trust or otherwise designated for participants in and beneficiaries of the Prentiss deferred compensation plan (which will be converted solely into Brandywine Common Shares) and other than any other shares owned by Prentiss, Brandywine or their direct or indirect wholly-owned subsidiaries (which will be cancelled)) shall be converted into the right to receive:

□ \$21.50 in cash, and

□ 0.69 of a Brandywine Realty Trust common share.

No change will be made to the 0.69 exchange ratio for the exchange of Prentiss common shares for Brandywine Realty Trust common shares in the REIT Merger. Because the market value of Brandywine Realty Trust common shares will fluctuate before and after the closing of the REIT Merger, the value of the consideration that holders of Prentiss common shares will receive in the REIT Merger will fluctuate as well.

Brandywine Realty Trust will contribute to the Brandywine Operating Partnership the common shares that are issuable in the merger. In exchange for each Brandywine Realty Trust common share so contributed, Brandywine Operating Partnership will issue to Brandywine Realty Trust a common unit.

For purposes of the unaudited pro forma consolidated balance sheet presentation, the total purchase price is based on the number of outstanding Prentiss common shares, Prentiss Operating Partnership common units, restricted shares and share options outstanding at September 30, 2005, as adjusted below, and an average trading price per Brandywine Realty Trust common share of \$29.54. The average trading price is based on the average of the high and low trading prices for each of the two trading days before, the day, and the two trading days after the merger was announced (September 29, September 30, October 3, October 4, and October 5, 2005).

The calculation of the pro forma outstanding Prentiss common shares and Prentiss Operating Partnership units included in the calculation of the merger consideration is as follows:

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Shares	Units
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Issued and outstanding common Prentiss shares and operating partnership units at September 30, 2005 (excluding treasury)	46,267,384	1,797,479
Common shares in treasury at September 30, 2005 to be issued as part of Prentiss's deferred compensation plan	61,398	-
Shares issued subsequent to September 30, 2005	69,770	-
Remaining Series D Convertible Preferred Shares assumed to convert prior to closing of merger	2,823,585	-
Units converted to shares by Unitholders subsequent to September 30, 2005	2,500	(2,500)
Shares expected to be issued prior to the merger relating to Prentiss's employee share ownership plan, incentive share grants and Trustee share grants	168,986	-
	<u>49,393,623</u>	<u>1,794,979</u>
Total shares/units to be outstanding as of merger date expected to participate in merger	49,393,623	1,794,979

Prentiss has outstanding options that had been granted to its employees and trustees. The terms of the REIT Merger provide for a cash settlement or exchange of these options for Brandywine Realty Trust options. It is anticipated that the majority of holders will elect cash settlement and, accordingly, these pro forma financial statements assume the cash settlement is elected for all options and such amounts are financed with additional borrowings. As such neither shares nor related options relating to these grants are reflected in the outstanding basic or diluted shares.

As of September 30, 2005, Prentiss had 2,823,585 Series D preferred shares outstanding which were convertible into Prentiss common shares at a rate of \$26.50 per share. The holder of these shares converted the preferred shares into Prentiss common shares in November 2005 and these pro forma financial statements reflect such conversion.

In the REIT Merger the Prentiss shareholders and unitholders would receive their respective transaction consideration as follows (with the Prudential Acquisition closing immediately after the merger):

	Merger Cash Consideration	Implied Share Value	Total
Prentiss Shareholders	\$ 21.50	\$ 21.50(a)	\$ 43.00
Prentiss Unitholders	\$ -	\$ 43.00(b)	\$ 43.00
		<u>Shares</u>	<u>Units</u>
Prentiss shares/units to be outstanding		49,393,623	1,794,979
Exchange ratio		0.690	1.380(c)
Brandywine shares/units to be issued		<u>34,081,600</u>	<u>2,477,072</u>
(in thousands)			<u>Total</u>
Value (d)		\$ 1,006,770	\$ 73,173
Cash merger consideration		1,061,963	-
Total issued to holders		<u>\$ 2,068,733</u>	<u>\$ 73,173</u>
			<u>\$ 2,141,906</u>

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- (a) using implied conversion value of \$31.1594 per Brandywine Realty Trust share  
(b) using 0.69 shares per unit plus merger cash consideration to shareholders using an implied conversion value of \$31.1594  
(c) Represents the exchange ratio for Prentiss units to Brandywine Operating Partnership units  
(d) Valued at \$29.54 per Brandywine share/unit for accounting purposes, representing the average trading price based on average of the high and low trading prices for each of the two trading days before, the day of, and the two trading days after the merger was announced (October 3, 2005).

Total purchase consideration is as follows (in thousands):



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Total value of Brandywine shares/units issued and cash merger consideration	\$ 2,141,906
Cash consideration received from the Prudential Acquisition	(676,513)
Assumed cash settlement for Prentiss options outstanding	8,392
Assumption of Prentiss, as adjusted for dispositions, mortgage notes payable at book value	793,786
Assumption of Prentiss, as adjusted for dispositions, unsecured credit facilities at book value	500,845
Adjustment to reflect the mortgage notes payable assumed in the Prudential Acquisition	(78,585)
Reversal of Prentiss's historical fair value adjustments to notes payable	(3,836)
Adjustment to record Prentiss mortgages and unsecured notes payable at fair value	11,572
Assumption of Prentiss's accounts payable and other liabilities at book value	114,774
Adjustment to record the fair value of acquired below market leases	36,451
Fair value of Prentiss's other minority interests	58,212
Estimated fees and other expenses related to the merger	95,846
<b>Total purchase price of assets acquired</b>	<b>\$ 3,002,850</b>

The calculation of the estimated fees and other expenses related to the merger is as follows (in thousands):

Advisory fees	14,250
Legal, accounting and other fees and costs	4,750
Share registration and issuance costs	1,000
Debt issuance, debt prepayment and debt assumption fees	21,198
Real estate transfer taxes	14,248
Termination, severance, change in control and other employee related costs	40,400
<b>Total</b>	<b>\$ 95,846</b>

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**(Footnote (C) continued):**

Brandywine has allocated the purchase price to the estimated post transaction fair value of the net assets acquired and liabilities assumed as follows:

	<u>Prentiss as Adjusted</u>	<u>Prudential Acquisition (C-1)</u>	<u>Prentiss as Further Adjusted</u>	<u>Post Transaction Fair Value</u>	<u>Pro Forma Adjustments</u>	
<b>ASSETS</b>						
Real estate investments:						
Operating properties	\$ 2,166,915	\$ (525,534)	\$ 1,641,381	\$ 2,121,482	\$ 480,101	C-2
Accumulated depreciation	(283,207)	76,748	(206,459)	-	206,459	C-3
Operating real estate investments, net	1,883,708	(448,786)	1,434,922	2,121,482	686,560	
Properties and related assets held for sale, net	267,940	-	267,940	346,720	78,780	
Construction-in-progress	38,871	(38,871)	-	-	-	
Land held for development	63,786	(24,916)	38,870	62,932	24,062	
Total real estate investments, net	2,254,305	(512,573)	1,741,732	2,531,134	789,402	
Cash and cash equivalents	8,813	676,513	685,326	8,813	(676,513)	C-4
Escrowed cash	44,949	-	44,949	44,949	-	
Accounts receivable, net	9,684	-	9,684	9,684	-	
Accrued rent receivable, net	35,457	(11,462)	23,995	-	(23,995)	C-5
Marketable securities	5,208	-	5,208	5,208	-	

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Investment in real estate ventures	7,139	-	7,139	51,561	44,422	C-6
Deferred costs, net	62,244	(13,830)	48,414	5,767	(42,647)	C-7
Intangible assets, net	42,011	-	42,011	323,183	281,172	C-8
Other assets	22,551	-	22,551	22,551	-	
	<u>          </u>	<u>          </u>	<u>          </u>	<u>          </u>	<u>          </u>	
Total assets	\$ 2,492,361	\$ 138,648	\$ 2,631,009	\$ 3,002,850	\$ 371,841	
	<u>          </u>	<u>          </u>	<u>          </u>	<u>          </u>	<u>          </u>	

**LIABILITIES AND BENEFICIARIES' EQUITY**

Mortgage notes payable	\$ 793,786	\$ (78,585)	\$ 715,201	\$ 618,919	\$ (96,282)	C-9
Unsecured notes	-	-	-	-	-	
Unsecured credit facility	500,845	-	500,845	1,123,027	622,182	C-10
Accounts payable and accrued expenses	55,288	-	55,288	55,288	-	
Distributions payable	28,476	-	28,476	-	(28,476)	C-11
Tenant security deposits and deferred rents	16,974	-	16,974	16,974	-	
Acquired below market leases, net	11,439	(1,311)	10,128	36,451	26,323	C-12
Liabilities related to properties held for sale	11,865	-	11,865	11,865	-	
Other liabilities	2,171	-	2,171	2,171	-	
	<u>          </u>	<u>          </u>	<u>          </u>	<u>          </u>	<u>          </u>	
Total liabilities	1,420,844	(79,896)	1,340,948	1,864,695	523,747	
	<u>          </u>	<u>          </u>	<u>          </u>	<u>          </u>	<u>          </u>	
Minority interest	87,118	(3,670)	83,448	58,212	(25,236)	C-13