

BRANDYWINE REALTY TRUST  
Form FWP  
March 30, 2011

**Issuer Free Writing Prospectus**  
**Filed Pursuant to Rule 433**  
**Registration Statement No. 333-158589**  
**March 30, 2011**

**PRICING TERM SHEET**  
**BRANDYWINE OPERATING PARTNERSHIP, L.P.**  
**\$325,000,000 4.95% GUARANTEED NOTES DUE 2018**

|                                     |   |
|-------------------------------------|---|
| Issuer:                             | Brandywine Operating Partnership, L.P.  |
| Guarantor:                          | Brandywine Realty Trust   |
| Size:                               | \$325,000,000   |
| Maturity:                           | April 15, 2018  |
| Coupon (Interest Rate):             | 4.95%   |
| Yield to Maturity:                  | 5.137%  |
| Spread to Benchmark Treasury:       | +230 basis points (2.30%)   |
| Benchmark Treasury:                 | 2.75% due February 28, 2018   |
| Benchmark Treasury Price and Yield: | 99-14+ / 2.837%   |
| Interest Payment Dates:             | April 15 and October 15, beginning on October 15, 2011  |
| Redemption Provisions:              | At any time before 30 days prior to the maturity date, at the Treasury rate plus 35 basis points. |

If the notes are redeemed on or after 30 days prior to the maturity date, at 100% of the principal amount of the notes being redeemed, plus accrued interest thereon.

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|------------------------------|--|
| Price to Public:             | 98.907% of principal amount  |
| Type of Offering:            | SEC registered   |
| Trade Date:                  | March 30, 2011   |
| Settlement Date:             | April 5, 2011 (T+4)  |
| CUSIP/ISIN:                  | 105340 AL7/ US105340AL76   |
| Joint Book-Running Managers: | Wells Fargo Securities, LLC<br>J.P. Morgan Securities LLC<br>Citigroup Global Markets Inc. |

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|---------------------|---|
| Senior Co-managers: | BNY Mellon Capital Markets, LLC<br>Deutsche Bank Securities Inc.<br>Morgan Keegan & Company, Inc.<br>PNC Capital Markets LLC<br>RBS Securities Inc.<br>TD Securities (USA) LLC<br>U.S. Bancorp Investments, Inc.  |
| Co-managers:        | Barclays Capital Inc.<br>BMO Capital Markets Corp.<br>Comerica Securities, Inc.<br>Commerz Markets LLC<br>Goldman, Sachs & Co.<br>Janney Montgomery Scott LLC<br>RBC Capital Markets, LLC<br>Santander Investment Securities Inc.<br>SunTrust Robinson Humphrey, Inc.<br>UBS Securities LLC |
| Listing:            | None  |
| Ratings*:           | Moody's Investor Services: Baa3 (stable)<br>Standard & Poor's Rating Services: BBB- (stable)<br>Fitch Ratings: BB+ (stable)   |

\* Note: A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time.

**The issuer has filed a registration statement (including a preliminary prospectus and a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the preliminary prospectus supplement, the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus supplement and prospectus if you request it by calling Brandywine Realty Trust Investor Relations collect at 610-325-5600 (or emailing [howard.sipzner@bdnreit.com](mailto:howard.sipzner@bdnreit.com)), Wells Fargo Securities, LLC toll free at 1-800-326-5897, J.P. Morgan Securities LLC collect at 212-834-4533, or Citigroup Global Markets Inc. toll free at 1-877-858-5407.**