

BOSTON PROPERTIES INC

Form 10-Q

November 05, 2009

[Table of Contents](#)

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

x **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the Quarterly Period Ended September 30, 2009

.. **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the transition period from to

Commission File Number 1-13087

BOSTON PROPERTIES, INC.

(Exact name of Registrant as specified in its Charter)

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Delaware **04-2473675**
(State or other jurisdiction of incorporation or organization) (IRS Employer Id. Number)
Prudential Center, 800 Boylston Street, Suite 1900, Boston, Massachusetts 02199-8103

(Address of Principal Executive Offices) (Zip Code)

(617) 236-3300

(Registrant's telephone number, including area code)

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

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

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

Large accelerated filer Accelerated filer
Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company
Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

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

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

138,719,073
(Outstanding on November 2, 2009)

Table of Contents

BOSTON PROPERTIES, INC.

FORM 10-Q

for the quarter ended September 30, 2009

TABLE OF CONTENTS

| | Page |
|---|-------------|
| PART I. FINANCIAL INFORMATION | |
| ITEM 1. Financial Statements (unaudited). | |
| <u>a) Consolidated Balance Sheets as of September 30, 2009 and December 31, 2008</u> | 1 |
| <u>b) Consolidated Statements of Operations for the three and nine months ended September 30, 2009 and 2008</u> | 2 |
| <u>c) Consolidated Statements of Comprehensive Income for the three and nine months ended September 30, 2009 and 2008</u> | 3 |
| <u>d) Consolidated Statements of Cash Flows for the nine months ended September 30, 2009 and 2008</u> | 4 |
| <u>e) Notes to the Consolidated Financial Statements</u> | 6 |
| ITEM 2. <u>Management's Discussion and Analysis of Financial Condition and Results of Operations</u> | 27 |
| ITEM 3. <u>Quantitative and Qualitative Disclosures about Market Risk</u> | 69 |
| ITEM 4. <u>Controls and Procedures</u> | 70 |
| PART II. OTHER INFORMATION | |
| ITEM 1. <u>Legal Proceedings</u> | 71 |
| ITEM 1A. <u>Risk Factors</u> | 71 |
| ITEM 2. <u>Unregistered Sales of Equity Securities and Use of Proceeds</u> | 71 |
| ITEM 3. <u>Defaults Upon Senior Securities</u> | 71 |
| ITEM 4. <u>Submission of Matters to a Vote of Security Holders</u> | 71 |
| ITEM 5. <u>Other Information</u> | 71 |
| ITEM 6. <u>Exhibits</u> | 72 |
| <u>SIGNATURES</u> | 73 |

Table of Contents**PART I. FINANCIAL INFORMATION****ITEM 1 Financial Statements.****BOSTON PROPERTIES, INC.****CONSOLIDATED BALANCE SHEETS****(Unaudited)****(in thousands, except for share and par value amounts)**

| | September 30, 2009 | December 31, 2008 |
|---|-------------------------------|------------------------------|
| ASSETS | | |
| Real estate, at cost | \$ 9,768,619 | \$ 9,560,924 |
| Construction in process | 976,758 | 835,983 |
| Land held for future development | 241,617 | 228,300 |
| Less: accumulated depreciation | (1,966,780) | (1,768,785) |
| Total real estate | 9,020,214 | 8,856,422 |
| Cash and cash equivalents | 782,106 | 241,510 |
| Cash held in escrows | 20,681 | 21,970 |
| Investments in securities | 10,436 | 11,590 |
| Tenant and other receivables (net of allowance for doubtful accounts of \$4,170 and \$4,006, respectively) | 71,845 | 68,743 |
| Related party note receivable | 270,000 | 270,000 |
| Accrued rental income (net of allowance of \$2,797 and \$15,440, respectively) | 353,709 | 316,711 |
| Deferred charges, net | 288,642 | 325,369 |
| Prepaid expenses and other assets | 41,977 | 22,401 |
| Investments in unconsolidated joint ventures | 772,167 | 782,760 |
| Total assets | \$ 11,631,777 | \$ 10,917,476 |
| LIABILITIES AND EQUITY | | |
| Liabilities: | | |
| Mortgage notes payable | \$ 2,643,497 | \$ 2,660,642 |
| Unsecured senior notes (net of discount of \$2,260 and \$2,625, respectively) | 1,472,740 | 1,472,375 |
| Unsecured exchangeable senior notes (net of discount of \$16,963 and \$21,101, respectively) | 1,892,753 | 1,859,867 |
| Unsecured line of credit | | 100,000 |
| Accounts payable and accrued expenses | 229,177 | 171,791 |
| Dividends and distributions payable | 80,463 | 97,162 |
| Accrued interest payable | 49,536 | 67,132 |
| Other liabilities | 131,193 | 173,750 |
| Total liabilities | 6,499,359 | 6,602,719 |
| Commitments and contingencies | | |
| Noncontrolling interest: | | |
| Redeemable preferred units of the Operating Partnership | 55,652 | 55,652 |
| Equity: | | |
| Stockholders' equity attributable to Boston Properties, Inc.: | | |
| Excess stock, \$.01 par value, 150,000,000 shares authorized, none issued or outstanding | | |
| Preferred stock, \$.01 par value, 50,000,000 shares authorized, none issued or outstanding | | |
| Common stock, \$.01 par value, 250,000,000 shares authorized, 138,781,274 and 121,259,555 issued and 138,702,374 and 121,180,655 outstanding in 2009 and 2008, respectively | 1,387 | 1,212 |

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| | | |
|--|---------------|---------------|
| Additional paid-in capital | 4,362,874 | 3,559,841 |
| Earnings in excess of dividends | 111,463 | 154,953 |
| Treasury common stock at cost, 78,900 shares in 2009 and 2008 | (2,722) | (2,722) |
| Accumulated other comprehensive loss | (22,411) | (24,291) |
| | | |
| Total stockholders' equity attributable to Boston Properties, Inc. | 4,450,591 | 3,688,993 |
| Noncontrolling interests: | | |
| Common units of the Operating Partnership | 620,460 | 563,212 |
| Property partnerships | 5,715 | 6,900 |
| | | |
| Total equity | 5,076,766 | 4,259,105 |
| | | |
| Total liabilities and equity | \$ 11,631,777 | \$ 10,917,476 |

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

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

| | Three months ended September 30, | | Nine months ended September 30, | |
|---|-------------------------------------|------------|------------------------------------|------------|
| | 2009 | 2008 | 2009 | 2008 |
| (in thousands, except for per share amounts) | | | | |
| Revenue | | | | |
| Rental: | | | | |
| Base rent | \$ 291,602 | \$ 266,205 | \$ 889,983 | \$ 828,671 |
| Recoveries from tenants | 51,901 | 55,968 | 154,130 | 154,700 |
| Parking and other | 15,883 | 16,624 | 51,240 | 50,442 |
| Total rental revenue | 359,386 | 338,797 | 1,095,353 | 1,033,813 |
| Hotel revenue | 6,650 | 8,482 | 20,108 | 24,714 |
| Development and management services | 9,754 | 9,557 | 26,601 | 21,494 |
| Interest and other | 1,513 | 1,152 | 2,275 | 18,079 |
| Total revenue | 377,303 | 357,988 | 1,144,337 | 1,098,100 |
| Expenses | | | | |
| Real estate operating: | | | | |
| Rental | 129,020 | 127,715 | 377,611 | 364,551 |
| Hotel | 5,418 | 6,318 | 16,249 | 18,664 |
| General and administrative | 19,989 | 18,758 | 55,941 | 55,813 |
| Interest | 77,090 | 74,662 | 234,653 | 216,460 |
| Depreciation and amortization | 78,181 | 75,321 | 242,556 | 224,381 |
| Loss from suspension of development | | | 27,766 | |
| Net derivative losses | | 6,318 | | 9,849 |
| Losses from early extinguishments of debt | 16 | | 510 | |
| Losses (gains) from investments in securities | (1,317) | 940 | (1,924) | 1,973 |
| Total expenses | 308,397 | 310,032 | 953,362 | 891,691 |
| Income before income from unconsolidated joint ventures, gains on sales of real estate and net income attributable to noncontrolling interests | | | | |
| | 68,906 | 47,956 | 190,975 | 206,409 |
| Income from unconsolidated joint ventures | 6,350 | 2,644 | 11,096 | 5,541 |
| Gains on sales of real estate | 2,394 | 1,753 | 9,682 | 31,394 |
| Net income | 77,650 | 52,353 | 211,753 | 243,344 |
| Net income attributable to noncontrolling interests: | | | | |
| Noncontrolling interests in property partnerships | (1,114) | (525) | (2,315) | (1,570) |
| Noncontrolling interest common units of the Operating Partnership | (9,662) | (7,440) | (27,776) | (31,042) |
| Noncontrolling interest in gains on sales of real estate common units of the Operating Partnership | (307) | (256) | (1,324) | (4,571) |
| Noncontrolling interest redeemable preferred units of the Operating Partnership | (772) | (1,053) | (2,734) | (3,151) |
| Net income attributable to Boston Properties, Inc. | \$ 65,795 | \$ 43,079 | \$ 177,604 | \$ 203,010 |
| Basic earnings per common share attributable to Boston Properties, Inc.: | | | | |
| Net income | \$ 0.47 | \$ 0.36 | \$ 1.38 | \$ 1.70 |

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| | | | | |
|--|---------|---------|---------|---------|
| Weighted average number of common shares outstanding | 138,641 | 119,832 | 128,452 | 119,708 |
| Diluted earnings per common share attributable to Boston Properties, Inc.: | | | | |
| Net income | \$ 0.47 | \$ 0.35 | \$ 1.38 | \$ 1.67 |
| Weighted average number of common shares outstanding diluted | 139,225 | 121,369 | 128,835 | 121,236 |

The accompanying notes are an integral part of these financial statements

Table of Contents

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

| | Three months ended September 30, | | Nine months ended September 30, | |
|---|-------------------------------------|-----------|------------------------------------|------------|
| | 2009 | 2008 | 2009 | 2008 |
| | (in thousands) | | | |
| Net income | \$ 77,650 | \$ 52,353 | \$ 211,753 | \$ 243,344 |
| Other comprehensive income (loss): | | | | |
| Net effective portion of interest rate contracts | | 4,521 | | (7,960) |
| Amortization of interest rate contracts | 726 | (98) | 2,178 | (294) |
| Other comprehensive income (loss) | 726 | 4,423 | 2,178 | (8,254) |
| Comprehensive income | 78,376 | 56,776 | 213,931 | 235,090 |
| Comprehensive income attributable to noncontrolling interests | (11,948) | (9,919) | (34,447) | (39,132) |
| Comprehensive income attributable to Boston Properties, Inc. | \$ 66,428 | \$ 46,857 | \$ 179,484 | \$ 195,958 |

The accompanying notes are an integral part of these financial statements

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

| | For the nine months ended September 30, | |
|--|--|--------------------|
| | 2009 | 2008 |
| | (in thousands) | |
| Cash flows from operating activities: | | |
| Net income | \$ 211,753 | \$ 243,344 |
| Adjustments to reconcile net income to net cash provided by operating activities: | | |
| Depreciation and amortization | 242,556 | 224,381 |
| Non-cash portion of interest expense | 41,311 | 26,181 |
| Non-cash compensation expense | 20,136 | 17,534 |
| Non-cash rental revenue | (3,600) | |
| Losses from early extinguishments of debt | 10 | |
| Net derivative losses | | 9,849 |
| Losses (gains) from investments in securities | (1,924) | 1,802 |
| Loss from suspension of development | 27,766 | |
| Income from unconsolidated joint ventures | (11,096) | (5,541) |
| Distributions of net cash flow from operations of unconsolidated joint ventures | 7,876 | 4,951 |
| Gains on sales of real estate | (9,682) | (31,394) |
| Change in assets and liabilities: | | |
| Cash held in escrows | 1,289 | 3,146 |
| Tenant and other receivables, net | 17,871 | 9,979 |
| Accrued rental income, net | (36,998) | (15,817) |
| Prepaid expenses and other assets | (19,576) | (24,280) |
| Accounts payable and accrued expenses | 8,794 | 12,987 |
| Accrued interest payable | (17,596) | (5,782) |
| Other liabilities | (7,875) | (64,131) |
| Tenant leasing costs | (23,099) | (41,526) |
| Total adjustments | 236,163 | 122,339 |
| Net cash provided by operating activities | 447,916 | 365,683 |
| Cash flows from investing activities: | | |
| Acquisitions/additions to real estate | (324,203) | (468,289) |
| Proceeds from redemptions of investments in securities | 3,078 | 12,929 |
| Net investments in unconsolidated joint ventures | (7,160) | (890,593) |
| Net proceeds from the sale/financing of real estate released from escrow | | 149,382 |
| Issuance of note receivable | | (270,000) |
| Proceeds from note receivable | | 123,000 |
| Net proceeds from the sales of real estate | | 127,730 |
| Net cash used in investing activities | (328,285) | (1,215,841) |

The accompanying notes are an integral part of these financial statements

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

| | For the nine months ended September 30, | |
|--|--|--------------------|
| | 2009 | 2008 |
| | (in thousands) | |
| Cash flows from financing activities: | | |
| Borrowings on unsecured line of credit | | 1,191,000 |
| Repayments of unsecured line of credit | (100,000) | (872,000) |
| Proceeds from mortgage notes payable | 102,155 | 136,931 |
| Repayments of mortgage notes payable | (119,268) | (580,359) |
| Proceeds from unsecured exchangeable senior notes | | 647,046 |
| Payments on real estate financing transactions | | (4,634) |
| Advance from joint venture partners | | 30,000 |
| Repayment of advance from joint venture partners | | (30,000) |
| Dividends and distributions | (276,432) | (1,138,824) |
| Net proceeds from equity transactions | 846,827 | (731) |
| Equity component of unsecured exchangeable senior notes | | 91,947 |
| Capped call transaction costs | | (44,360) |
| Distributions to noncontrolling interests in property partnerships, net | (3,500) | (14,082) |
| Repayment of note payable | (25,000) | |
| Deferred financing costs | (3,817) | (13,100) |
| Net provided by (cash used) in financing activities | 420,965 | (601,166) |
| Net increase (decrease) in cash and cash equivalents | 540,596 | (1,451,324) |
| Cash and cash equivalents, beginning of period | 241,510 | 1,506,921 |
| Cash and cash equivalents, end of period | \$ 782,106 | \$ 55,597 |
| Supplemental disclosures: | | |
| Cash paid for interest | \$ 248,117 | \$ 229,271 |
| Interest capitalized | \$ 37,179 | \$ 33,210 |
| Non-cash investing and financing activities: | | |
| Additions to real estate included in accounts payable | \$ 41,447 | \$ 12,971 |
| Dividends and distributions declared but not paid | \$ 80,463 | \$ 96,491 |
| Issuance of OP Units in connection with the acquisition of real estate | \$ | \$ 15,000 |
| Issuance of OP Units in connection with an investment in an unconsolidated joint venture | \$ | \$ 10,000 |
| Conversions of Noncontrolling interests to Stockholders' equity | \$ | \$ 7,172 |
| Basis adjustment to real estate in connection with conversions of Noncontrolling interests to Stockholders' equity | \$ | \$ 17,571 |

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| | | |
|---|-----------|------------|
| Note receivable issued in connection with the transfer of real estate | \$ | \$ 123,000 |
| Issuance of restricted securities to employees and directors | \$ 22,964 | \$ 43,536 |

The accompanying notes are an integral part of these financial statements

Table of Contents

BOSTON PROPERTIES, INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

1. Organization

Boston Properties, Inc. (the Company), a Delaware corporation, is a self-administered and self-managed real estate investment trust (REIT). The Company is the sole general partner of Boston Properties Limited Partnership (the Operating Partnership) and at September 30, 2009 owned an approximate 85.9% (84.1% at September 30, 2008) general and limited partnership interest in the Operating Partnership. Partnership interests in the Operating Partnership are denominated as common units of partnership interest (also referred to as OP Units), long term incentive units of partnership interest (also referred to as LTIP Units) or preferred units of partnership interest (also referred to as Preferred Units). In addition, in February 2008, the Company issued LTIP Units in connection with the granting to employees of 2008 outperformance awards (also referred to as 2008 OPP Units). Because the rights, preferences and privileges of 2008 OPP Units differ from other LTIP Units granted to employees as part of the annual compensation process, unless specifically noted otherwise, all references to LTIP Units exclude 2008 OPP Units.

Unless specifically noted otherwise, all references to OP Units exclude units held by the Company. A holder of an OP Unit may present such OP Unit to the Operating Partnership for redemption at any time (subject to restrictions agreed upon at the time of issuance of OP Units to particular holders that may restrict such redemption right for a period of time, generally one year from issuance). Upon presentation of an OP Unit for redemption, the Operating Partnership must redeem such OP Unit for cash equal to the then value of a share of common stock of the Company (Common Stock). In lieu of a cash redemption, the Company may elect to acquire such OP Unit for one share of Common Stock. Because the number of shares of Common Stock outstanding at all times equals the number of OP Units that the Company owns, one share of Common Stock is generally the economic equivalent of one OP Unit, and the quarterly distribution that may be paid to the holder of an OP Unit equals the quarterly dividend that may be paid to the holder of a share of Common Stock. An LTIP Unit is generally the economic equivalent of a share of restricted common stock of the Company. LTIP Units, whether vested or not, will receive the same quarterly per unit distributions as OP Units, which equal per share dividends on Common Stock (See Note 8).

At September 30, 2009, there was one series of Preferred Units outstanding (i.e., Series Two Preferred Units). The Series Two Preferred Units bear a distribution that is set in accordance with an amendment to the partnership agreement of the Operating Partnership. Preferred Units may also be converted into OP Units or redeemed for cash at the election of the holder thereof or the Operating Partnership in accordance with the terms and conditions set forth in the applicable amendment to the partnership agreement (See Note 8).

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

Properties

At September 30, 2009, the Company owned or had interests in a portfolio of 146 commercial real estate properties (compared to 147 and 146 properties at December 31, 2008 and September 30, 2008, respectively) (the Properties) aggregating approximately 49.6 million net rentable square feet (compared to approximately 49.8 million and 48.5 million net rentable square feet at December 31, 2008 and September 30, 2008, respectively), including six properties under construction totaling approximately 2.1 million net rentable square feet, and structured parking for approximately 36,175 vehicles containing approximately 11.9 million square feet. At September 30, 2009, the Properties consist of:

142 office properties, including 122 Class A office properties (including six properties under construction) and 20 Office/Technical properties;

one hotel; and

three retail properties.

Table of Contents

BOSTON PROPERTIES, INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

The Company owns or controls undeveloped land parcels totaling approximately 509.1 acres. In addition, the Company has a noncontrolling interest in the Boston Properties Office Value-Added Fund, L.P. (the Value-Added Fund), which is a strategic partnership with two institutional investors through which the Company has pursued the acquisition of value-added investments in assets within its existing markets. The Company accounts for its investment in the Value-Added Fund using the equity method of accounting. The Company's investments through the Value-Added Fund are not included in its portfolio information or any other portfolio level statistics. At September 30, 2009, the Value-Added Fund had investments in 26 buildings comprised of an office property in Chelmsford, Massachusetts and office complexes in San Carlos, California and Mountain View, California.

The Company considers Class A office properties to be centrally located buildings that are professionally managed and maintained, that attract high-quality tenants and command upper-tier rental rates, and that are modern structures or have been modernized to compete with newer buildings. The Company considers Office/Technical properties to be properties that support office, research and development, laboratory and other technical uses.

2. Basis of Presentation and Summary of Significant Accounting Policies

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

The accompanying interim financial statements are unaudited; however, the financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America for interim financial information and in conjunction with the rules and regulations of the Securities and Exchange Commission. Accordingly, they do not include all of the disclosures required by accounting principles generally accepted in the United States of America for complete financial statements. In the opinion of management, all adjustments (consisting solely of normal recurring matters) necessary for a fair statement of the financial statements for these interim periods have been included. The results of operations for the interim periods are not necessarily indicative of the results to be obtained for other interim periods or for the full fiscal year. The year end consolidated balance sheet data was derived from audited financial statements, but does not include all disclosure required by accounting principles generally accepted in the United States of America. These financial statements should be read in conjunction with the Company's financial statements and notes thereto contained in the Company's Annual Report in the Company's Form 10-K for its fiscal year ended December 31, 2008.

Revenue Recognition

Contractual rental revenue is reported on a straight-line basis over the terms of the Company's respective leases. Accrued rental income as reported on the Consolidated Balance Sheets represents rental income recognized in excess of rent payments actually received pursuant to the terms of the individual lease agreements. During 2008, the Company had established an allowance for the full amount of the Lehman Brothers, Inc. accrued straight-line rent balance. The accrued rental income balance at September 30, 2009 as compared to December 31, 2008 reflects a reduction of the allowance totaling approximately \$13.3 million due to the termination of the Company's lease with Lehman Brothers, Inc. On April 30, 2009, Lehman Brothers, Inc., the

Table of Contents**BOSTON PROPERTIES, INC.****NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

Company's tenth largest tenant (by square feet) with approximately 437,000 net rentable square feet in its 399 Park Avenue property, rejected its lease in bankruptcy and the Company wrote-off the accrued rental income balance and corresponding allowance.

Reclassifications and Adoption of New Accounting Pronouncements

Certain prior year amounts have been reclassified to conform to the current year presentation. In addition, certain prior year amounts have been revised as a result of the adoption on January 1, 2009 of (1) Accounting Standards Codification (ASC) 470-20 Debt with Conversion and Other Options (ASC 470-20) (formerly known as FASB Staff Position (FSP) No. APB 14-1 Accounting for Convertible Debt Instruments That May Be Settled in Cash upon Conversion (Including Partial Cash Settlement) (FSP No. APB 14-1)) (See Note 6), (2) the guidance included in ASC 810 Consolidation (ASC 810) (formerly known as SFAS No. 160, Noncontrolling Interests in Consolidated Financial Statements an amendment of ARB No. 51 (SFAS No. 160)) and ASC 480-10-S99 Distinguishing Liabilities from Equity (ASC 480-10-S99) (formerly known as EITF Topic No. D-98 Classification and Measurement of Redeemable Securities (Amended)) (See Note 8) and (3) the guidance included in ASC 260-10 Earnings Per Share (ASC 260-10) (formerly known as FSP EITF 03-06-1, Determining Whether Instruments Granted in Share-Based Payment Transactions are Participating Securities (FSP EITF 03-06-1)) (See Note 10).

In April 2009, the FASB issued ASC 825-10-65 Transition Related to FSP FAS 107-1 and APB 28-1, Interim Disclosures about Fair Value of Financial Instruments (ASC 825-10-65) (formerly known as FSP No. FAS 107-1 and APB 28-1, Interim Disclosures about Fair Value of Financial Instruments (FSP No. FAS 107-1)). ASC 825-10-65 requires disclosures about fair-value of financial instruments for interim reporting periods of publicly-traded companies as well as in annual financial statements. ASC 825-10-65 requires those disclosures in summarized financial information at interim reporting periods. ASC 825-10-65 was effective for interim reporting periods ending after June 15, 2009, with early adoption permitted for periods ending after March 15, 2009. For purposes of financial reporting disclosures, the Company calculates the fair value of mortgage notes payable, unsecured senior notes and unsecured exchangeable senior notes. The Company discounts the spread between the future contractual interest payments and hypothetical future interest payments on mortgage debt and unsecured notes based on a current market rate. In determining the current market rate, the Company adds its estimation of a market spread to the quoted yields on federal government treasury securities with similar maturity dates to its debt. Because the Company's valuations of its financial instruments are based on these types of estimates, the actual fair value of its financial instruments may differ materially if the Company's estimates do not prove to be accurate. The following table presents the aggregate carrying value of the Company's indebtedness and the Company's corresponding estimate of fair value as of September 30, 2009 (in thousands):

| | Carrying Amount | Estimated Fair Value |
|-------------------------------------|----------------------------|---------------------------------|
| Mortgage notes payable | \$ 2,643,497 | \$ 2,657,959 |
| Unsecured senior notes | 1,472,740 | 1,521,115 |
| Unsecured exchangeable senior notes | 1,892,753 | 2,023,607 |
| Total | \$ 6,008,990 | \$ 6,202,681 |

Table of Contents

BOSTON PROPERTIES, INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

3. Real Estate Activity During the Nine Months Ended September 30, 2009

Development

On January 16, 2009, the Company acquired the development rights for the site at 17 Cambridge Center in Cambridge, Massachusetts for approximately \$11.4 million.

On February 6, 2009, the Company announced that it was suspending construction on its 1,000,000 square foot office building at 250 West 55th Street in New York City. The Company intends to complete the construction of foundations and steel/deck to grade to facilitate a restart of construction in the future and anticipates that most construction activity on this project will be completed by the end of the fourth quarter of 2009. During the nine months ended September 30, 2009, the Company recognized a loss of approximately \$27.8 million related to the suspension of development.

On April 1, 2009, the Company placed in-service One Preserve Parkway, an approximately 184,000 net rentable square foot Class A office property located in Rockville, Maryland. The property is 21% leased.

On May 31, 2009, a consolidated joint venture in which the Company has a 66.67% interest placed in-service the Offices at Wisconsin Place, an approximately 299,000 net rentable square foot Class A office property located in Chevy Chase, Maryland. The property is 91% leased.

On August 1, 2009, the Company placed in-service Democracy Tower, an approximately 235,000 net rentable square foot Class A office property located in Reston, Virginia. The property is 100% leased.

Dispositions

On April 14, 2008, the Company sold a parcel of land located in Washington, DC for approximately \$33.7 million. The Company had previously entered into a development management agreement with the buyer to develop a Class A office property on the parcel totaling approximately 165,000 net rentable square feet. Due to the Company's involvement in the construction of the project, the gain on sale was deferred and is being recognized over the project construction period generally based on the percentage of total project costs incurred to estimated total project costs. As a result, the Company recognized a gain on sale during the nine months ended September 30, 2009 of approximately \$9.7 million. The Company has recognized a cumulative gain on sale of approximately \$19.6 million.

Table of Contents**BOSTON PROPERTIES, INC.****NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)****4. Investments in Unconsolidated Joint Ventures**

The Company's investments in unconsolidated joint ventures consist of the following at September 30, 2009:

| Entity | Properties | Nominal % Ownership |
|--|---|--------------------------------|
| Square 407 Limited Partnership | Market Square North | 50.0% |
| The Metropolitan Square Associates LLC | Metropolitan Square | 51.0%(1) |
| BP/CRF 901 New York Avenue LLC | 901 New York Avenue | 25.0%(2) |
| WP Project Developer LLC | Wisconsin Place Land and Infrastructure | 23.9%(3) |
| Wisconsin Place Retail LLC | Wisconsin Place Retail | 5.0% |
| Eighth Avenue and 46 th Street Entities | Eighth Avenue and 46 th Street | 50.0%(4) |
| Boston Properties Office Value-Added Fund, L.P. | 300 Billerica Road, One & Two Circle Star Way and Mountain View Research and Technology Parks | 36.9%(2)(5) |
| Annapolis Junction NFM, LLC | Annapolis Junction | 50.0%(6) |
| 767 Venture, LLC | The General Motors Building | 60.0%(1) |
| 2 GCT Venture LLC | Two Grand Central Tower | 60.0%(1) |
| 540 Madison Venture LLC | 540 Madison Avenue | 60.0%(1) |
| 125 West 55 th Street Venture LLC | 125 West 55 th Street | 60.0%(1) |

- (1) The Company has determined that these entities are not VIEs and that its joint venture partners have substantive participating rights with respect to the assets and operations of the properties, pursuant to the joint venture agreements.
- (2) The Company's economic ownership can increase based on the achievement of certain return thresholds.
- (3) Represents the Company's effective ownership interest. The Company has a 66.67%, 5% and 0% interest in the office, retail and residential joint venture entities, respectively, each of which owns a 33.33% interest in the entity developing and owning the land and infrastructure of the project.
- (4) These properties have been partially placed in-service or are not in operation (i.e., under construction or assembled land).
- (5) Represents the Company's effective ownership interest. The Company has a 25.0% interest in the 300 Billerica Road and One & Two Circle Star Way properties and a 39.5% interest in the Mountain View Research and Technology Park properties.
- (6) Two of the three Annapolis Junction land parcels are undeveloped land.

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

Table of Contents**BOSTON PROPERTIES, INC.****NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

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

| | September 30, 2009 | December 31, 2008 |
|--|-----------------------|----------------------|
| | (in thousands) | |
| ASSETS | | |
| Real estate and development in process, net | \$ 5,191,948 | \$ 5,235,149 |
| Other assets | 764,103 | 824,232 |
| Total assets | \$ 5,956,051 | \$ 6,059,381 |
| LIABILITIES AND MEMBERS /PARTNERS EQUITY | | |
| Mortgage and notes payable | \$ 3,211,839 | \$ 3,189,549 |
| Other liabilities | 1,096,152 | 1,215,849 |
| Members /Partners equity | 1,648,060 | 1,653,983 |
| Total liabilities and members /partners equity | \$ 5,956,051 | \$ 6,059,381 |
| Company s share of equity | \$ 937,887 | \$ 948,222 |
| Basis differentials(1) | (165,720) | (165,462) |
| Carrying value of the Company s investments in unconsolidated joint ventures | \$ 772,167 | \$ 782,760 |

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

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

| | For the three months ended September 30, 2009 | | For the nine months ended September 30, 2008 | |
|---|---|------------|--|------------|
| | (in thousands) | | (in thousands) | |
| Total revenue(1) | \$ 148,885 | \$ 134,425 | \$ 445,827 | \$ 216,319 |
| Expenses | | | | |
| Operating | 41,977 | 35,562 | 122,614 | 62,329 |
| Interest | 58,975 | 53,229 | 173,356 | 81,698 |
| Depreciation and amortization | 57,160 | 55,182 | 175,648 | 81,411 |
| Losses from early extinguishments of debt | | | | 152 |
| Total expenses | 158,112 | 143,973 | 471,618 | 225,590 |
| Net loss | \$ (9,227) | \$ (9,548) | \$ (25,791) | \$ (9,271) |

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| | | | | |
|--|------------|------------|-------------|------------|
| Company's share of net loss | \$ (4,174) | \$ (5,000) | \$ (12,619) | \$ (3,918) |
| Impairment loss on investment | | | (7,357) | |
| Basis differential | 2,319 | | 7,099 | |
| Elimination of inter-entity interest on partner loan | 8,205 | 7,644 | 23,973 | 9,459 |
| Income from unconsolidated joint ventures | \$ 6,350 | \$ 2,644 | \$ 11,096 | \$ 5,541 |

- (1) Includes straight-line rent adjustments of \$6.7 million and \$5.2 million for the three months ended September 30, 2009 and 2008, respectively, and \$20.3 million and \$6.5 million for the nine months ended September 30, 2009 and 2008, respectively. Includes above and below market rent adjustments of \$37.8 million and \$40.8 million for the three months ended September 30, 2009 and 2008, respectively, and \$115.1 million and \$47.4 million for the nine months ended September 30, 2009 and 2008, respectively.

Table of Contents**BOSTON PROPERTIES, INC.****NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

During June 2009, the Company recognized a non-cash impairment charge which represented the other-than-temporary decline in the fair value below the carrying value of the Company's investment in its Value-Added Fund. In accordance with ASC 323 Investments-Equity Method and Joint Ventures (ASC 323) (formerly known as Accounting Principles Board Opinion No. 18 The Equity Method of Accounting for Investments in Common Stock (APB No. 18)), a loss in value of an investment under the equity method of accounting, which is other than a temporary decline, must be recognized. Unlike the guidance in ASC 360 Property, Plant and Equipment (ASC 360) (formerly known as SFAS No. 144

Accounting for the Impairment or Disposal of Long Lived Assets), impairments under ASC 323 result from fair values derived based on discounted cash flows and other valuation techniques that are more sensitive to current market conditions. As a result, the Company recognized a non-cash impairment charge of approximately \$7.4 million on its investment in the Company's Value-Added Fund. The Company has determined that its valuation of these investments was categorized within Level 3 of the fair value hierarchy in accordance with ASC 820-10

Fair Value Measurements and Disclosures (ASC 820-10) (formerly known as SFAS No. 157, Fair Value Measurements (SFAS No. 157)), as it utilized significant unobservable inputs in its assessment. The equity method investments represent the Company's only Level 3 assets for the nine months ended September 30, 2009. The following table reflects the activity of its investments in unconsolidated joint ventures for the nine months ended September 30, 2009 (in thousands):

| | |
|--------------------------------|------------|
| Balance at January 1, 2009: | \$ 782,760 |
| Net loss | (5,520) |
| Impairment loss | (7,357) |
| Contributions | 9,822 |
| Distributions | (7,538) |
| Balance at September 30, 2009: | \$ 772,167 |

5. Mortgage Notes Payable

On April 21, 2009, the Company obtained construction financing totaling \$215.0 million collateralized by its Atlantic Wharf development project located at 280 Congress Street in Boston, Massachusetts. Atlantic Wharf, formerly known as Russia Wharf, is a mixed-use project totaling approximately 815,000 net rentable square feet. Wellington Management Company, LLP has leased approximately 450,000 square feet of the office space in the development commencing in the first quarter of 2011. The construction financing bears interest at a variable rate equal to LIBOR plus 3.00% per annum and matures on April 21, 2012 with two, one-year extension options.

On June 9, 2009, the Company used available cash to repay the mortgage loan collateralized by its Reservoir Place property located in Waltham, Massachusetts totaling approximately \$47.8 million. The mortgage loan bore interest at a fixed rate of 7.00% per annum and was scheduled to mature on July 1, 2009. There was no prepayment penalty.

On June 26, 2009, the Company used available cash to repay the mortgage loan collateralized by its Ten Cambridge Center property located in Cambridge, Massachusetts totaling approximately \$30.1 million. The mortgage loan bore interest at a fixed rate of 8.27% per annum and was scheduled to mature on May 1, 2010. The Company paid a prepayment penalty totaling \$0.5 million in connection with the repayment.

On July 30, 2009, the Company obtained mortgage financing totaling \$50.0 million collateralized by its Reservoir Place property located in Waltham, Massachusetts. The mortgage financing initially bears interest at a variable rate equal to LIBOR plus 3.85% per annum and matures on July 30, 2014.

Table of Contents**BOSTON PROPERTIES, INC.****NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

On August 3, 2009, the Company used available cash to repay the mortgage loans collateralized by its 1301 New York Avenue property located in Washington, DC aggregating approximately \$20.5 million. The mortgage loans bore interest at a weighted-average fixed rate of 6.91% per annum and were scheduled to mature on August 15, 2009. There were no prepayment penalties.

6. Unsecured Exchangeable Senior Notes

The following summarizes the unsecured exchangeable senior notes outstanding as of September 30, 2009 (dollars in thousands):

| | Coupon/ Stated Rate | Effective Rate(1) | Exchange Rate | Principal Amount | First Optional Redemption Date by Company | Maturity Date |
|---|--------------------------------|------------------------------|--------------------------|-----------------------------|--|----------------------|
| 3.625% Exchangeable Senior Notes | 3.625% | 4.037% | 8.5051(2) | \$ 747,500 | N/A | February 15, 2014 |
| 2.875% Exchangeable Senior Notes | 2.875% | 3.462% | 7.0430(3) | 862,500 | February 20, 2012 | February 15, 2037 |
| 3.750% Exchangeable Senior Notes | 3.750% | 3.787% | 10.0066(4) | 450,000 | May 18, 2013 | May 15, 2036 |
| Total principal | | | | 2,060,000 | | |
| Net discount | | | | (16,963) | | |
| ASC 470-20 (formerly known as FSP No. APB 14-1) Adjustment, net of accumulated amortization | | | | (150,284) | | |
| Total | | | | \$ 1,892,753 | | |

- (1) Yield on issuance date including the effects of discounts on the notes and excluding the effects of ASC 470-20 (formerly known as FSP No. APB 14-1).
- (2) The initial exchange rate is 8.5051 shares per \$1,000 principal amount of the notes (or an initial exchange price of approximately \$117.58 per share of Boston Properties, Inc.'s Common Stock). In addition, the Company entered into capped call transactions with affiliates of certain of the initial purchasers, which are intended to reduce the potential dilution upon future exchange of the notes. The capped call transactions are intended to increase the effective exchange price to the Company of the notes from \$117.58 to approximately \$137.17 per share, representing an overall effective premium of approximately 40% over the closing price on August 13, 2008 of \$97.98 per share of Boston Properties, Inc.'s Common Stock. The net cost of the capped call transactions was approximately \$44.4 million.
- (3) In connection with the special distribution of \$5.98 per share of Boston Properties, Inc.'s Common Stock declared on December 17, 2007, the exchange rate was adjusted from 6.6090 to 7.0430 shares per \$1,000 principal amount of notes effective as of December 31, 2007, resulting in an exchange price of approximately \$141.98 per share of Boston Properties, Inc.'s Common Stock.
- (4) In connection with the special distribution of \$5.98 per share of Boston Properties, Inc.'s Common Stock declared on December 17, 2007, the exchange rate was adjusted from 9.3900 to 10.0066 shares per \$1,000 principal amount of notes effective as of December 31, 2007, resulting in an exchange price of approximately \$99.93 per share of Boston Properties, Inc.'s Common Stock.

Table of Contents**BOSTON PROPERTIES, INC.****NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

ASC 470-20 (formerly known as FSP No. APB 14-1) requires the liability and equity components of convertible debt instruments that may be settled in cash upon conversion (including partial cash settlement) to be separately accounted for in a manner that reflects the issuer's nonconvertible debt borrowing rate. ASC 470-20 requires that the initial proceeds from the sale of the Operating Partnership's \$862.5 million of 2.875% exchangeable senior notes due 2037, \$450.0 million of 3.75% exchangeable senior notes due 2036 and \$747.5 million of 3.625% exchangeable senior notes due 2014 be allocated between a liability component and an equity component in a manner that reflects interest expense at the interest rate of similar nonconvertible debt that could have been issued by the Operating Partnership at such time. The Company measured the fair value of the debt components of the 2.875%, 3.75% and 3.625% exchangeable senior notes for the periods presented based on effective interest rates of 5.630%, 5.958% and 6.555%, respectively. The aggregate carrying amount of the debt component was approximately \$1.89 billion and \$1.86 billion (net of the ASC 470-20 adjustment of approximately \$150.3 million and \$179.0 million) at September 30, 2009 and December 31, 2008, respectively. As a result, the Company attributed an aggregate of approximately \$230.3 million of the proceeds to the equity component of the notes, which represents the excess proceeds received over the fair value of the notes at the date of issuance. The equity component of the notes has been reflected within Additional Paid-in Capital in the Consolidated Balance Sheets. The Company reclassified approximately \$1.0 million of deferred financing costs to Additional Paid-in Capital, which represented the costs attributable to the equity components of the notes. The carrying amount of the equity component was approximately \$229.3 million at September 30, 2009 and December 31, 2008. The resulting debt discount will be amortized over the period during which the debt is expected to be outstanding (i.e., through the first optional redemption dates or, in the case of the 2014 notes, the maturity date) as additional non-cash interest expense. The additional non-cash interest expense attributable to each debt security will increase in subsequent reporting periods through the first optional redemption date (or, in the case of the 2014 notes, the maturity date) as the debt accretes to its par value over the same period. The aggregate contractual interest expense was approximately \$18.6 million and \$15.1 million for the three months ended September 30, 2009 and 2008, respectively, and approximately \$55.8 million and \$37.7 million for the nine months ended September 30, 2009 and 2008, respectively. As a result of applying ASC 470-20, the Company reported additional non-cash interest expense of approximately \$9.8 million and \$7.5 million for the three months ended September 30, 2009 and 2008, respectively, and approximately \$28.7 million and \$18.5 million for the nine months ended September 30, 2009 and 2008, respectively. ASC 470-20 requires companies to retrospectively apply the requirements of the pronouncement to all periods presented. As a result, the revised diluted earnings per share reflects a reduction of \$0.05 and \$0.12 for the three and nine months ended September 30, 2008, respectively.

7. Commitments and Contingencies**General**

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

The Company has letter of credit and performance obligations of approximately \$14.0 million related to lender and development requirements.

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

In connection with the Company's assumption of the General Motors Building's secured loan by the Company's unconsolidated joint venture, 767 Venture, LLC, the Company guaranteed the unconsolidated joint

Table of Contents**BOSTON PROPERTIES, INC.****NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

venture's obligation to fund various escrows, including tenant improvements, taxes and insurance in lieu of cash deposits. As of September 30, 2009, the maximum funding obligation under the guarantee was approximately \$28.3 million. From time to time, the Company (or the applicable joint venture) has also agreed to guarantee portions of the principal, interest or other amounts in connection with other unconsolidated joint venture borrowings. In addition to the financial guarantees referenced above, the Company has agreed to customary environmental indemnifications and nonrecourse carve-outs (e.g., guarantees against fraud, misrepresentation and bankruptcy) on certain of its unconsolidated joint venture loans.

Insurance

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

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

Table of Contents**BOSTON PROPERTIES, INC.****NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

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

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

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

8. Noncontrolling Interests

Effective January 1, 2009, the Company adopted the guidance included in ASC 810 Consolidation (ASC 810) (formerly known as SFAS No. 160, Noncontrolling Interests in Consolidated Financial Statements an amendment of ARB No. 51 (SFAS No. 160)) and ASC 480-10-S99 Distinguishing Liabilities from Equity (ASC 480-10-S99) (formerly known as EITF Topic No. D-98 Classification and Measurement of Redeemable Securities (Amended)), under which noncontrolling interests of the Company (previously known as minority interests) are classified either as a component of equity or in the mezzanine

Table of Contents**BOSTON PROPERTIES, INC.****NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

section of the balance sheet as temporary equity depending on the terms of such noncontrolling interests. As a result of the adoption of the guidance included in ASC 810, the Company reclassified the noncontrolling interests in consolidated property partnerships from the mezzanine section of its Consolidated Balance Sheets to equity. The reclassification totaled approximately \$6.9 million as of December 31, 2008. In addition, the Company reclassified the noncontrolling interests related to the common units of the Operating Partnership not owned by the Company from the mezzanine section of its Consolidated Balance Sheets to equity. The reclassification totaled approximately \$563.2 million as of December 31, 2008. Noncontrolling interests related to redeemable preferred units of the Operating Partnership continue to be classified in the mezzanine section of the Consolidated Balance Sheets.

Under the guidance included in ASC 810, net income encompasses the total income of all consolidated subsidiaries and there is a separate disclosure of the attribution of that income between controlling and noncontrolling interests. The implementation of this standard had no effect on the Company's results of operations. As a result of the adoption of the guidance included in ASC 810, net income attributable to noncontrolling interests is now deducted from net income in the determination of net income attributable to the Company for all periods presented. In addition, other comprehensive income (loss) attributable to noncontrolling interests is now deducted from comprehensive income in the determination of comprehensive income attributable to the Company for all periods presented.

Noncontrolling interests relate to the interests in the Operating Partnership not owned by the Company and interests in property partnerships not wholly-owned by the Company. As of September 30, 2009, the noncontrolling interests consisted of 19,840,115 OP Units, 1,458,840 LTIP Units, 1,080,938 2008 OPP Units and 1,113,044 Series Two Preferred Units (or 1,460,688 OP Units on an as converted basis) held by parties other than the Company.

Noncontrolling Interest Redeemable Preferred Units of the Operating Partnership

The Preferred Units at September 30, 2009 consisted solely of 1,113,044 Series Two Preferred Units, which bear a preferred distribution equal to the greater of (1) the distribution which would have been paid in respect of the Series Two Preferred Unit had such Series Two Preferred Unit been converted into an OP Unit (including both regular and special distributions) or (2) a rate ranging from 5.00% to 7.00% per annum on a liquidation preference of \$50.00 per unit, and are convertible into OP Units at a rate of \$38.10 per Preferred Unit (1.312336 OP Units for each Preferred Unit). Distributions on the Series Two Preferred Units are payable quarterly and, unless the greater rate described in the next sentence applies, accrue at 7.0% until May 12, 2009 and 6.0% thereafter. If distributions on the number of OP Units into which the Series Two Preferred Units are convertible are greater than distributions calculated using the rates described in the preceding sentence for the applicable quarterly period, then the greater distributions are payable instead. The holders of Series Two Preferred Units have the right to require the Operating Partnership to redeem their units for cash at the redemption price of \$50.00 per unit on May 12, 2010, May 12, 2011, May 14, 2012, May 14, 2013 and May 12, 2014. The maximum number of units that may be required to be redeemed from all holders on each of these dates is 1,007,662, which is one-sixth of the number of Series Two Preferred Units that were originally issued. The holders had the right to have their Series Two Preferred Units redeemed for cash on May 12, 2009, although no holder exercised such right. The Company also has the right, under certain conditions and at certain times, to redeem Series Two Preferred Units for cash and to convert into OP Units any Series Two Preferred Units that are not redeemed when they are eligible for redemption.

On February 17, 2009, the Operating Partnership paid a distribution on its outstanding Series Two Preferred Units of \$0.89239 per unit. On May 15, 2009, the Operating Partnership paid a distribution on its outstanding Series Two Preferred Units of \$0.89239 per unit. On August 17, 2009, the Operating Partnership paid a distribution on its outstanding Series Two Preferred Units of \$0.75616 per unit.

Table of Contents**BOSTON PROPERTIES, INC.****NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

The following table reflects the activity of the noncontrolling interests redeemable preferred units of the Operating Partnership for the nine months ended September 30, 2009 and 2008 (in thousands):

| | |
|--------------------------------|-----------|
| Balance at January 1, 2009: | \$ 55,652 |
| Net income | 2,734 |
| Distributions | (2,734) |
| Balance at September 30, 2009: | \$ 55,652 |

| | |
|--------------------------------|-----------|
| Balance at January 1, 2008: | \$ 55,652 |
| Net income | 3,151 |
| Distributions | (3,151) |
| Balance at September 30, 2008: | \$ 55,652 |

Noncontrolling Interest Common Units of the Operating Partnership

During the nine months ended September 30, 2009, 70,563 OP Units were presented by the holders for redemption and were redeemed by the Company in exchange for an equal number of shares of Common Stock.

At September 30, 2009, the Company had outstanding 1,080,938 2008 OPP Units. Prior to the measurement date on February 5, 2011, 2008 OPP Units will be entitled to receive per unit distributions equal to one-tenth (10%) of the regular quarterly distributions payable on an OP Unit, but will not be entitled to receive any special distributions. After the measurement date, the number of 2008 OPP Units, both vested and unvested, which 2008 OPP award recipients have earned, if any, based on the establishment of an outperformance pool, will be entitled to receive distributions in an amount per unit equal to distributions, both regular and special, payable on an OP Unit.

On January 30, 2009, the Operating Partnership paid a distribution on the OP Units and LTIP Units in the amount of \$0.68 per unit and a distribution on the 2008 OPP Units in the amount of \$0.068 per unit to holders of record as of the close of business on December 31, 2008. On April 30, 2009, the Operating Partnership paid a distribution on the OP Units and LTIP Units in the amount of \$0.68 per unit and a distribution on the 2008 OPP Units in the amount of \$0.068 per unit to holders of record as of the close of business on March 31, 2009. On July 31, 2009, the Operating Partnership paid a distribution on the OP Units and LTIP Units in the amount of \$0.50 per unit and a distribution on the 2008 OPP Units in the amount of \$0.05 per unit to holders of record as of the close of business on June 30, 2009. On September 17, 2009, Boston Properties, Inc., as general partner of the Operating Partnership, declared a distribution on the OP Units and LTIP Units in the amount of \$0.50 per unit and a distribution on the 2008 OPP Units in the amount of \$0.05 per unit, in each case payable on October 30, 2009 to holders of record as of the close of business on September 30, 2009.

The following table reflects the activity of the noncontrolling interests common units of the Operating Partnership for the nine months ended September 30, 2009 and 2008 (in thousands):

| | |
|-----------------------------|------------|
| Balance at January 1, 2009: | \$ 563,212 |
| Net income | 29,100 |
| Distributions | (35,905) |

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| | |
|--------------------------------------|------------|
| Equity compensation | 18,724 |
| Reallocation of partnership interest | 45,329 |
| Balance at September 30, 2009: | \$ 620,460 |

Table of Contents**BOSTON PROPERTIES, INC.****NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

| | |
|--------------------------------------|------------|
| Balance at January 1, 2008: | \$ 589,770 |
| Net income | 35,613 |
| Distributions | (43,353) |
| Contributions | 25,000 |
| Equity compensation | 16,541 |
| Reallocation of partnership interest | (24,475) |
| Balance at September 30, 2008: | \$ 599,096 |

The Series Two Preferred Units may be converted into OP Units at the election of the holder thereof at any time. A holder of an OP Unit may present such OP Unit to the Operating Partnership for redemption at any time (subject to restrictions agreed upon at the time of issuance of OP Units to particular holders that may restrict such redemption right for a period of time, generally one year from issuance). Upon presentation of an OP Unit for redemption, the Operating Partnership must redeem such OP Unit for cash equal to the then value of a share of common stock of the Company. The Company may, in its sole discretion, elect to assume and satisfy the redemption obligation by paying either cash or issuing one share of Common Stock. The value of the OP Units (not owned by the Company and including LTIP Units assuming that all conditions have been met for the conversion thereof) and Series Two Preferred Units (on an as converted basis) had all of such units been redeemed at September 30, 2009 was approximately \$1,396.1 million and \$95.7 million, respectively, based on the closing price of the Company's common stock of \$65.55 per share on September 30, 2009.

Noncontrolling Interest Property Partnerships

The noncontrolling interests in property partnerships consist of the outside equity interests in ventures that are consolidated with the financial results of the Company because the Company exercises control over the entities that own the properties. The equity interests in these ventures that are not owned by the Company, totaling approximately \$5.7 million at September 30, 2009, are included in Noncontrolling Interests Property Partnerships on the accompanying Consolidated Balance Sheets.

On January 5, 2009, the Company paid \$25.0 million in connection with the agreement entered into in May 2006 to redeem the outside members equity interests in the limited liability company that owns 601 Lexington Avenue (formerly known as Citigroup Center).

The following table reflects the activity of the noncontrolling interests property partnerships for the nine months ended September 30, 2009 and 2008 (in thousands):

| | |
|--------------------------------|-----------|
| Balance at January 1, 2009: | \$ 6,900 |
| Net income | 2,315 |
| Distributions | (3,500) |
| Balance at September 30, 2009: | \$ 5,715 |
| Balance at January 1, 2008: | \$ 25,805 |
| Net income | 1,570 |
| Distributions | (14,082) |
| Balance at September 30, 2008: | \$ 13,293 |

Table of Contents

BOSTON PROPERTIES, INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

9. Stockholders' Equity

As of September 30, 2009, the Company had 138,702,374 shares of Common Stock outstanding.

On June 10, 2009, the Company completed a public offering of 17,250,000 shares of its Common Stock (including 2,250,000 shares issued as a result of the exercise of an overallotment option by the underwriters) at a price to the public of \$50.00 per share. The proceeds from this public offering, net of underwriters' discounts and offering costs, totaled approximately \$841.9 million.

During the nine months ended September 30, 2009, the Company issued 133,087 shares of its Common Stock upon the exercise of options to purchase Common Stock by certain employees.

During the nine months ended September 30, 2009, the Company issued 70,563 shares of its Common Stock in connection with the redemption of an equal number of OP Units.

On January 30, 2009, the Company paid a dividend in the amount of \$0.68 per share of Common Stock to shareholders of record as of the close of business on December 31, 2008. On April 30, 2009, the Company paid a dividend in the amount of \$0.68 per share of Common Stock to shareholders of record as of the close of business on March 31, 2009. On July 31, 2009, the Company paid a dividend in the amount of \$0.50 per share of Common Stock to shareholders of record as of the close of business on June 30, 2009. On September 17, 2009, the Company's Board of Directors declared a dividend in the amount of \$0.50 per share of Common Stock payable on October 30, 2009 to shareholders of record as of the close of business on September 30, 2009.

10. Earnings Per Share

Earnings per share (EPS) has been computed pursuant to the provisions of ASC 260-10 Earnings Per Share (ASC 260-10). During 2004, the Company adopted the guidance included in ASC 260-10 (formerly known as EITF 03-6 Participating Securities and the Two-Class Method under FASB 128 (EITF 03-6)), which provides further guidance on the definition of participating securities. Pursuant to the guidance included in ASC 260-10, the Operating Partnership's Series Two Preferred Units, which are reflected as Noncontrolling Interests Redeemable Preferred Units of the Operating Partnership in the Company's Consolidated Balance Sheets, are considered participating securities and are included in the computation of basic and diluted earnings per share of the Company if the effect of applying the if-converted method is dilutive. The terms of the Series Two Preferred Units enable the holders to obtain OP Units of the Operating Partnership, as well as Common Stock of the Company. In June 2008, the FASB issued guidance included in ASC 260-10 (formerly known as FSP EITF 03-6-1, Determining Whether Instruments Granted in Share-Based Payment Transactions are Participating Securities (FSP EITF 03-6-1)). The guidance included in ASC 260-10 clarifies that unvested share-based payment awards that contain non-forfeitable rights to dividends or dividend equivalents (whether paid or unpaid) are participating securities and shall be included in the computation of EPS pursuant to the two-class method. The guidance included in ASC 260-10 requires the retrospective adjustment of all prior-period EPS data presented (including interim financial statements, summaries of earnings, and selected financial data) to conform with the provisions of the guidance. Early application was not permitted. As a result, the Company's unvested restricted stock, LTIP Units and 2008 OPP Units are considered participating securities and are included in the computation of basic and diluted earnings per share of the Company if the effect of applying the if-converted method is dilutive. The adoption of the guidance included in ASC 260-10 on January 1, 2009 did not have a material impact on the Company's computation of EPS. Because the 2008 OPP Units require the Company to outperform absolute and relative return thresholds, unless such thresholds have been met by the end of the applicable reporting period, the Company excludes the 2008 OPP Units from the diluted EPS calculation. For the three and nine months ended September 30, 2009 and 2008, the absolute and relative return thresholds for the 2008 OPP Units were not met and as a result the 2008 OPP Units have been excluded from the diluted EPS

Table of Contents**BOSTON PROPERTIES, INC.****NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

calculation. Other potentially dilutive common shares, including stock options, restricted stock and other securities of the Operating Partnership that are exchangeable for the Company's Common Stock, and the related impact on earnings, are considered when calculating diluted EPS. The following table provides a reconciliation of both the net income attributable to Boston Properties, Inc. and the number of common shares used in the computation of basic EPS, which is calculated by dividing net income attributable to Boston Properties, Inc. by the weighted-average number of common shares outstanding during the period.

| | For the three months ended September 30, 2009 | | |
|--|--|----------------------|------------------|
| | Income | Shares | Per Share |
| | (Numerator) | (Denominator) | Amount |
| | (in thousands, except for per share amounts) | | |
| Basic Earnings: | | | |
| Net income attributable to Boston Properties, Inc. | \$ 65,795 | 138,641 | \$ 0.47 |
| Effect of Dilutive Securities: | | | |
| Stock Based Compensation | | 584 | (0.00) |

| | | | |
|--------------------------|-----------|---------|---------|
| Diluted Earnings: | | | |
| Net income | \$ 65,795 | 139,225 | \$ 0.47 |

| | For the three months ended September 30, 2008 | | |
|--|--|----------------------|------------------|
| | Income | Shares | Per Share |
| | (Numerator) | (Denominator) | Amount |
| | (in thousands, except for per share amounts) | | |
| Basic Earnings: | | | |
| Net income attributable to Boston Properties, Inc. | \$ 43,079 | 119,832 | \$ 0.36 |
| Effect of Dilutive Securities: | | | |
| Stock Based Compensation | | 1,537 | (0.01) |

| | | | |
|--------------------------|-----------|---------|---------|
| Diluted Earnings: | | | |
| Net income | \$ 43,079 | 121,369 | \$ 0.35 |

| | For the nine months ended September 30, 2009 | | |
|--|---|----------------------|------------------|
| | Income | Shares | Per Share |
| | (Numerator) | (Denominator) | Amount |
| | (in thousands, except for per share amounts) | | |
| Basic Earnings: | | | |
| Net income attributable to Boston Properties, Inc. | \$ 177,604 | 128,452 | \$ 1.38 |
| Effect of Dilutive Securities: | | | |
| Stock Based Compensation | | 383 | (0.00) |

| | | | |
|--------------------------|------------|---------|---------|
| Diluted Earnings: | | | |
| Net income | \$ 177,604 | 128,835 | \$ 1.38 |

| | For the nine months ended September 30, 2008 | | |
|--|---|----------------------|------------------|
| | Income | Shares | Per Share |
| | (Numerator) | (Denominator) | Amount |

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(in thousands, except for per share amounts)

| | | | |
|---|------------|---------|---------|
| Basic Earnings: | | | |
| Net income attributable to Boston Properties, Inc | \$ 203,010 | 119,708 | \$ 1.70 |
| Effect of Dilutive Securities: | | | |
| Stock Based Compensation | | 1,528 | (0.03) |
| Diluted Earnings: | | | |
| Net income | \$ 203,010 | 121,236 | \$ 1.67 |

Table of Contents**BOSTON PROPERTIES, INC.****NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)****11. Stock Option and Incentive Plan**

During the nine months ended September 30, 2009, the Company issued 62,876 shares of restricted common stock and 515,007 LTIP Units to employees and directors under the 1997 Stock Option and Incentive Plan (the 1997 Plan). Employees and directors paid \$0.01 per share of restricted common stock and \$0.25 per LTIP Unit. The shares of restricted stock were valued at approximately \$2.8 million (\$43.89 per share weighted-average). The LTIP Units were valued at approximately \$21.1 million (\$41.05 per unit fair value weighted-average) using a Monte Carlo simulation method model in accordance with the provisions of SFAS No. 123R. The per unit fair value of each LTIP Unit granted was estimated on the date of grant using the following assumptions: an expected life of 5.6 years, a risk-free interest rate of 1.87% and an expected price volatility of 40.0%. An LTIP Unit is generally the economic equivalent of a share of restricted stock in the Company. The aggregate value of the LTIP Units is included in noncontrolling interests in the Consolidated Balance Sheets. The restricted stock and LTIP Units granted to employees between January 1, 2004 and November 2006 vest over a five-year term. Grants of restricted stock and LTIP Units made in and after November 2006 vest in four equal annual installments. Restricted stock and LTIP Units are measured at fair value on the date of grant based on the number of shares or units granted, as adjusted for forfeitures, and the closing price of the Company's common stock on the date of grant as quoted on the New York Stock Exchange. Such value is recognized as an expense ratably over the corresponding employee service period. Dividends paid on both vested and unvested shares of restricted stock are charged directly to Earnings in Excess of Dividends in the Consolidated Balance Sheets. Stock-based compensation expense associated with restricted stock, LTIP Units and 2008 OPP Units was approximately \$6.2 million and \$6.2 million for the three months ended September 30, 2009 and 2008, respectively, and approximately \$19.4 million and \$16.8 million for the nine months ended September 30, 2009 and 2008, respectively. At September 30, 2009, there was \$39.6 million of unrecognized compensation expense related to unvested restricted stock and LTIP Units and \$10.3 million of unrecognized compensation expense related to unvested 2008 OPP Units that is expected to be recognized over a weighted-average period of approximately 2.6 years.

12. Segment Information

The Company's segments are based on the Company's method of internal reporting which classifies its operations by both geographic area and property type. The Company's segments by geographic area are Greater Boston, Greater Washington, D.C., Midtown Manhattan, Greater San Francisco and New Jersey. Segments by property type include: Class A Office, Office/Technical and Hotel.

Asset information by segment is not reported because the Company does not use this measure to assess performance. Therefore, depreciation and amortization expense is not allocated among segments. Interest and other income, development and management services, general and administrative expenses, interest expense, depreciation and amortization expense, loss from suspension of development, noncontrolling interests, income from unconsolidated joint ventures, gains on sales of real estate, net derivative losses, losses from early extinguishments of debt and losses (gains) from investments in securities are not included in Net Operating Income as the internal reporting addresses these items on a corporate level.

Net Operating Income is not a measure of operating results or cash flows from operating activities as measured by accounting principles generally accepted in the United States of America, and it is not indicative of cash available to fund cash needs and should not be considered an alternative to cash flows as a measure of liquidity. All companies may not calculate Net Operating Income in the same manner. The Company considers Net Operating Income to be an appropriate supplemental measure to net income because it helps both investors and management to understand the core operations of the Company's properties.

Table of Contents**BOSTON PROPERTIES, INC.****NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

Information by geographic area and property type:

Three months ended September 30, 2009 (dollars in thousands):

| | Greater Boston | Greater Washington, D.C. | Midtown Manhattan | Greater San Francisco | New Jersey | Total |
|--|-------------------|-----------------------------|----------------------|--------------------------|-----------------|-------------------|
| Rental Revenue: | | | | | | |
| Class A | \$ 92,091 | \$ 82,336 | \$ 103,656 | \$ 54,047 | \$ 15,633 | \$ 347,763 |
| Office/Technical | 7,610 | 4,013 | | | | 11,623 |
| Hotel | 6,650 | | | | | 6,650 |
| Total | 106,351 | 86,349 | 103,656 | 54,047 | 15,633 | 366,036 |
| % of Total | 29.05% | 23.59% | 28.32% | 14.77% | 4.27% | 100.00% |
| Real Estate Operating Expenses: | | | | | | |
| Class A | 35,565 | 24,581 | 37,769 | 20,486 | 7,238 | 125,639 |
| Office/Technical | 2,338 | 1,043 | | | | 3,381 |
| Hotel | 5,418 | | | | | 5,418 |
| Total | 43,321 | 25,624 | 37,769 | 20,486 | 7,238 | 134,438 |
| % of Total | 32.23% | 19.06% | 28.09% | 15.24% | 5.38% | 100.00% |
| Net Operating Income | \$ 63,030 | \$ 60,725 | \$ 65,887 | \$ 33,561 | \$ 8,395 | \$ 231,598 |
| % of Total | 27.22% | 26.22% | 28.45% | 14.49% | 3.62% | 100.00% |

Three months ended September 30, 2008 (dollars in thousands):

| | Greater Boston | Greater Washington, D.C. | Midtown Manhattan | Greater San Francisco | New Jersey | Total |
|--|-------------------|-----------------------------|----------------------|--------------------------|---------------|----------------|
| Rental Revenue: | | | | | | |
| Class A | \$ 91,135 | \$ 70,511 | \$ 95,102 | \$ 54,804 | \$ 15,818 | \$ 327,370 |
| Office/Technical | 7,751 | 3,676 | | | | 11,427 |
| Hotel | 8,482 | | | | | 8,482 |
| Total | 107,368 | 74,187 | 95,102 | 54,804 | 15,818 | 347,279 |
| % of Total | 30.92% | 21.36% | 27.39% | 15.78% | 4.55% | 100.00% |
| Real Estate Operating Expenses: | | | | | | |
| Class A | 35,732 | 20,910 | 39,242 | 20,561 | 7,937 | 124,382 |
| Office/Technical | 2,407 | 926 | | | | 3,333 |
| Hotel | 6,318 | | | | | 6,318 |
| Total | 44,457 | 21,836 | 39,242 | 20,561 | 7,937 | 134,033 |

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| | | | | | | |
|----------------------|-----------|-----------|-----------|-----------|----------|------------|
| % of Total | 33.17% | 16.29% | 29.28% | 15.34% | 5.92% | 100.00% |
| Net Operating Income | \$ 62,911 | \$ 52,351 | \$ 55,860 | \$ 34,243 | \$ 7,881 | \$ 213,246 |
| % of Total | 29.50% | 24.55% | 26.20% | 16.06% | 3.69% | 100.00% |

Table of Contents**BOSTON PROPERTIES, INC.****NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

Nine months ended September 30, 2009 (dollars in thousands):

| | Greater Boston | Greater Washington, D.C. | Midtown Manhattan | Greater San Francisco | New Jersey | Total |
|--|-------------------|-----------------------------|----------------------|--------------------------|------------------|-------------------|
| Rental Revenue: | | | | | | |
| Class A | \$ 274,510 | \$ 238,147 | \$ 335,370 | \$ 165,161 | \$ 46,936 | \$ 1,060,124 |
| Office/Technical | 23,047 | 12,182 | | | | 35,229 |
| Hotel | 20,108 | | | | | 20,108 |
| Total | 317,665 | 250,329 | 335,370 | 165,161 | 46,936 | 1,115,461 |
| % of Total | 28.48% | 22.44% | 30.06% | 14.81% | 4.21% | 100.00% |
| Real Estate Operating Expenses: | | | | | | |
| Class A | 104,568 | 69,182 | 110,475 | 60,522 | 22,452 | 367,199 |
| Office/Technical | 7,178 | 3,234 | | | | 10,412 |
| Hotel | 16,249 | | | | | 16,249 |
| Total | 127,995 | 72,416 | 110,475 | 60,522 | 22,452 | 393,860 |
| % of Total | 32.50% | 18.38% | 28.05% | 15.37% | 5.70% | 100.00% |
| Net Operating Income | \$ 189,670 | \$ 177,913 | \$ 224,895 | \$ 104,639 | \$ 24,484 | \$ 721,601 |
| % of Total | 26.28% | 24.66% | 31.17% | 14.50% | 3.39% | 100.00% |

Nine months ended September 30, 2008 (dollars in thousands):

| | Greater Boston | Greater Washington, D.C. | Midtown Manhattan | Greater San Francisco | New Jersey | Total |
|--|-------------------|-----------------------------|----------------------|--------------------------|---------------|------------------|
| Rental Revenue: | | | | | | |
| Class A | \$ 268,449 | \$ 207,972 | \$ 315,730 | \$ 159,302 | \$ 48,339 | \$ 999,792 |
| Office/Technical | 22,874 | 11,147 | | | | 34,021 |
| Hotel | 24,714 | | | | | 24,714 |
| Total | 316,037 | 219,119 | 315,730 | 159,302 | 48,339 | 1,058,527 |
| % of Total | 29.86% | 20.70% | 29.83% | 15.05% | 4.56% | 100.00% |
| Real Estate Operating Expenses: | | | | | | |
| Class A | 103,162 | 60,571 | 108,275 | 59,242 | 23,305 | 354,555 |
| Office/Technical | 7,314 | 2,682 | | | | 9,996 |
| Hotel | 18,664 | | | | | 18,664 |
| Total | 129,140 | 63,253 | 108,275 | 59,242 | 23,305 | 383,215 |
| % of Total | 33.70% | 16.51% | 28.25% | 15.46% | 6.08% | 100.00% |

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| | | | | | | |
|----------------------|------------|------------|------------|------------|-----------|------------|
| Net Operating Income | \$ 186,897 | \$ 155,866 | \$ 207,455 | \$ 100,060 | \$ 25,034 | \$ 675,312 |
| % of Total | 27.67% | 23.08% | 30.72% | 14.82% | 3.71% | 100.00% |

Table of Contents**BOSTON PROPERTIES, INC.****NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

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

| | Three months ended September 30, | | Nine months ended September 30, | |
|--|-------------------------------------|------------|------------------------------------|------------|
| | 2009 | 2008 | 2009 | 2008 |
| Net Operating Income | \$ 231,598 | \$ 213,246 | \$ 721,601 | \$ 675,312 |
| Add: | | | | |
| Development and management services income | 9,754 | 9,557 | 26,601 | 21,494 |
| Interest and other income | 1,513 | 1,152 | 2,275 | 18,079 |
| Income from unconsolidated joint ventures | 6,350 | 2,644 | 11,096 | 5,541 |
| Gains on sales of real estate | 2,394 | 1,753 | 9,682 | 31,394 |
| Less: | | | | |
| General and administrative expense | (19,989) | (18,758) | (55,941) | (55,813) |
| Interest expense | (77,090) | (74,662) | (234,653) | (216,460) |
| Depreciation and amortization expense | (78,181) | (75,321) | (242,556) | (224,381) |
| Loss from suspension of development | | | (27,766) | |
| Net derivative losses | | (6,318) | | (9,849) |
| Losses from early extinguishments of debt | (16) | | (510) | |
| Losses (gains) from investments in securities | 1,317 | (940) | 1,924 | (1,973) |
| Noncontrolling interest in property partnerships | (1,114) | (525) | (2,315) | (1,570) |
| Noncontrolling interest common units of the Operating Partnership | (9,662) | (7,440) | (27,776) | (31,042) |
| Noncontrolling interest in gains on sales of real estate common units of the Operating Partnership | (307) | (256) | (1,324) | (4,571) |
| Noncontrolling interest redeemable preferred units of the Operating Partnership | (772) | (1,053) | (2,734) | (3,151) |
| Net income attributable to Boston Properties, Inc. | \$ 65,795 | \$ 43,079 | \$ 177,604 | \$ 203,010 |

13. Newly Issued Accounting Standards

In June 2008, the FASB ratified the guidance included in ASC 815-40 Derivatives and Hedging (ASC 815-40) (formerly known as EITF Issue No. 07-5, Determining Whether an Instrument (or an Embedded Feature) Is Indexed to an Entity's Own Stock (EITF No. 07-5)). The guidance included in ASC 815-40 requires entities to apply a two step approach to evaluate whether an equity-linked financial instrument (or embedded feature) is indexed to its own stock. The guidance included in ASC 815-40 was effective on January 1, 2009. The adoption of the guidance included in ASC 815-40 did not have a material impact on the Company.

In April 2009, the FASB issued ASC 820-10-65-4 Transition Related to FASB Staff Position FAS 157-4, Determining Fair Value When the Volume and Level of Activity for the Asset or Liability Have Significantly Decreased and Identifying Transactions That Are Not Orderly (ASC 820-10-65-4) (formerly known as FSP No. 157-4, Determining Fair Value When the Volume and Level of Activity for the Asset or Liability Have Significantly Decreased and Identifying Transactions That Are Not Orderly (FSP FAS 157-4)). ASC 820-10-65-4 provides additional guidance for estimating fair value in accordance with ASC 820-10 when the volume and level of activity for the asset or liability have significantly decreased. ASC 820-10-65-4 also includes guidance on identifying circumstances that indicate a transaction is not orderly. ASC 820-10-65-4 was effective for interim and annual reporting periods ending after June 15, 2009. The adoption of ASC 820-10-65-4 did not have a material impact on the Company's financial position or results of operations.

Table of Contents

BOSTON PROPERTIES, INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

In June 2009, the FASB issued SFAS No. 167, *Amendments to FASB Interpretation No. 46(R)* (SFAS No. 167), which modifies the approach to determining the primary beneficiary of a variable interest entity (VIE) and requires companies to more frequently assess whether they must consolidate a VIE. SFAS No. 167 is effective on the first annual reporting period that begins after November 15, 2009. The Company is currently assessing the potential impact that the adoption of SFAS No. 167 will have on its financial statements.

In June 2009, the FASB issued SFAS No. 168, *The FASB Accounting Standards Codification* and the Hierarchy of Generally Accepted Accounting Principles—a replacement of FASB Statement No. 162 (SFAS No. 168), which establishes the FASB Accounting Standards Codification (the Codification) as the source of authoritative U.S. generally accepted accounting principles (GAAP) recognized by the FASB to be applied by nongovernmental entities. Rules and interpretive releases of the Securities and Exchange Commission (SEC) under authority of federal securities laws are also sources of authoritative GAAP for SEC registrants. On the effective date of this Statement, the Codification superseded all then-existing non-SEC accounting and reporting standards. SFAS No. 168 was effective for financial statements issued for interim and annual periods ending after September 15, 2009. The adoption of SFAS No. 168 did not have a material impact on the Company.

14. Subsequent Events

In May 2009, the FASB issued ASC 855-10 *Subsequent Events* (ASC 855-10) (formerly known as SFAS No. 165 *Subsequent Events* (SFAS No. 165)), which establishes general standards of accounting and disclosure for events that occur after the balance sheet date but before the financial statements are issued. The guidance included in ASC 855-10 was effective for interim or annual periods beginning after June 15, 2009. The Company has evaluated subsequent events through the time of filing these financial statements with the SEC on Form 10-Q on November 5, 2009.

On October 9, 2009, the Company's Operating Partnership completed a public offering of \$700.0 million in aggregate principal amount of its 5.875% senior notes due 2019. The notes were priced at 99.931% of the principal amount to yield 5.884% to maturity. The aggregate net proceeds to the Operating Partnership, after deducting underwriter discounts and offering expenses, were approximately \$693.7 million. The notes mature on October 15, 2019, unless earlier redeemed.

On October 9, 2009, the Company placed in-service 701 Carnegie Center, an approximately 120,000 net rentable square foot Class A office property located in Princeton, New Jersey. The property is 100% leased.

Table of Contents

ITEM 2 Management's Discussion and Analysis of Financial Condition and Results of Operations

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

The following discussion should be read in conjunction with the financial statements and notes thereto appearing elsewhere in this report. This Quarterly Report on Form 10-Q contains forward-looking statements within the meaning of the federal securities laws. We caution investors that any forward-looking statements presented in this report, or which management may make orally or in writing from time to time, are based on beliefs and assumptions made by, and information currently available to, management. When used, the words anticipate, believe, estimate, expect, intend, may, might, plan, project, result, should, will and similar expressions which do not relate solely to historical matters to identify forward-looking statements. Such statements are subject to risks, uncertainties and assumptions and are not guarantees of future performance, which may be affected by known and unknown risks, trends, uncertainties and factors that are beyond our control. Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those anticipated, estimated or projected by the forward-looking statements. We caution you that while forward-looking statements reflect our good-faith beliefs when we make them, they are not guarantees of future performance and are impacted by actual events when they occur after we make such statements. Accordingly, investors should use caution in relying on forward-looking statements, which are based on results and trends at the time they are made, to anticipate future results or trends.

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

the status of the current credit markets and the impact of the global economic slowdown, which are having and may continue to have a negative effect on the following, among other things:

the fundamentals of our business, including overall market occupancy and rental rates;

the financial condition of our tenants, many of which are financial, legal and other professional firms, our lenders, counterparties to our derivative financial instruments and institutions that hold our cash balances and short-term investments, which may expose us to increased risks of default by these parties;

our ability to obtain debt financing on attractive terms or at all, which may adversely impact our future interest expense and our ability to pursue acquisition and development opportunities and refinance existing debt; and

the value of our real estate assets, which may limit our ability to dispose of assets at attractive prices or obtain or maintain debt financing secured by our properties or on an unsecured basis.

general risks affecting the real estate industry (including, without limitation, the inability to enter into or renew leases, dependence on tenants' financial condition, and competition from other developers, owners and operators of real estate);

failure to manage effectively our growth and expansion into new markets and sub-markets or to integrate acquisitions and developments successfully;

the ability of our joint venture partners to satisfy their obligations;

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risks and uncertainties affecting property development and construction (including, without limitation, construction delays, cost overruns, inability to obtain necessary permits and public opposition to such activities);

risks associated with the availability and terms of financing and the use of debt to fund acquisitions and developments and refinancing existing debt, including the risk associated with interest rates impacting the cost and/or availability of financing;

Table of Contents

risks associated with interest rate hedging contracts and the effectiveness of such arrangements;

risks associated with downturns in the national and local economies, increases in interest rates, and volatility in the securities markets;

risks associated with actual or threatened terrorist attacks;

costs of compliance with the Americans with Disabilities Act and other similar laws;

potential liability for uninsured losses and environmental contamination;

risks associated with our potential failure to qualify as a REIT under the Internal Revenue Code of 1986, as amended;

possible adverse changes in tax and environmental laws;

the impact of newly adopted accounting principles on our accounting policies and on period-to-period comparisons of financial results;

risks associated with possible state and local tax audits;

risks associated with our dependence on key personnel whose continued service is not guaranteed; and

the other risk factors identified in our most recently filed Annual Report on Form 10-K, including those described under the caption Risk Factors.

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

Overview

We are a fully integrated self-administered and self-managed REIT and one of the largest owners and developers of Class A office properties in the United States. Our properties are concentrated in five markets Boston, midtown Manhattan, Washington, DC, San Francisco and Princeton, NJ. We generate revenue and cash primarily by leasing our Class A office space to our tenants. Factors we consider when we lease space include the creditworthiness of the tenant, the length of the lease, the rental rate to be paid, the costs of tenant improvements, current and anticipated operating costs and real estate taxes, our current and anticipated vacancy, current and anticipated future demand for office space and general economic factors. From time to time, we also generate cash through the sale of assets, which may be either non-core assets or core assets that

command premiums from real estate investors.

The impact of the current state of the economy, including the high rate of unemployment, continues to adversely impact the fundamentals of our business, including overall market occupancy and rental rates. Our core strategy has always been to operate in supply constrained markets with high barriers to entry and to focus on executing long-term leases with financially strong tenants. Historically, this combination has tended to reduce our exposure in down cycles and we believe this is proving to be true once again.

Table of Contents

Although leasing activity has improved in selected markets, we believe that overall demand for office space will be driven by lease expirations, and until there is meaningful job growth, market conditions will remain challenging. Furthermore new leasing will likely be evidenced by relatively greater transaction costs and lower rental rates. While it is not clear how long these trends will persist, our experiences in past recessions suggest that we will not see unemployment peak and job growth begin until the later stages of a broad economic recovery (although certain of our markets may begin to see job growth sooner than the nation as a whole). Despite this, we believe there will be leasing opportunities because transactions tend to be driven by specific tenants' space needs originating from lease expirations, expansions, mergers and other considerations, including a flight to quality such as that provided by our properties. For example, over the past year, we had approximately 570,000 square feet of space returned to us in New York City alone. To date, we have re-leased approximately 500,000 square feet of this space, or approximately 88%. So, although the rental rates on this space are approximately 25% below the previous rates, we have successfully eliminated much of the uncertainty resulting from this vacancy. We expect tenants in our markets to continue to take advantage of the re-pricing of high quality space, such as ours, and for our occupancy therefore to remain relatively flat during 2010.

Given the volatility experienced in the capital markets and the potential to acquire assets at attractive prices, we believe that it is prudent to maintain maximum liquidity and access to multiple sources of capital. As such, we have taken steps to improve liquidity and enhance our capital position. Since the beginning of 2009 (1) we suspended our development of 250 West 55th Street in New York City, which reduced our future capital commitments by approximately \$500 million, (2) we reduced our quarterly dividend to \$0.50 per share, (3) in June 2009, we completed a public offering of 17,250,000 shares of common stock, which raised approximately \$842 million of net proceeds, and (4) in October 2009, we completed a public offering of 5.875% senior notes due 2019 that raised aggregate net proceeds of approximately \$694 million. Year to date, we have repaid approximately \$198 million of indebtedness and expect to repay approximately \$78 million in 2010. We expect to refinance or extend our remaining 2010 maturities. As of November 2, 2009, our combination of available cash of approximately \$1.5 billion and borrowing capacity on our Unsecured Line of Credit of approximately \$1.0 billion is sufficient to meet all of our existing development funding obligations and provide capital for future investments. We believe the quality of our assets and our strong balance sheet align ourselves well with lenders' current investment selectivity and should enable us to access the secured credit markets even in the current difficult environment.

We believe deteriorated market fundamentals, overleveraged real estate and existing owners with insufficient capital resources will provide opportunities over the next couple years for well capitalized companies, such as ours, to acquire high quality assets at attractive levels. Opportunities to acquire properties may come through outright property acquisitions, joint venture arrangements or through the purchase of first mortgage or mezzanine debt. We will maintain our disciplined investment strategy which focuses on high-quality assets in supply-constrained markets, emphasizing long-term value creation.

We believe the successful lease-up and completion of our development pipeline will enhance our long-term return on equity and earnings growth as these developments are placed in-service in 2009, 2010 and 2011. However, we do not anticipate undertaking new development projects in the foreseeable future without significant pre-leasing commitments from creditworthy tenants.

Transactions during the three months ended September 30, 2009 included the following:

On July 30, 2009, we obtained mortgage financing totaling \$50.0 million collateralized by our Reservoir Place property located in Waltham, Massachusetts. The mortgage financing initially bears interest at a variable rate equal to LIBOR plus 3.85% per annum and matures on July 30, 2014.

On August 1, 2009, we placed in-service Democracy Tower, an approximately 235,000 net rentable square foot Class A office property located in Reston, Virginia. The property is 100% leased.

Table of Contents

On August 3, 2009, we used available cash to repay the mortgage loans collateralized by our 1301 New York Avenue property located in Washington, DC aggregating approximately \$20.5 million. The mortgage loans bore interest at a weighted-average fixed rate of 6.91% per annum and were scheduled to mature on August 15, 2009. There were no prepayment penalties.

Transactions completed subsequent to September 30, 2009:

On October 9, 2009, our Operating Partnership completed a public offering of \$700.0 million in aggregate principal amount of its 5.875% senior notes due 2019. The notes were priced at 99.931% of the principal amount to yield 5.884% to maturity. The aggregate net proceeds to our Operating Partnership, after deducting underwriter discounts and offering expenses were approximately \$693.7 million. The notes mature on October 15, 2019, unless earlier redeemed.

On October 9, 2009, we placed in-service 701 Carnegie Center, an approximately 120,000 net rentable square foot Class A office property located in Princeton, New Jersey. The property is 100% leased.

Critical Accounting Policies

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

Real Estate

Upon acquisitions of real estate, we assess the fair value of acquired tangible and intangible assets, including land, buildings, tenant improvements, above- and below-market leases, origination costs, acquired in-place leases, other identified intangible assets and assumed liabilities in accordance with guidance included in Accounting Standards Codification (ASC) 805 Business Combinations (ASC 805) (formerly known as Statement of Financial Accounting Standards (SFAS) No. 141(R) (SFAS 141(R)), and allocate the purchase price to the acquired assets and assumed liabilities, including land at appraised value and buildings at replacement cost. We assess and consider fair value based on estimated cash flow projections that utilize discount and/or capitalization rates that we deem appropriate, as well as available market information. Estimates of future cash flows are based on a number of factors including the historical operating results, known and anticipated trends, and market and economic conditions. The fair value of the tangible assets of an acquired property considers the value of the property as if it were vacant. We also consider an allocation of purchase price of other acquired intangibles, including acquired in-place leases that may have a customer relationship intangible value, including (but not limited to) the nature and extent of the existing relationship with the tenants, the tenants' credit quality and expectations of lease renewals. Based on our acquisitions to date, our allocation to customer relationship intangible assets has been immaterial.

We record acquired above- and below-market leases at their fair values (using a discount rate which reflects the risks associated with the leases acquired) equal to the difference between (1) the contractual amounts to be paid pursuant to each in-place lease and (2) management's estimate of fair market lease rates for each corresponding in-place lease, measured over a period equal to the remaining term of the lease for above-market

Table of Contents

leases and the initial term plus the term of any below-market fixed rate renewal options for below-market leases. Other intangible assets acquired include amounts for in-place lease values that are based on our evaluation of the specific characteristics of each tenant's lease. Factors to be considered include estimates of carrying costs during hypothetical expected lease-up periods considering current market conditions, and costs to execute similar leases. In estimating carrying costs, we include real estate taxes, insurance and other operating expenses and estimates of lost rentals at market rates during the expected lease-up periods, depending on local market conditions. In estimating costs to execute similar leases, we consider leasing commissions, legal and other related expenses.

Real estate is stated at depreciated cost. The cost of buildings and improvements includes the purchase price of property, legal fees and other acquisition costs. Costs directly related to the development of properties are capitalized. Capitalized development costs include interest, internal wages, property taxes, insurance, and other project costs incurred during the period of development.

Management reviews its long-lived assets used in operations for impairment following the end of each quarter and when there is an event or change in circumstances that indicates an impairment in value. An impairment loss is recognized if the carrying amount of its assets is not recoverable and exceeds its fair value. If such impairment is present, an impairment loss is recognized based on the excess of the carrying amount of the asset over its fair value. The evaluation of anticipated cash flows is highly subjective and is based in part on assumptions regarding future occupancy, rental rates and capital requirements that could differ materially from actual results in future periods. Since cash flows on properties considered to be long-lived assets to be held and used as defined by guidance in ASC 360 Property, Plant and Equipment (ASC 360) (formerly known as SFAS No. 144 Accounting for the Impairment or Disposal of Long-Lived Assets, (SFAS No. 144)) are considered on an undiscounted basis to determine whether an asset has been impaired, our established strategy of holding properties over the long term directly decreases the likelihood of recording an impairment loss. If our strategy changes or market conditions otherwise dictate an earlier sale date, an impairment loss may be recognized and such loss could be material. If we determine that impairment has occurred, the affected assets must be reduced to their fair value. We have not recognized any such impairment losses to date.

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

A variety of costs are incurred in the acquisition, development and leasing of properties. After the determination is made to capitalize a cost, it is allocated to the specific component of a project that is benefited. Determination of when a development project commences and capitalization begins, and when a development project is substantially complete and held available for occupancy and capitalization must cease, involves a degree of judgment. Our capitalization policy on development properties is guided by guidance in ASC 835-20 Capitalization of Interest and ASC 970 Real Estate General (formerly known as SFAS No. 34 Capitalization of Interest Cost and SFAS No. 67 Accounting for Costs and the Initial Rental Operations of Real Estate Projects). The costs of land and buildings under development include specifically identifiable costs.

The capitalized costs include pre-construction costs necessary to the development of the property, development costs, construction costs, interest costs, real estate taxes, salaries and related costs and other costs incurred during the period of development. We begin the capitalization of costs during the pre-construction

Table of Contents

period which we define as activities that are necessary to the development of the property. We consider a construction project as substantially completed and held available for occupancy upon the completion of tenant improvements, but no later than one year from cessation of major construction activity. We cease capitalization on the portion (1) substantially completed and (2) occupied or held available for occupancy, and we capitalize only those costs associated with the portion under construction.

Investments in Unconsolidated Joint Ventures

Except for ownership interests in variable interest entities, we account for our investments in joint ventures under the equity method of accounting because we exercise significant influence over, but do not control, these entities. Our judgment with respect to our level of influence or control of an entity and whether we are the primary beneficiary of a variable interest entity involves the consideration of various factors including the form of our ownership interest, our representation in the entity's governance, the size of our investment (including loans), estimates of future cash flows, our ability to participate in policy making decisions and the rights of the other investors to participate in the decision making process and to replace us as manager and/or liquidate the venture, if applicable. Our assessment of our influence or control over an entity affects the presentation of these investments in our consolidated financial statements.

These investments are recorded initially at cost, as Investments in Unconsolidated Joint Ventures, and subsequently adjusted for equity in earnings and cash contributions and distributions. Any difference between the carrying amount of these investments on our balance sheet and the underlying equity in net assets is amortized as an adjustment to equity in earnings of unconsolidated joint ventures over the life of the related asset. Under the equity method of accounting, our net equity is reflected within the Consolidated Balance Sheets, and our share of net income or loss from the joint ventures is included within the Consolidated Statements of Operations. The joint venture agreements may designate different percentage allocations among investors for profits and losses, however, our recognition of joint venture income or loss generally follows the joint venture's distribution priorities, which may change upon the achievement of certain investment return thresholds. For ownership interests in variable interest entities, we consolidate those in which we are the primary beneficiary. Our investments in unconsolidated joint ventures are reviewed for impairment periodically and we record impairment charges when events or circumstances change indicating that a decline in the fair value below the carrying values have occurred and such decline is other-than-temporary. The ultimate realization of our investment in unconsolidated joint ventures is dependent on a number of factors, including the performance of each investment and market conditions. We will record an impairment charge if we determine that a decline in the value of an investment in an unconsolidated joint venture is other than temporary.

The combined summarized financial information of the unconsolidated joint ventures is disclosed in Note 4 to the Consolidated Financial Statements.

Revenue Recognition

Contractual rental revenue is reported on a straight-line basis over the terms of our respective leases. In accordance with guidance in ASC 805 (formerly known as SFAS No. 141(R)), we recognize rental revenue of acquired in-place above- and below-market leases at their fair values over the terms of the respective leases. Accrued rental income as reported on the Consolidated Balance Sheets represents rental income recognized in excess of rent payments actually received pursuant to the terms of the individual lease agreements.

For the three and nine months ended September 30, 2009, we recorded approximately \$1.0 million and \$3.4 million, respectively, of rental revenue representing the adjustments of rents from above- and below-market leases in accordance with ASC 805 (formerly known as SFAS No. 141(R)). For the three and nine months ended September 30, 2009, the impact of the straight-line rent adjustment increased rental revenue by approximately \$12.3 million and \$33.4 million, respectively. Those amounts exclude the adjustment of rents from above and below-market leases and straight-line income from unconsolidated joint ventures, which are disclosed in Note 4 of the Consolidated Financial Statements.

Table of Contents

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

review relevant financial information, including:

financial ratios;

net worth;

revenue;

cash flows;

leverage; and

liquidity;

evaluate the depth and experience of the tenant's management team; and

assess the strength/growth of the tenant's industry.

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

(1) low risk tenants;

(2) the tenant's credit is such that we require collateral, in which case we:

require a security deposit; and/or

reduce upfront tenant improvement investments; or

(3) the tenant's credit is below our acceptable parameters.

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

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

payment history;

credit status and change in status (credit ratings for public companies are used as a primary metric);

change in tenant space needs (i.e., expansion/downsize);

tenant financial performance;

economic conditions in a specific geographic region; and

industry specific credit considerations.

If our estimates of collectability differ from the cash received, the timing and amount of our reported revenue could be impacted. The average remaining term of our in-place tenant leases, including unconsolidated joint ventures, was approximately 6.9 years as of September 30, 2009. The credit risk is mitigated by the high quality of our existing tenant base, reviews of prospective tenants' risk profiles prior to lease execution and consistent monitoring of our portfolio to identify potential problem tenants.

Table of Contents

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

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

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

Gains on sales of real estate are recognized pursuant to the provisions included in ASC 360-20 Real Estate Sales (ASC 360-20) (formerly known as SFAS No. 66, Accounting for Sales of Real Estate). The specific timing of the sale is measured against various criteria in ASC 360-20 related to the terms of the transaction and any continuing involvement in the form of management or financial assistance associated with the properties. If the criteria for the full accrual method are not met, we defer the gain.

Depreciation and Amortization

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

Fair Value of Financial Instruments

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

Derivative Instruments and Hedging Activities

Derivative instruments and hedging activities require management to make judgments on the nature of its derivatives and their effectiveness as hedges. These judgments determine if the changes in fair value of the derivative instruments are reported in the Consolidated Statements of Operations as a component of net income.

Table of Contents

or as a component of comprehensive income and as a component of equity on the Consolidated Balance Sheets. While management believes its judgments are reasonable, a change in a derivative's effectiveness as a hedge could materially affect expenses, net income and equity.

Results of Operations

The following discussion is based on our Consolidated Financial Statements for the three and nine months ended September 30, 2009 and 2008.

At September 30, 2009 and September 30, 2008, we owned or had interests in a portfolio of 146 properties (in each case, the "Total Property Portfolio"). As a result of changes within our Total Property Portfolio, the financial data presented below shows significant changes in revenue and expenses from period-to-period. Accordingly, we do not believe that our period-to-period financial data with respect to the Total Property Portfolio are necessarily meaningful. Therefore, the comparison of operating results for the three and nine months ended September 30, 2009 and 2008 show separately the changes attributable to the properties that were owned by us throughout each period compared (the "Same Property Portfolio") and the changes attributable to the properties included in Properties Acquired, Sold and Placed In-Service.

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

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

Our management also uses NOI to evaluate regional property level performance and to make decisions about resource allocations. Further, we believe NOI is useful to investors as a performance measure because, when compared across periods, NOI reflects the impact on operations from trends in occupancy rates, rental rates, operating costs and acquisition and development activity on an unleveraged basis, providing perspective not immediately apparent from net income attributable to Boston Properties, Inc. NOI excludes certain components from net income attributable to Boston Properties, Inc. in order to provide results that are more closely related to a property's results of operations. For example, interest expense is not necessarily linked to the operating performance of a real estate asset and is often incurred at the corporate level as opposed to the property level. In addition, depreciation and amortization, because of historical cost accounting and useful life estimates, may distort operating performance at the property level. NOI presented by us may not be comparable to NOI reported by other REITs that define NOI differently. We believe that in order to facilitate a clear understanding of our operating results, NOI should be examined in conjunction with net income attributable to Boston Properties, Inc. as presented in our Consolidated Financial Statements. NOI should not be considered as an alternative to net income attributable to Boston Properties, Inc. as an indication of our performance or to cash flows as a measure of liquidity or ability to make distributions. For a reconciliation of NOI to net income attributable to Boston Properties, Inc., see Note 12 to the Consolidated Financial Statements.

Table of Contents

Comparison of the nine months ended September 30, 2009 to the nine months ended September 30, 2008.

The table below shows selected operating information for the Same Property Portfolio and the Total Property Portfolio. The Same Property Portfolio consists of 126 properties totaling approximately 30.1 million net rentable square feet of space. The Same Property Portfolio includes properties acquired or placed in-service on or prior to January 1, 2008 and owned through September 30, 2009. The Total Property Portfolio includes the effects of the other properties either placed in-service, acquired or repositioned after January 1, 2008 or disposed of on or prior to September 30, 2009. There were no properties that were repositioned after January 1, 2008. This table includes a reconciliation from the Same Property Portfolio to the Total Property Portfolio by also providing information for the nine months ended September 30, 2009 and 2008 with respect to the properties which were acquired, placed in-service or sold.

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Table of Contents

| | Same Property Portfolio | | | | Properties Sold | Properties Acquired | | Properties Placed In-Service | | Total Property Portfolio | | | |
|--|-------------------------|-------------------|----------------------|--------------|-----------------|---------------------|---------------|------------------------------|------------------|--------------------------|----------------------|--------------------|-----------------|
| | 2009 | 2008 | Increase/ (Decrease) | % Change | 2009 | 2008 | 2009 | 2008 | 2009 | 2008 | Increase/ (Decrease) | % Change | |
| (dollars in thousands) | | | | | | | | | | | | | |
| Rental Revenue: | | | | | | | | | | | | | |
| Rental Revenue | \$ 1,025,560 | \$ 998,504 | \$ 27,056 | 2.71% | \$ 90 | \$ 5,388 | \$ 95 | \$ 50,890 | \$ 30,395 | \$ 1,081,838 | \$ 1,029,084 | \$ 52,754 | 5.13% |
| Termination Income | 13,515 | 4,729 | 8,786 | 185.79% | | | | | | 13,515 | 4,729 | 8,786 | 185.79% |
| Total Rental Revenue | 1,039,075 | 1,003,233 | 35,842 | 3.57% | 90 | 5,388 | 95 | 50,890 | 30,395 | 1,095,353 | 1,033,813 | 61,540 | 5.95% |
| Real Estate Operating Expenses | | | | | | | | | | | | | |
| Real Estate Operating Expenses | 362,285 | 357,289 | 4,996 | 1.40% | 46 | 919 | 30 | 14,407 | 7,186 | 377,611 | 364,551 | 13,060 | 3.58% |
| Net Operating Income, excluding hotels | | | | | | | | | | | | | |
| Net Operating Income, excluding hotels | 676,790 | 645,944 | 30,846 | 4.78% | 44 | 4,469 | 65 | 36,483 | 23,209 | 717,742 | 669,262 | 48,480 | 7.24% |
| Hotel Net Operating Income(1) | | | | | | | | | | | | | |
| Hotel Net Operating Income(1) | 3,859 | 6,050 | (2,191) | (36.21)% | | | | | | 3,859 | 6,050 | (2,191) | (36.21)% |
| Consolidated Net Operating Income(1) | | | | | | | | | | | | | |
| Consolidated Net Operating Income(1) | 680,649 | 651,994 | 28,655 | 4.39% | 44 | 4,469 | 65 | 36,483 | 23,209 | 721,601 | 675,312 | 46,289 | 6.85% |
| Other Revenue: | | | | | | | | | | | | | |
| Development and Management Services | | | | | | | | | | | | | |
| Development and Management Services | | | | | | | | | | 26,601 | 21,494 | 5,107 | 23.76% |
| Interest and Other | | | | | | | | | | | | | |
| Interest and Other | | | | | | | | | | 2,275 | 18,079 | (15,804) | (87.42)% |
| Total Other Revenue | | | | | | | | | | 28,876 | 39,573 | (10,697) | (27.03)% |
| Other Expenses: | | | | | | | | | | | | | |
| General and administrative expense | | | | | | | | | | | | | |
| General and administrative expense | | | | | | | | | | 55,941 | 55,813 | 128 | 0.23% |
| Interest expense | | | | | | | | | | | | | |
| Interest expense | | | | | | | | | | 234,653 | 216,460 | 18,193 | 8.40% |
| Depreciation and amortization | | | | | | | | | | | | | |
| Depreciation and amortization | 226,598 | 217,984 | 8,614 | 3.95% | | 3,659 | 73 | 12,299 | 6,324 | 242,556 | 224,381 | 18,175 | 8.10% |
| Loss from suspension of development | | | | | | | | | | | | | |
| Loss from suspension of development | | | | | | | | | | 27,766 | | 27,766 | 100.00% |
| Net derivative losses | | | | | | | | | | | | | |
| Net derivative losses | | | | | | | | | | | 9,849 | (9,849) | (100.00)% |
| Losses from early extinguishments of debt | | | | | | | | | | | | | |
| Losses from early extinguishments of debt | | | | | | | | | | 510 | | 510 | 100.00% |
| Losses (gains) from investments in securities | | | | | | | | | | | | | |
| Losses (gains) from investments in securities | | | | | | | | | | (1,924) | 1,973 | (3,897) | (197.52)% |
| Total Other Expenses | 226,598 | 217,984 | 8,614 | 3.95% | | 3,659 | 73 | 12,299 | 6,324 | 559,502 | 508,476 | 51,026 | 10.04% |
| Income before income from | \$ 454,051 | \$ 434,010 | \$ 20,041 | 4.62% | \$ 44 | \$ 810 | \$ (8) | \$ 24,184 | \$ 16,885 | \$ 190,975 | \$ 206,409 | \$ (15,434) | (7.48)% |

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| | | | | | | | | | | | | | | | | | | | | | | | | | |
|---|----|-------|----|-------|----|---------|----------|----|----|----|--------|----|-------|----|---------|----|--------|---------|----------|----------|----------|----------|----|----------|----------|
| unconsolidated joint ventures, gains on sale of real estate and net income attributable to noncontrolling interests | | | | | | | | | | | | | | | | | | | | | | | | | |
| Income from unconsolidated joint ventures | \$ | 2,170 | \$ | 3,874 | \$ | (1,704) | (43.99)% | \$ | \$ | \$ | 10,151 | \$ | 1,667 | \$ | (1,225) | \$ | 11,096 | 5,541 | 5,555 | 100.25% | | | | | |
| Gains on sales of real estate | | | | | | | | | | | | | | | | | | 9,682 | 31,394 | (21,712) | (69.16)% | | | | |
| Net Income | | | | | | | | | | | | | | | | | | 211,753 | 243,344 | (31,591) | (12.98)% | | | | |
| Net Income attributable to noncontrolling interests: | | | | | | | | | | | | | | | | | | | | | | | | | |
| Noncontrolling interests in property partnerships | | | | | | | | | | | | | | | | | | | (2,315) | (1,570) | (745) | (47.45)% | | | |
| Noncontrolling interest common units of the Operating Partnership | | | | | | | | | | | | | | | | | | | (27,776) | (31,042) | 3,266 | 10.52% | | | |
| Noncontrolling interest in gains on sales of real estate common units of the Operating Partnership | | | | | | | | | | | | | | | | | | | (1,324) | (4,571) | 3,247 | 71.03% | | | |
| Noncontrolling interest redeemable preferred units of the Operating Partnership | | | | | | | | | | | | | | | | | | | (2,734) | (3,151) | 417 | 13.23% | | | |
| Net Income attributable to Boston Properties, Inc. | | | | | | | | | | | | | | | | | | | \$ | 177,604 | \$ | 203,010 | \$ | (25,406) | (12.51)% |

- (1) For a detailed discussion of NOI, including the reasons management believes NOI is useful to investors, see page 35. Hotel Net Operating Income for the nine months ended September 30, 2009 and 2008 are comprised of Hotel Revenue of \$20,108 and \$24,714 less Hotel Expenses of \$16,249 and \$18,664, respectively, per the Consolidated Statements of Operations.

Table of Contents**Rental Revenue**

The increase of approximately \$52.8 million in the Total Property Portfolio Rental Revenue is comprised of increases and decreases within the four categories that comprise our Total Property Portfolio. Rental revenue from the Same Property Portfolio increased approximately \$27.1 million, Properties Sold decreased approximately \$0.1 million, Properties Acquired increased approximately \$5.3 million and Properties Placed In-Service increased approximately \$20.5 million.

Rental revenue from the Same Property Portfolio increased approximately \$27.1 million for the nine months ended September 30, 2009 compared to 2008. Included in Same Property Portfolio rental revenue is an overall increase in contractual rental revenue and straight-line rent of approximately \$6.8 million and \$25.7 million, respectively. The increase in straight-line rent is primarily the result of us establishing in the third quarter of 2008 a \$21.0 million reserve for the full amount of the accrued straight-line rent balances associated with our leases in New York City with Lehman Brothers, Inc. and the law firm of Heller Ehrman LLP, and there was no such reserve established in the nine months ended September 30, 2009. Approximately \$0.1 million of the increase from the Same Property Portfolio relates to parking and other income. The increases were offset by a decrease of approximately \$5.5 million related to tenant recoveries.

Revenue from Properties Sold decreased by approximately \$0.1 million due to the transfer of Mountain View Research Park and Mountain View Technology Park to the Value-Added Fund on January 7, 2008. These properties have not been classified as discontinued operations due to our continuing involvement as the property manager for the properties and our continued ownership interest.

The acquisition of 635 Massachusetts Avenue on September 26, 2008 increased rental revenue from Properties Acquired by approximately \$5.3 million for the nine months ended September 30, 2009.

The increase in rental revenue from Properties Placed In-Service relates to fully placing in-service our 505 9th Street development project in the first quarter of 2008, our South of Market and 77 CityPoint development projects during the fourth quarter of 2008, our One Preserve Parkway and Wisconsin Place Office development projects during the second quarter of 2009 and our Democracy Tower development project during the third quarter of 2009. Rental revenue from Properties Placed In-Service increased approximately \$20.5 million, as detailed below:

| Property | Date Placed In-Service | Rental Revenue for the nine months ended September 30, | | |
|----------------------------|------------------------|--|------------------|------------------|
| | | 2009 | 2008 | Change |
| | | (in thousands) | | |
| 505 9 th Street | First Quarter, 2008 | \$ 16,479 | \$ 14,769 | \$ 1,710 |
| South of Market | Fourth Quarter, 2008 | 20,233 | 13,875 | 6,358 |
| 77 CityPoint | Fourth Quarter, 2008 | 6,699 | 1,046 | 5,653 |
| One Preserve Parkway | Second Quarter, 2009 | 1,156 | 705 | 451 |
| Wisconsin Place Office | Second Quarter, 2009 | 4,548 | | 4,548 |
| Democracy Tower | Third Quarter, 2009 | 1,775 | | 1,775 |
| Total | | \$ 50,890 | \$ 30,395 | \$ 20,495 |

Termination Income

We recognized termination income totaling approximately \$13.5 million for the nine months ended September 30, 2009, which was related to sixteen tenants across the Total Property Portfolio that terminated their leases. This compared to termination income of approximately \$4.7 million for the nine months ended September 30, 2008 related to thirteen tenants. Approximately \$7.5 million of termination income for 2009 related to a termination agreement with a tenant at 601 Lexington Avenue. Approximately \$3.6 million of the total termination income for 2009 is non-cash and consists of the estimated value of furniture and fixtures that two tenants transferred to us in connection with the terminations.

Table of Contents**Real Estate Operating Expenses**

The \$13.1 million increase in operating expenses (real estate taxes, utilities, insurance, repairs and maintenance, cleaning and other property-related expenses) in the Total Property Portfolio is comprised of increases and decreases within three categories that comprise our Total Property Portfolio. Operating expenses for the Same Property Portfolio increased approximately \$5.0 million, Properties Acquired increased approximately \$0.9 million and Properties Placed In-Serviced increased approximately \$7.2 million.

Operating expenses from the Same Property Portfolio increased approximately \$5.0 million for the nine months ended September 30, 2009 compared to 2008. Included in Same Property Portfolio operating expenses is an increase in real estate taxes of approximately \$16.1 million, or 11.3%, which was predominately due to an increase in real estate tax expense in the central business districts in Boston and New York City. This was offset by overall decreases in utilities expense of approximately \$6.2 million and other property-related expenses of approximately \$4.9 million.

The acquisition of 635 Massachusetts Avenue on September 26, 2008 increased operating expense from Properties Acquired by approximately \$0.9 million for the nine months ended September 30, 2009.

The increase in operating expenses from Properties Placed In-Service relates to fully placing in-service our 505 9th Street development project in the first quarter of 2008, our South of Market and 77 CityPoint development projects during the fourth quarter of 2008, our One Preserve Parkway and Wisconsin Place Office development projects during the second quarter of 2009 and our Democracy Tower development project during the third quarter of 2009. Operating Expenses from Properties Placed In-Service increased approximately \$7.2 million, as detailed below:

| Property | Date Placed In-Service | Real Estate Operating Expenses for the nine months ended September 30, | | |
|----------------------------|------------------------|---|-----------------|-----------------|
| | | 2009 | 2008 | Change |
| | | (in thousands) | | |
| 505 9 th Street | First Quarter, 2008 | \$ 5,100 | \$ 4,032 | \$ 1,068 |
| South of Market | Fourth Quarter, 2008 | 5,307 | 2,340 | 2,967 |
| 77 CityPoint | Fourth Quarter, 2008 | 1,820 | 504 | 1,316 |
| One Preserve Parkway | Second Quarter, 2009 | 906 | 310 | 596 |
| Wisconsin Place Office | Second Quarter, 2009 | 1,011 | | 1,011 |
| Democracy Tower | Third Quarter, 2009 | 263 | | 263 |
| Total | | \$ 14,407 | \$ 7,186 | \$ 7,221 |

Hotel Net Operating Income

Net operating income for the Cambridge Center Marriott hotel property decreased by approximately \$2.2 million for the nine months ended September 30, 2009 as compared to 2008. We expect our hotel net operating income for fiscal 2009 to be between \$6.0 million and \$6.5 million.

The following reflects our occupancy and rate information for the Cambridge Center Marriott hotel for the nine months ended September 30, 2009 and 2008.

| | 2009 | 2008 | Percentage Change |
|------------------------------------|-----------|-----------|----------------------|
| Occupancy | 75.4% | 79.1% | (4.7)% |
| Average daily rate | \$ 179.34 | \$ 209.79 | (14.5)% |
| Revenue per available room, REVPAR | \$ 135.30 | \$ 167.61 | (19.3)% |

Table of Contents

Development and Management Services

Development and management services income increased approximately \$5.1 million for the nine months ended September 30, 2009 compared to 2008. The increase is primarily attributed to \$5.0 million of ongoing management fees and leasing fees offset by a decrease of approximately \$2.0 million related to one-time acquisition fees we received in 2008 from our joint ventures that acquired the General Motors Building, 540 Madison Avenue, Two Grand Central Tower and 125 West 55th Street in New York City, as well as development fees of approximately \$5.1 million for our 20 F Street and 1111 North Capitol Street third-party development projects, offset by a decrease of approximately \$0.6 million related to the leasing fees we earned in 2008 under our purchase and sales agreement for 280 Park Avenue and a decrease of approximately \$0.6 million in development fees related to the completion and placing in service of two of our joint venture development projects, Annapolis Junction and Wisconsin Place. The remaining decrease of approximately \$1.8 million relates to other management fees and service income. We expect third-party fee income for the fourth quarter of 2009 to be between \$7 million and \$8 million.

Interest and Other Income

Interest and other income decreased approximately \$15.8 million for the nine months ended September 30, 2009 compared to 2008 as a result of lower overall interest rates and decreased average cash balances. The average cash balances for the nine months ended September 30, 2009 and September 30, 2008 were approximately \$356.5 million and \$529.8 million, respectively. The aggregate net proceeds of approximately \$841.9 million from the equity offering in June of 2009 significantly increased our average cash balance for the nine months ended September 30, 2009. In addition, the average interest rate for the nine months ended September 30, 2009 compared to September 30, 2008 decreased by approximately 2.00%. We currently have approximately \$1.5 billion of cash in interest bearing accounts and therefore expect that our interest income will increase unless and until such funds are deployed.

Other Expenses

General and Administrative

General and administrative expenses increased approximately \$0.1 million for the nine months ended September 30, 2009 compared to 2008. The increase was the net result of an approximately \$4.2 million increase in payroll expense, offset by a decrease in other general and administrative expenses of approximately \$2.0 million and a decrease of approximately \$2.1 million related to abandoned projects in 2008. Approximately \$3.6 million of the payroll expenses increase was related to an increase in the value of our deferred compensation plan and approximately \$1.2 million of the decrease in other general administrative expenses was related to professional fees. We expect our general and administrative expense for fiscal 2009 to be between \$74 million and \$75 million.

Table of Contents*Interest Expense*

Interest expense for the Total Property Portfolio increased approximately \$18.2 million for the nine months ended September 30, 2009 compared to 2008 as detailed below:

| Component | Change in interest expense for the nine months ended September 30, 2009 (in thousands) |
|---|---|
| <i>Decreases to interest expense due to:</i> | |
| Repayment of mortgages | \$ (20,431) |
| Increase in capitalized interest costs | (3,969) |
| Reduction in borrowings under our Unsecured Line of Credit | (2,226) |
| Principal amortization of continuing debt and other (excluding exchangeable senior notes) | (3,748) |
| Total decreases to interest expense | \$ (30,374) |
| <i>Increases to interest expense due to:</i> | |
| New mortgages / properties placed in service | \$ 20,568 |
| Issuance by our Operating Partnership of 3.625% exchangeable senior notes due 2014 (excluding the ASC 470-20 (formerly known as FSP No. APB 14-1) interest expense) | 17,726 |
| ASC 470-20 interest expense | 10,273 |
| Total increases to interest expense | \$ 48,567 |
| Total change in interest expense | \$ 18,193 |

The following properties are included in the repayment of mortgages line item: Reston Corporate Center, Prudential Center, One and Two Embarcadero Center, Bedford Business Park, Reservoir Place, Ten Cambridge Center and 1301 New York Avenue. The following properties are included in the new mortgages/properties placed in service line item: Four Embarcadero Center, Democracy Tower, Wisconsin Office and Reservoir Place.

We anticipate our net interest expense to be approximately \$318 million to \$322 million for fiscal 2009. This projection includes approximately \$46 million of non-cash interest expense associated with ASC 470-20 (formerly known as FSP No. APB 14-1) and deferred financing costs for fiscal 2009, as well as additional interest payable on our Operating Partnership's \$700 million aggregate principal amount of 5.875% senior notes due 2019 that were issued in October 2009. In addition, we expect that the cessation of capitalizing interest as a result of the suspension of construction at 250 West 55th Street will increase interest expense materially in 2010 as compared to 2009.

Effective January 1, 2009, we adopted ASC 470-20 (formerly known as FSP No. APB 14-1) that requires the liability and equity components of convertible debt instruments that may be settled in cash upon conversion (including partial cash settlement) to be separately accounted for in a manner that reflects the issuer's nonconvertible debt borrowing rate. See Note 6 to the Consolidated Financial Statements. ASC 470-20 requires companies to retrospectively apply the requirements of the pronouncement to all periods presented. The incremental interest expense excluding the impact of capitalized interest for each reporting period is as follows:

| For the year ended December 31: | Approximate Amount (in thousands) |
|--|--|
| 2006 | \$ 4,200 |
| 2007 | 19,300 |
| 2008 | 27,700 |
| 2009 | 38,600 |

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| | |
|------|--------|
| 2010 | 41,200 |
| 2011 | 43,900 |
| 2012 | 29,800 |
| 2013 | 23,000 |
| 2014 | 2,500 |

Table of Contents

At September 30, 2009, our variable rate debt consisted of our construction loans at South of Market, Democracy Tower, Wisconsin Place Office and Atlantic Wharf (formerly Russia Wharf), as well as our Unsecured Line of Credit and our secured financing at Reservoir Place. The following summarizes our outstanding consolidated debt as of September 30, 2009 and September 30, 2008:

| | September 30, | |
|--|------------------------|---------------------|
| | 2009 | 2008 |
| | (dollars in thousands) | |
| Debt Summary: | | |
| Balance | | |
| Fixed rate | \$ 5,621,343 | \$ 5,344,297 |
| Variable rate | 387,647 | 578,854 |
| Total | \$ 6,008,990 | \$ 5,923,151 |
| Percent of total debt: | | |
| Fixed rate | 93.55% | 90.23% |
| Variable rate | 6.45% | 9.77% |
| Total | 100.00% | 100.00% |
| GAAP weighted-average interest rate at end of period: | | |
| Fixed rate | 6.14% | 6.12% |
| Variable rate | 2.03% | 4.80% |
| Total | 5.87% | 5.99% |
| Coupon/Stated weighted-average interest rate at end of period: | | |
| Fixed rate | 5.38% | 5.33% |
| Variable rate | 1.80% | 3.89% |
| Total | 5.14% | 5.19% |

Depreciation and Amortization

Depreciation and amortization expense for the Total Property Portfolio increased approximately \$18.2 million for the nine months ended September 30, 2009 compared to 2008. Approximately \$8.6 million related to an increase in the Same Property Portfolio that was predominately due to accelerated amortization related to tenant terminations in New York City, approximately \$3.6 million related to an increase due to Properties Acquired and the remaining increase of approximately \$6.0 million was attributed to Properties Placed In-Service.

Capitalized Costs

Costs directly related to the development of rental properties are not included in our operating results. These costs are capitalized and included in real estate assets on our Consolidated Balance Sheets and amortized over their useful lives. Capitalized development costs include interest, wages, property taxes, insurance and other project costs incurred during the period of development. Capitalized wages for the nine months ended September 30, 2009 and 2008 were \$8.3 million and \$9.2 million, respectively. These costs are not included in the general and administrative expenses discussed above. Interest capitalized for the nine months ended September 30, 2009 and 2008 was \$37.2 million and \$33.2 million, respectively. These costs are not included in the interest expense referenced above. We expect that most construction activity on the 250 West 55th Street development project will be completed during the fourth quarter of 2009, and we will therefore cease capitalizing interest on the project at that time. This project is expected to account for approximately 50% of our fiscal 2009 capitalized interest. We expect capitalized interest for fiscal 2009 to be approximately \$47 million to \$50 million.

Table of Contents***Loss from Suspension of Development***

On February 6, 2009, we announced that we are suspending construction on our 1,000,000 square foot office building at 250 West 55th Street in New York City. We intend to complete the construction of foundations and steel/deck to grade to facilitate a restart of construction in the future and therefore anticipate that most construction activity on this project will be completed by the end of the fourth quarter of 2009. During the first quarter of 2009, we recognized an aggregate loss of approximately \$27.8 million related to the suspension of development. During the third quarter of 2009, we recognized approximately \$0.5 million of costs associated with the suspension of development. These costs and similar future costs will be included in property operating expenses.

Net Derivative Losses

During the nine months ended September 30, 2008, we modified the estimated dates with respect to our anticipated financings under our interest rate hedging program. As a result, we recognized a net derivative loss of approximately \$3.2 million representing the partial ineffectiveness of the interest rate contracts. In addition, on September 9, 2008, we executed an interest rate lock agreement with lenders at an all-in fixed rate, inclusive of the credit spread, of 6.10% per annum for an eight-year, \$375.0 million loan collateralized by our Four Embarcadero Center property located in San Francisco, California. Our interest rate hedging program contemplated a financing with a ten-year term and, as a result, under guidance in ASC 815 Derivatives and Hedging (formerly known as SFAS No. 133), we recognized a net derivative loss of approximately \$6.6 million representing the partial ineffectiveness of our interest rate contracts during the nine months ended September 30, 2008.

Losses from Early Extinguishments of Debt

On June 9, 2009, we used available cash to repay the mortgage loan collateralized by our Reservoir Place property located in Waltham, Massachusetts totaling approximately \$47.8 million. There was no prepayment penalty associated with the repayment. In accordance with EITF 98-1, the principal amount had been adjusted upon acquisition of the property to reflect the fair value of the assumed note. Due to the repayment of the mortgage, we recognized a gain of approximately \$32,000 related to the write off of the remaining fair value balance.

On June 26, 2009, we used available cash to repay the mortgage loan collateralized by our Ten Cambridge Center property located in Cambridge, Massachusetts totaling approximately \$30.1 million. We paid a prepayment penalty totaling \$0.5 million in connection with the repayment and wrote off \$26,000 of unamortized deferred financing costs.

On August 3, 2009, we used available cash to repay the mortgage loans collateralized by our 1301 New York Avenue property located in Washington, DC totaling approximately \$20.5 million and we wrote off approximately \$16,000 of unamortized deferred financing costs.

Losses (Gains) from Investments in Securities

We account for investments in trading securities at fair value, with gains or losses resulting from changes in fair value recognized currently in earnings. The designation of trading securities is generally determined at acquisition. At September 30, 2009, investments in securities is comprised of an investment, totaling approximately \$1.1 million, in an unregistered money market fund. The investment was previously included in Cash and Cash Equivalents. In December 2007, the fund suspended cash redemptions by investors; investors may elect in-kind redemptions of the underlying securities or maintain their investment in the fund and receive distributions as the underlying securities mature or are liquidated by the fund sponsor. As a result, we expect to retain this investment for a longer term than originally intended, and the valuation of our investment is subject to changes in market conditions. Because interests in this fund are now valued at less than their \$1.00 par value, we

Table of Contents

recognized losses (gains) of approximately \$(0.2) million and \$0.4 million on our investment during the nine months ended September 30, 2009 and 2008, respectively. We also maintain a deferred compensation plan that is designed to allow our officers to defer a portion of their current income on a pre-tax basis and receive a tax-deferred return on these deferrals. Our obligation under the plan is that of an unsecured promise to pay the deferred compensation to the plan participants in the future. We recognized losses (gains) of approximately \$(1.7) million and \$1.6 million on the investments in the account associated with our deferred compensation plan during the nine months ended September 30, 2009 and 2008, respectively.

Income from Unconsolidated Joint Ventures

For the nine months ended September 30, 2009 compared to 2008, income from unconsolidated joint ventures increased by \$5.6 million. Approximately \$5.7 million of the increase represents the impact of the acquisition of the General Motors Building. Approximately \$8.3 million of the increase represents the aggregate impact of the acquisitions in August 2008 and the basis differential associated with the non-cash impairment charge taken during December 2008 on our investments in 540 Madison Avenue, Two Grand Central Tower and 125 West 55th Street located in New York City, New York. Each acquisition was completed through a joint venture among us, US Real Estate Opportunities I, L.P., which is a partnership managed by Goldman Sachs, and Meraas Capital LLC, a Dubai-based private equity firm. We have a 60% interest in each venture and provide customary property management and leasing services for each venture.

During December 2008 and June 2009, we also recognized non-cash impairment charges on our investment in the Value-Added Fund, which represented the other-than-temporary decline in the fair values below the carrying value of our investment in the unconsolidated joint venture. In accordance with guidance in ASC 323 Investments Equity Method and Joint Ventures (formerly known as Accounting Principles Board Opinion No. 18 The Equity Method of Accounting for Investments in Common Stock (APB No. 18)) a loss of an investment under the equity method of accounting, which is other than a temporary decline, must be recognized. As a result of the impairments and basis differentials associated with the impairments, we had a decrease of approximately \$6.4 million for the nine months ended September 30, 2009 compared to 2008. If the fair value of our investments deteriorate further, we could recognize additional impairment charges that may be material to our results of operations.

Gains on sales of real estate

Pursuant to the purchase and sale agreement related to the sale of 280 Park Avenue, we entered into a master lease agreement with the buyer at closing. Under the master lease agreement, we guaranteed that the buyer will receive at least a minimum amount of base rent from approximately 74,340 square feet of space during the ten-year period following the expiration of the leases for this space. The leases for this space expired at various times between June 2006 and October 2007. The aggregate amount of base rent we guaranteed over the entire period from 2006 to 2017 is approximately \$67.3 million. During the nine months ended September 30, 2008, we signed new qualifying leases for approximately 17,454 net rentable square feet of the remaining master lease obligation, resulting in the recognition of approximately \$23.4 million.

On April 14, 2008, we sold a parcel of land located in Washington, DC for approximately \$33.7 million. We had previously entered into a development management agreement with the buyer to develop a Class A office property on the parcel totaling approximately 165,000 net rentable square feet. Due to our involvement in the construction of the project, the gain on sale estimated to total \$23.4 million was deferred and is being recognized over the project construction period generally based on the percentage of total project costs incurred to estimated total project costs. As a result, we recognized a gain on sale during the nine months ended September 30, 2009 and September 30, 2008 of approximately \$9.7 million and \$8.0 million, respectively.

Table of Contents

Noncontrolling interests in property partnerships

Noncontrolling interests in property partnerships increased by approximately \$0.7 million for the nine months ended September 30, 2009 compared to 2008. Noncontrolling interests in property partnerships consist of the outside equity owners' interests in the income from our 505 ½ Street and our Wisconsin Place Office properties. The increase is primarily due to placing in-service Wisconsin Place Office during the second quarter of 2009.

Noncontrolling interest - common units of the Operating Partnership

Noncontrolling interest - common units of the Operating Partnership decreased by approximately \$3.3 million for the nine months ended September 30, 2009 compared to 2008 primarily due to decreases in allocable income.

Comparison of the three months ended September 30, 2009 to the three months ended September 30, 2008.

The table below shows selected operating information for the Same Property Portfolio and the Total Property Portfolio. The Same Property Portfolio consists of 128 properties totaling approximately 32.2 million net rentable square feet of space. The Same Property Portfolio includes properties acquired or placed in-service on or prior to July 1, 2008 and owned through September 30, 2009. The Total Property Portfolio includes the effects of the other properties either placed in-service, acquired or repositioned after July 1, 2008 or disposed of on or prior to September 30, 2009. There were no properties that were sold or repositioned after July 1, 2008. This table includes a reconciliation from the Same Property Portfolio to the Total Property Portfolio by also providing information for the three months ended September 30, 2009 and 2008 with respect to the properties which were acquired or placed in-service.

Table of Contents

| | Same Property Portfolio | | | | Properties Acquired | | Properties Placed In-Service | | Total Property Portfolio | | | |
|--|-------------------------|------------|-------------------------|-------------|---------------------|--------|------------------------------|----------|--------------------------|------------|-------------------------|-------------|
| | 2009 | 2008 | Increase/ (Decrease) | % Change | 2009 | 2008 | 2009 | 2008 | 2009 | 2008 | Increase/ (Decrease) | % Change |
| (dollars in thousands) | | | | | | | | | | | | |
| Rental Revenue: | | | | | | | | | | | | |
| Rental Revenue | \$ 342,455 | \$ 330,906 | \$ 11,549 | 3.49% | \$ 1,928 | \$ 95 | \$ 14,694 | \$ 6,447 | \$ 359,077 | \$ 337,448 | \$ 21,629 | 6.41% |
| Termination Income | 309 | 1,349 | (1,040) | (77.09)% | | | | | 309 | 1,349 | (1,040) | (77.09)% |
| Total Rental Revenue | 342,764 | 332,255 | 10,509 | 3.16% | 1,928 | 95 | 14,694 | 6,447 | 359,386 | 338,797 | 20,589 | 6.08% |
| Real Estate Operating Expenses | | | | | | | | | | | | |
| Real Estate Operating Expenses | 124,849 | 126,224 | (1,375) | (1.09)% | 437 | 30 | 3,734 | 1,461 | 129,020 | 127,715 | 1,305 | 1.02% |
| Net Operating Income, excluding hotels | 217,915 | 206,031 | 11,884 | 5.77% | 1,491 | 65 | 10,960 | 4,986 | 230,366 | 211,082 | 19,284 | 9.14% |
| Hotel Net Operating Income(1) | | | | | | | | | | | | |
| Hotel Net Operating Income(1) | 1,232 | 2,164 | (932) | (43.07)% | | | | | 1,232 | 2,164 | (932) | (43.07)% |
| Consolidated Net Operating Income(1) | 219,147 | 208,195 | 10,952 | 5.26% | 1,491 | 65 | 10,960 | 4,986 | 231,598 | 213,246 | 18,352 | 8.61% |
| Other Revenue: | | | | | | | | | | | | |
| Development and Management Services | | | | | | | | | 9,754 | 9,557 | 197 | 2.06% |
| Interest and Other | | | | | | | | | 1,513 | 1,152 | 361 | 31.34% |
| Total Other Revenue | | | | | | | | | 11,267 | 10,709 | 558 | 5.21% |
| Other Expenses: | | | | | | | | | | | | |
| General and administrative expense | | | | | | | | | 19,989 | 18,758 | 1,231 | 6.56% |
| Interest expense | | | | | | | | | 77,090 | 74,662 | 2,428 | 3.25% |
| Depreciation and amortization | 73,179 | 73,634 | (455) | (0.62)% | 1,153 | 73 | 3,849 | 1,614 | 78,181 | 75,321 | 2,860 | 3.80% |
| Net derivative losses | | | | | | | | | | 6,318 | (6,318) | (100.00)% |
| Losses from early extinguishments of debt | | | | | | | | | 16 | | 16 | 100.00% |
| Losses (gains) from investments in securities | | | | | | | | | (1,317) | 940 | (2,257) | (240.11)% |
| Total Other Expenses | 73,179 | 73,634 | (455) | (0.62)% | 1,153 | 73 | 3,849 | 1,614 | 173,959 | 175,999 | (2,040) | (1.16)% |
| Income before income from unconsolidated joint ventures, gains on sale of real estate and net income attributable to noncontrolling interests | | | | | | | | | | | | |
| Income before income from unconsolidated joint ventures, gains on sale of real estate and net income attributable to noncontrolling interests | \$ 145,968 | \$ 134,561 | \$ 11,407 | 8.48% | \$ 338 | \$ (8) | \$ 7,111 | \$ 3,372 | \$ 68,906 | \$ 47,956 | \$ 20,950 | 43.69% |
| Income from unconsolidated joint ventures | \$ 4,468 | \$ 2,407 | \$ 2,061 | 85.63% | \$ 2,079 | \$ 237 | \$ (197) | \$ | 6,350 | 2,644 | 3,706 | 140.17% |
| Gains on sales of real estate | | | | | | | | | 2,394 | 1,753 | 641 | 36.57% |
| Net Income | | | | | | | | | 77,650 | 52,353 | 25,297 | 48.32% |
| Net Income attributable to non controlling interests: | | | | | | | | | | | | |
| Noncontrolling interests in property partnerships | | | | | | | | | (1,114) | (525) | (589) | (112.19)% |

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| | | | | |
|--|-----------|-----------|-----------|----------|
| Noncontrolling interest common units of the Operating Partnership | (9,662) | (7,440) | (2,222) | (29.87)% |
| Noncontrolling interest in gains on sales of real estate common units of the Operating Partnership | (307) | (256) | (51) | (19.92)% |
| Noncontrolling interest redeemable preferred units of the Operating Partnership | (772) | (1,053) | 281 | 26.69% |
| Net Income attributable to Boston Properties, Inc. | \$ 65,795 | \$ 43,079 | \$ 22,716 | 52.73% |

- (1) For a detailed discussion of NOI, including the reasons management believes NOI is useful to investors, see page 35. Hotel Net Operating Income for the three months ended September 30, 2009 and 2008 are comprised of Hotel Revenue of \$6,650 and \$8,482 less Hotel Expenses of \$5,418 and \$6,318, respectively, per the Consolidated Statements of Operations.

Table of Contents**Rental Revenue**

The increase of approximately \$21.6 million in the Total Property Portfolio Rental Revenue is comprised of increases within the three categories that comprise our Total Property Portfolio. Rental revenue from the Same Property Portfolio increased approximately \$11.6 million, Properties Acquired increased approximately \$1.8 million and Properties Placed In-Service increased approximately \$8.2 million.

Rental revenue from the Same Property Portfolio increased approximately \$11.6 million for the three months ended September 30, 2009 compared to 2008. Included in Same Property Portfolio rental revenue is an overall decrease in contractual rental revenue, recoveries from tenants and parking and other income of approximately \$4.7 million, \$5.9 million and \$0.7 million, respectively. These decreases were offset by an approximately \$22.9 million increase in straight-line rent. The increase in straight-line rent is the result of us establishing in the third quarter of 2008, a \$21.0 million reserve for the full amount of the accrued straight-line rent balances associated with our leases in New York City with Lehman Brothers, Inc. and the law firm of Heller Ehrman LLP, and there was no such reserve established in the third quarter of 2009.

The acquisition of 635 Massachusetts Avenue on September 26, 2008 increased rental revenue from Properties Acquired by approximately \$1.8 million for the three months ended September 30, 2009.

The increase in rental revenue from Properties Placed In-Service relates to fully placing in-service our South of Market and 77 CityPoint development projects during the fourth quarter of 2008, our One Preserve Parkway and Wisconsin Place Office development projects during the second quarter of 2009 and our Democracy Tower development project during the third quarter of 2009. Rental Revenue from Properties Placed In-Service increased approximately \$8.2 million, as detailed below:

| Property | Date Placed In-Service | Rental Revenue for the three months ended September 30, | | |
|------------------------|------------------------|---|------------------------|-----------------|
| | | 2009 | 2008 (in thousands) | Change |
| South of Market | Fourth Quarter, 2008 | \$ 6,926 | \$ 5,685 | \$ 1,241 |
| 77 CityPoint | Fourth Quarter, 2008 | 2,258 | 417 | 1,841 |
| One Preserve Parkway | Second Quarter, 2009 | 350 | 345 | 5 |
| Wisconsin Place Office | Second Quarter, 2009 | 3,385 | | 3,385 |
| Democracy Tower | Third Quarter, 2009 | 1,775 | | 1,775 |
| Total | | \$ 14,694 | \$ 6,447 | \$ 8,247 |

Termination Income

We recognized termination income totaling approximately \$0.3 million for the three months ended September 30, 2009, which was related to six tenants across the Total Property Portfolio. This compared to \$1.3 million of termination income for the three months ended September 30, 2008 related to four tenants.

Real Estate Operating Expenses

The \$1.3 million increase in operating expenses (real estate taxes, utilities, insurance, repairs and maintenance, cleaning and other property-related expenses) in the Total Property Portfolio is comprised of increases and decreases within the three categories that comprise our Total Property Portfolio. Operating expenses for the Same Property Portfolio decreased approximately \$1.4 million, Properties Acquired increased approximately \$0.4 million and Properties Placed In-Service increased approximately \$2.3 million.

Operating expenses from the Same Property Portfolio decreased approximately \$1.4 million for the three months ended September 30, 2009 compared to 2008. Included in Same Property Portfolio operating expenses is

Table of Contents

an increase in real estate taxes of approximately \$6.9 million, or 13.9%, which was due to an increase in real estate tax expense in the central business districts of Boston and New York City. This was offset by an overall decreases in utilities expense of approximately \$3.2 million and other property-related expenses of approximately \$5.1 million.

The acquisition of 635 Massachusetts Avenue on September 26, 2008 increased operating expense from Properties Acquired by approximately \$0.4 million for the three months ended September 30, 2009.

The increase in operating expenses from Properties Placed In-Service relates to fully placing in-service our South of Market and 77 CityPoint development projects during the fourth quarter of 2008, our One Preserve Parkway and Wisconsin Place Office development projects during the second quarter of 2009 and our Democracy Tower development project during the third quarter of 2009. Operating Expenses from Properties Placed In-Service increased approximately \$2.3 million, as detailed below:

| Property | Date Placed In-Service | Real Estate Operating Expenses for the three months ended September 30, | | |
|------------------------|------------------------|--|------------------------|-----------------|
| | | 2009 | 2008 (in thousands) | Change |
| South of Market | Fourth Quarter, 2008 | \$ 1,715 | \$ 1,019 | \$ 696 |
| 77 CityPoint | Fourth Quarter, 2008 | 706 | 239 | 467 |
| One Preserve Parkway | Second Quarter, 2009 | 318 | 203 | 115 |
| Wisconsin Place Office | Second Quarter, 2009 | 731 | | 731 |
| Democracy Tower | Third Quarter, 2009 | 264 | | 264 |
| Total | | \$ 3,734 | \$ 1,461 | \$ 2,273 |

Hotel Net Operating Income

Net operating income for the Cambridge Center Marriott hotel property decreased by approximately \$0.9 million for the three months ended September 30, 2009 as compared to 2008.

The following reflects our occupancy and rate information for the Cambridge Center Marriott hotel for the three months ended September 30, 2009 and 2008.

| | 2009 | 2008 | Percentage Change |
|------------------------------------|-----------|-----------|----------------------|
| Occupancy | 79.2% | 85.0% | (6.8)% |
| Average daily rate | \$ 172.31 | \$ 212.19 | (18.8)% |
| Revenue per available room, REVPAR | \$ 136.61 | \$ 180.29 | (24.2)% |

Development and Management Services

Development and management services income increased approximately \$0.2 million for the three months ended September 30, 2009 compared to 2008. The increase is primarily attributed to development fees of approximately \$0.8 million for our 20 F Street and 1111 North Capitol Street third-party development projects. This was offset by a decrease of approximately \$0.4 million, which represents the net effect of an increase of approximately \$1.6 million of ongoing management fees and leasing fees and a decrease of \$2.0 million related to one-time acquisition fees we received in 2008 from our joint ventures that acquired the General Motors Building, 540 Madison Avenue, Two Grand Central Tower and 125 West 55th Street in New York City. The remaining decrease of \$0.2 million relates to other management fees and service income.

Table of Contents**Interest and Other Income**

Interest and other income increased approximately \$0.4 million for the three months ended September 30, 2009 compared to 2008 as a result of the net effect of lower overall interest rates and an increased average cash balances. The average cash balances for the three months ended September 30, 2009 and September 30, 2008 were approximately \$733.7 million and \$103.6 million, respectively. The increase in the average cash balance was primarily due to the aggregate net proceeds of approximately \$841.9 million that we received from the equity offering in June 2009. In addition, the average interest rate for the three months ended September 30, 2009 compared to September 30, 2008 decreased by approximately 1.30%. We currently have approximately \$1.5 billion of cash in interest bearing accounts and therefore expect that our interest income will increase unless and until such funds are deployed.

Other Expenses**General and Administrative**

General and administrative expenses increased approximately \$1.2 million for the three months ended September 30, 2009 compared to 2008. The increase was due to an overall increase in payroll expense of approximately \$2.4 million, of which \$2.0 million related to the increase in the value of our deferred compensation plan offset by a decrease of approximately \$0.5 million of expense that was recognized during the three months ended September 30, 2008 relating to abandoned projects and a decrease of approximately \$0.7 million related to other general and administrative expense.

Interest Expense

Interest expense for the Total Property Portfolio increased approximately \$2.4 million for the three months ended September 30, 2009 compared to 2008 as detailed below:

| Component | Change in interest expense for the three months ended September 30, 2009 (in thousands) |
|---|---|
| <i>Decreases to interest expense due to:</i> | |
| Repayment of mortgages | \$ (5,604) |
| Increase in capitalized interest costs | (616) |
| Reduction in borrowings under our Unsecured Line of Credit | (2,388) |
| Principal amortization of continuing debt and other (excluding exchangeable senior notes) | (2,189) |
| Total decreases to interest expense | \$ (10,797) |
| <i>Increases to interest expense due to:</i> | |
| New mortgages/properties placed in service | \$ 7,282 |
| Issuance by our Operating Partnership of 3.625% exchangeable senior notes due 2014 (excluding the ASC 470-20 (formerly known as FSP No. APB 14-1) interest expense) | 3,550 |
| ASC 470-20 interest expense | 2,393 |
| Total increases to interest expense | \$ 13,225 |
| Total change in interest expense | \$ 2,428 |

The following properties are included in the repayment of mortgages line item: One and Two Embarcadero Center, Bedford Business Park, Reservoir Place, Ten Cambridge Center and 1301 New York Avenue. The following properties are included in the new mortgages/properties placed in service line item: Four Embarcadero Center, Democracy Tower, Wisconsin Office and Reservoir Place.

Table of Contents

At September 30, 2009, our variable rate debt consisted of our construction loans at South of Market, Democracy Tower, Wisconsin Place Office and Atlantic Wharf (formerly Russia Wharf), as well as our Unsecured Line of Credit and our secured financing at Reservoir Place. The following summarizes our outstanding consolidated debt as of September 30, 2009 and September 30, 2008:

| | September 30, | |
|--|------------------------|---------------------|
| | 2009 | 2008 |
| | (dollars in thousands) | |
| Debt Summary: | | |
| Balance | | |
| Fixed rate | \$ 5,621,343 | \$ 5,344,297 |
| Variable rate | 387,647 | 578,854 |
| Total | \$ 6,008,990 | \$ 5,923,151 |
| Percent of total debt: | | |
| Fixed rate | 93.55% | 90.23% |
| Variable rate | 6.45% | 9.77% |
| Total | 100.00% | 100.00% |
| GAAP weighted-average interest rate at end of period: | | |
| Fixed rate | 6.14% | 6.12% |
| Variable rate | 2.03% | 4.80% |
| Total | 5.87% | 5.99% |
| Coupon/Stated weighted-average interest rate at end of period: | | |
| Fixed rate | 5.38% | 5.33% |
| Variable rate | 1.80% | 3.89% |
| Total | 5.14% | 5.19% |

Depreciation and Amortization

Depreciation and amortization expense for the Total Property Portfolio increased approximately \$2.9 million for the three months ended September 30, 2009 compared to 2008. Approximately \$0.4 million related to a decrease in the Same Property Portfolio, approximately \$1.1 million related to an increase due to Properties Acquired and the remaining increase of approximately \$2.2 million was attributed to Properties Placed In-Service.

Capitalized Costs

Costs directly related to the development of rental properties are not included in our operating results. These costs are capitalized and included in real estate assets on our Consolidated Balance Sheets and amortized over their useful lives. Capitalized development costs include interest, wages, property taxes, insurance and other project costs incurred during the period of development. Capitalized wages for the three months ended September 30, 2009 and 2008 were \$3.0 million and \$3.0 million, respectively. These costs are not included in the general and administrative expenses discussed above. Interest capitalized for the three months ended September 30, 2009 and 2008 was \$13.0 million and \$12.4 million, respectively. These costs are not included in the interest expense referenced above.

Net Derivative Losses

On September 9, 2008, we executed an interest rate lock agreement with lenders at an all-in fixed rate, inclusive of the credit spread, of 6.10% per annum for an eight-year, \$375.0 million loan collateralized by our Four Embarcadero Center property located in San Francisco, California. Our interest rate hedging program

Table of Contents

contemplated a financing with a ten-year term and, as a result, under guidance in ASC 815 Derivatives and Hedging (formerly known as SFAS No. 133), we recognized a net derivative loss of approximately \$6.3 million representing the partial ineffectiveness of our interest rate contracts during the three months ended September 30, 2008.

Losses from Early Extinguishments of Debt

On August 3, 2009, we used available cash to repay the mortgage loans collateralized by our 1301 New York Avenue property located in Washington, DC totaling approximately \$20.5 million and we wrote off approximately \$16,000 of unamortized deferred financing costs.

Losses (Gains) from Investments in Securities

We account for investments in trading securities at fair value, with gains or losses resulting from changes in fair value recognized currently in earnings. The designation of trading securities is generally determined at acquisition. At September 30, 2009, investments in securities is comprised of an investment, totaling approximately \$1.1 million, in an unregistered money market fund. The investment was previously included in Cash and Cash Equivalents. In December 2007, the fund suspended cash redemptions by investors; investors may elect in-kind redemptions of the underlying securities or maintain their investment in the fund and receive distributions as the underlying securities mature or are liquidated by the fund sponsor. As a result, we expect to retain this investment for a longer term than originally intended, and the valuation of our investment is subject to changes in market conditions. Because interests in this fund are now valued at less than their \$1.00 par value, we recognized a loss (gain) of approximately (\$33,000) and \$0.1 million on our investment during the three months ended September 30, 2009 and September 30, 2008, respectively. We also maintain a deferred compensation plan that is designed to allow our officers to defer a portion of their current income on a pre-tax basis and receive a tax-deferred return on these deferrals. Our obligation under the plan is that of an unsecured promise to pay the deferred compensation to the plan participants in the future. We recognized losses (gains) of approximately \$(1.3) million and \$0.8 million on the investments in the account associated with our deferred compensation plan during the three months ended September 30, 2009 and 2008, respectively.

Income from Unconsolidated Joint Ventures

For the three months ended September 30, 2009 compared to 2008, income from unconsolidated joint ventures increased by \$3.7 million. Approximately \$1.1 million of the increase represents the impact of the acquisition of the General Motors Building. Approximately \$1.8 million of the increase represents the aggregate impact from the acquisitions in August 2008 and the basis differential associated with the non-cash impairment charge taken during December 2008 on our investments in 540 Madison Avenue, Two Grand Central Tower and 125 West 55th Street located in New York City, New York. Each acquisition was completed through a joint venture among us, US Real Estate Opportunities I, L.P., which is a partnership managed by Goldman Sachs, and Meraas Capital LLC, a Dubai-based private equity firm. We have a 60% interest in each venture and provide customary property management and leasing services for each venture.

Approximately \$0.8 million of the increase is related to the net effect of a decrease in the net operating loss of the Value-Added Fund and the basis differential associated with the impairment charges. During December 2008 and June 2009, we recognized non-cash impairment charges on our investment in the Value-Added Fund, which represented the other-than-temporary declines in the fair values below the carrying value of our investment in the unconsolidated joint venture. In accordance with guidance in ASC 323 Investments Equity Method and Joint Ventures (formerly known as Accounting Principles Board Opinion No. 18 The Equity Method of Accounting for Investments in Common Stock (APB No. 18)) a loss of an investment under the equity method of accounting, which is other than a temporary decline, must be recognized. If the fair value of our investments deteriorate further, we could recognize additional impairment charges that may be material to our results of operations.

Table of Contents

Gains on sales of real estate

On April 14, 2008, we sold a parcel of land located in Washington, DC for approximately \$33.7 million. We had previously entered into a development management agreement with the buyer to develop a Class A office property on the parcel totaling approximately 165,000 net rentable square feet. Due to our involvement in the construction of the project, the gain on sale estimated to total \$23.4 million was deferred and is being recognized over the project construction period generally based on the percentage of total project costs incurred to estimated total project costs. As a result, we recognized a gain on sale during the three months ended September 30, 2009 and September 30, 2008 of approximately \$2.4 million and \$1.8 million, respectively.

Noncontrolling interests in property partnerships

Noncontrolling interests in property partnerships increased by approximately \$0.6 million for the three months ended September 30, 2009 compared to 2008. Noncontrolling interests in property partnerships consist of the outside equity owners' interests in the income from our 505 ½ Street and our Wisconsin Place Office properties. The increase is primarily due to placing in-service Wisconsin Place Office during the second quarter of 2009.

Noncontrolling interest common units of the Operating Partnership

Noncontrolling interest common units of the Operating Partnership increased by approximately \$2.2 million for the three months ended September 30, 2009 compared to 2008 primarily due to increases in allocable income.

Liquidity and Capital Resources

General

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

fund normal recurring expenses;

meet debt service and principal repayment obligations, including balloon payments on maturing debt;

fund capital expenditures, including major renovations, tenant improvements and leasing costs;

fund development costs;

fund possible property acquisitions; and

make the minimum distribution required to maintain our REIT qualification under the Internal Revenue Code of 1986, as amended. We expect to satisfy these needs using one or more of the following:

construction loans;

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long-term secured and unsecured indebtedness (including unsecured exchangeable indebtedness);

cash flow from operations;

distribution of cash flows from joint ventures;

cash and cash equivalent balances;

sales of real estate;

issuances of our equity securities and/or additional preferred or common units of partnership interest in our Operating Partnership;
and

our Unsecured Line of Credit or other short-term bridge facilities.

Table of Contents

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

The following table presents information on properties under construction for the period ended September 30, 2009 (dollars in thousands):

| Construction Properties | Estimated Stabilization Date | Location | # of Buildings | Square feet | Investment to Date(1) | Estimated Total Investment(1) | Percentage Leased(2) |
|--|-------------------------------------|-----------------|-----------------------|--------------------|------------------------------|--------------------------------------|-----------------------------|
| 701 Carnegie Center(3) | Fourth Quarter, 2009 | Princeton, NJ | 1 | 120,000 | \$ 32,061 | \$ 34,000 | 100% |
| Weston Corporate Center | Third Quarter, 2010 | Weston, MA | 1 | 356,367 | 76,110 | 150,000 | 100% |
| Atlantic Wharf (formerly Russia Wharf)(4)(5) | First Quarter, 2012 | Boston, MA | 2 | 815,000 | 343,964 | 550,000 | 78%(6) |
| 2200 Pennsylvania Avenue(7) | Second Quarter, 2012 | Washington, DC | 2 | 780,000 | 71,999 | 380,000 | 42%(8) |
| Total Properties under Construction | | | 6 | 2,071,367 | \$ 524,134 | \$ 1,114,000 | 74%(6)(8) |
| Project Suspended: | | | | | | | |
| 250 West 55 th Street(9) | N/A | New York, NY | 1 | 1,000,000 | \$ 463,443 | \$ 480,000 | N/A |

(1) Includes net revenue during lease up period and approximately \$66.5 million of accruals.

(2) Represents percentage leased as of November 2, 2009.

(3) Property was placed in-service on October 9, 2009.

(4) Property has a \$215 million construction facility. We have not drawn any amounts under this facility.

(5) Includes 235,000 square feet of residential space for rent or for sale and 24,000 square feet of retail space.

(6) Percentage leased excludes 235,000 square feet of residential space and includes 24,000 square feet of retail space. We are seeking approval to increase the office square footage by approximately 200,000 square feet and decrease the residential square footage by approximately 160,000 square feet. If we are successful, the percentage leased would be 58%.

(7) Includes 280,000 square feet of residential space and 50,000 square feet of retail space in the residential component and 22,000 square feet of retail space in the office component.

(8) Percentage leased excludes 330,000 square feet of residential component and includes 22,000 square feet of retail space in the office component.

(9) On February 6, 2009, we announced that we were suspending construction. We intend to complete the construction of foundations and steel/deck to grade to facilitate a restart of construction in the future and therefore anticipate that most construction activity on this project will be completed during the fourth quarter of 2009. The estimated total investment only reflects the completion of this work, including land cost, and does not reflect the estimated costs of the potential future completion of the entire project.

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

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

Table of Contents

Our capital strategy is to maintain access to multiple sources of capital including secured debt, unsecured debt, and public and private equity such that turmoil in one or more of these sources does not eliminate our access to capital. Consistent with this strategy, (1) in June 2009, we issued 17,250,000 shares of common stock (approximate net proceeds of \$841.9 million), (2) in July 2009, we refinanced our Reservoir Place property with \$50 million of secured debt, and (3) in October 2009, we issued \$700 million aggregate principal amount of 5.875% senior notes due 2019. These transactions bolstered our liquidity position and, with cash balances as of November 2, 2009 of approximately \$1.5 billion, we are well positioned to either repay existing debt balances or make new opportunistic investments.

Four assets held by our unconsolidated joint ventures have aggregate debt maturities in 2010 of approximately \$658 million (of which our share is approximately \$375 million). We expect to refinance this debt with secured debt but anticipate that we will need to fund approximately \$80 million of additional equity in connection with the refinancings. We and our unconsolidated joint ventures also have an aggregate of approximately \$344 million (of which our share is approximately \$268 million) of construction loans maturing during the fourth quarter 2009 and in 2010. Subject to satisfying certain conditions, we have the right, and intend, to extend each of these facilities. In addition, we expect to repay an aggregate of approximately \$78 million of secured debt on three assets in our Carnegie Center portfolio and one building in Cambridge, MA, upon maturity in 2010.

Our Unsecured Line of Credit expires in August 2010 and it contains a one-year extension at our option provided that we are not in default. We currently expect that we will exercise this option and extend the maturity date to August 2011. Our remaining capital commitments over the next few years are to fund our development program.

In addition to our Unsecured Line of Credit and property-specific debt, as of November 2, 2009 we also had approximately \$4.2 billion of unsecured senior notes outstanding (including approximately \$2.0 billion of exchangeable notes). All of this debt either matures or is redeemable between 2012 and 2019. In order to reduce future cash interest payments, as well as future amounts due at maturity or upon redemption, we may, from time to time, purchase unsecured senior notes for cash in open market purchases or privately negotiated transactions, or both. We will evaluate any such potential transactions in light of then-existing market conditions, taking into account the trading prices of the notes, our current liquidity and prospects for future access to capital.

In total, our remaining capital requirements, net of anticipated fundings from existing construction loans, to complete our ongoing developments is approximately \$410.7 million, through the end of 2012, which includes approximately \$10.3 million of costs related to One Preserve Parkway which was placed in-service during the second quarter of 2009. With available cash proceeds, access to our Unsecured Line of Credit and the anticipated cash flow generated by the operating portfolio, we believe we have sufficient capacity to fund our remaining capital requirements and pursue attractive investment opportunities.

Finally, in prior years, we have been an active seller of real estate assets and, although we will consider additional asset sales, we do not expect any material asset sales in the near future.

REIT Tax Distribution Considerations

Dividend

As a REIT we are subject to a number of organizational and operational requirements, including a requirement that we currently distribute at least 90% of our annual taxable income. Our policy is to distribute at least 100% of our taxable income to avoid paying federal tax. With a view toward increasing our equity over time and preserving additional capital, we reduced our quarterly dividend in the second quarter of 2009 to \$0.50 per share. Based on our current expectation for taxable income over the next few years, and absent any unanticipated circumstances, we expect that our quarterly dividend will be approximately \$0.50 per share for the next several quarters. There can be no assurance that the actual dividends declared by our Board of Directors will not differ materially.

Table of Contents*Sales*

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

Cash Flow Summary

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

Cash and cash equivalents were approximately \$782.1 million and \$55.6 million at September 30, 2009 and 2008, respectively, representing an increase of approximately \$726.5 million. The following table sets forth increases and decreases in cash flows:

| | Nine months ended September 30, | | |
|---|--|-----------------------|--------------------------------|
| | 2009 | 2008 | Increase (Decrease) |
| | | (in thousands) | |
| Net cash provided by operating activities | \$ 447,916 | \$ 365,683 | \$ 82,233 |
| Net cash used in investing activities | (328,285) | (1,215,841) | 887,556 |
| Net cash provided by (used in) financing activities | 420,965 | (601,166) | 1,022,131 |

Our principal source of cash flow is related to the operation of our office properties. The average term of our in-place tenant leases, including our unconsolidated joint ventures, is approximately 6.9 years with occupancy rates historically in the range of 92% to 98%. Our properties provide a relatively consistent stream of cash flow that provides us with resources to pay operating expenses, debt service and fund quarterly dividend and distribution payment requirements. In addition, over the past several years, we have raised capital through the sale of some of our properties, secured and unsecured borrowings and equity offerings.

Cash is used in investing activities to fund acquisitions, development, net investments in unconsolidated joint ventures and recurring and nonrecurring capital expenditures. We selectively invest in new projects that enable us to take advantage of our development, leasing, financing and property management skills and invest in existing buildings that meet our investment criteria. Cash used in investing activities for the nine months ended September 30, 2009 consisted of the following:

| | Nine months ended September 30, 2009 (in thousands) |
|--|--|
| Acquisitions/additions to real estate | \$ (324,203) |
| Proceeds from redemptions of investments in securities | 3,078 |
| Net investments in unconsolidated joint ventures | (7,160) |
| Net cash used in investing activities | \$ (328,285) |

Cash provided by financing activities for the nine months ended September 30, 2009 totaled approximately \$421.0 million. This consisted primarily of the net proceeds from the equity offering in June 2009 and the proceeds from mortgage notes payable, offset by the payments of dividends and distributions to our shareholders and the unitholders of our Operating Partnership and the repayment of mortgage notes payable and the Unsecured Line of Credit. Future debt payments are discussed below under the heading Debt Financing.

Table of Contents

Capitalization

At September 30, 2009, our total consolidated debt was approximately \$6.0 billion. The GAAP weighted-average annual interest rate on our consolidated indebtedness was 5.87% and the weighted-average maturity was approximately 4.2 years.

Consolidated debt to total consolidated market capitalization ratio, defined as total consolidated debt as a percentage of the value of our outstanding equity securities plus our total consolidated debt, is a measure of leverage commonly used by analysts in the REIT sector. Our total consolidated market capitalization was approximately \$16.6 billion at September 30, 2009. Total consolidated market capitalization was calculated using the September 30, 2009 closing stock price of \$65.55 per common share and the following: (1) 138,702,374 shares of our common stock, (2) 19,840,115 outstanding common units of partnership interest in Boston Properties Limited Partnership (excluding common units held by Boston Properties, Inc.), (3) an aggregate of 1,460,688 common units issuable upon conversion of all outstanding Series Two Preferred Units of partnership interest in Boston Properties Limited Partnership, (4) an aggregate of 1,458,840 common units issuable upon conversion of all outstanding LTIP Units, assuming all conditions have been met for the conversion of the LTIP Units, and (5) our consolidated debt totaling approximately \$6.0 billion. The calculation of total consolidated market capitalization does not include 1,080,938 2008 OPP Units because, unlike other LTIP Units, they are not earned until certain return thresholds are achieved. Our total consolidated debt, which excludes debt collateralized by our unconsolidated joint ventures, at September 30, 2009, represented approximately 36.21% of our total consolidated market capitalization. This percentage will fluctuate with changes in the market value of our common stock and does not necessarily reflect our capacity to incur additional debt to finance our activities or our ability to manage our existing debt obligations. However, for a company like ours, whose assets are primarily income-producing real estate, the consolidated debt to total consolidated market capitalization ratio may provide investors with an alternate indication of leverage, so long as it is evaluated along with other financial ratios and the various components of our outstanding indebtedness.

For a discussion of our unconsolidated joint venture indebtedness, see [Off-Balance Sheet Arrangements](#) [Joint Venture Indebtedness](#).

Table of Contents*Debt Financing*

As of September 30, 2009, we had approximately \$6.0 billion of outstanding consolidated indebtedness, representing approximately 36.21% of our total consolidated market capitalization as calculated above consisting of (1) \$1.473 billion (net of discount) in publicly traded unsecured debt having a weighted-average interest rate of 6.03% per annum and maturities in 2013 and 2015; (2) \$417.8 million (net of ASC 470-20 (formerly known as FSP No. APB 14-1) adjustment) of exchangeable senior notes having a GAAP interest rate of 5.958% per annum (an effective rate of 3.787% per annum, excluding the effect of ASC 470-20), an initial optional redemption date in 2013 and maturity in 2036; (3) \$810.1 million (net of discount and ASC 470-20 adjustment) of exchangeable senior notes having a GAAP interest rate of 5.630% per annum (an effective rate of 3.462% per annum, excluding the effect of ASC 470-20), an initial optional redemption date in 2012 and maturing in 2037; (4) \$664.9 million (net of discount and ASC 470-20 adjustment) of exchangeable senior notes having a GAAP interest rate of 6.555% per annum (an effective rate of 4.037%, excluding the effect of ASC 470-20) and maturing in 2014; and (5) \$2.6 billion of property-specific mortgage debt having a GAAP weighted-average interest rate of 5.67% per annum and weighted-average term of 4.8 years. The table below summarizes our mortgage notes payable, our senior unsecured notes and our Unsecured Line of Credit at September 30, 2009 and September 30, 2008:

| | September 30, | |
|--|------------------------|---------------------|
| | 2009 | 2008 |
| | (dollars in thousands) | |
| Debt Summary: | | |
| Balance | | |
| Fixed rate mortgage notes payable | \$ 2,255,850 | \$ 2,022,845 |
| Variable rate mortgage notes payable | 387,647 | 259,854 |
| Unsecured senior notes, net of discount | 1,472,740 | 1,472,258 |
| Unsecured exchangeable senior notes, net of discount and ASC 470-20 adjustment | 1,892,753 | 1,849,194 |
| Unsecured Line of Credit | | 319,000 |
| Total | \$ 6,008,990 | \$ 5,923,151 |
| Percent of total debt: | | |
| Fixed rate | 93.55% | 90.23% |
| Variable rate | 6.45% | 9.77% |
| Total | 100.00% | 100.00% |
| GAAP Weighted-average interest rate at end of period: | | |
| Fixed rate | 6.14% | 6.12% |
| Variable rate | 2.03% | 4.80% |
| Total | 5.87% | 5.99% |
| Coupon/Stated Weighted-average interest rate at end of period: | | |
| Fixed rate | 5.38% | 5.33% |
| Variable rate | 1.80% | 3.89% |
| Total | 5.14% | 5.19% |

The variable rate debt shown above bears interest based on various spreads over the London Interbank Offered Rate or Eurodollar rates. As of September 30, 2009, the weighted-average interest rate on our variable rate debt was LIBOR/Eurodollar plus 1.50% per annum.

Unsecured Line of Credit

On June 6, 2008, our Operating Partnership utilized an accordion feature under its Unsecured Line of Credit with a consortium of lenders to increase the total commitment under the Unsecured Line of Credit from

Table of Contents

\$605.0 million to \$923.3 million. On July 21, 2008, our Operating Partnership further increased the total commitment to \$1.0 billion. All other material terms under the facility remain unchanged. Our Unsecured Line of Credit bears interest at a variable interest rate equal to Eurodollar plus 0.475% per annum and matures on August 3, 2010, with a provision for a one-year extension at our option, subject to certain conditions. There can be no assurance that we will be able to renew or replace the Unsecured Line of Credit upon maturity on favorable terms (including the lenders' total commitment) or at all. The Unsecured Line of Credit is a recourse obligation of our Operating Partnership. Under the Unsecured Line of Credit, a facility fee equal to 0.125% per annum is payable in quarterly installments. The interest rate and facility fee are subject to adjustment in the event of a change in our Operating Partnership's unsecured debt ratings. The Unsecured Line of Credit involves a syndicate of lenders. The Unsecured Line of Credit contains a competitive bid option that allows banks that are part of the lender consortium to bid to make loan advances to the Company at a negotiated LIBOR-based rate. Our ability to borrow under our Unsecured Line of Credit is subject to our compliance with a number of customary financial and other covenants on an ongoing basis, including:

a leverage ratio not to exceed 60%, however the leverage ratio may increase to no greater than 65% provided that it is reduced back to 60% within 180 days;

a secured debt leverage ratio not to exceed 55%;

a fixed charge coverage ratio of at least 1.40;

an unsecured leverage ratio not to exceed 60%, however the leverage ratio may increase to no greater than 65% provided that it is reduced back to 60% within 180 days;

a minimum net worth requirement;

an unsecured debt interest coverage ratio of at least 1.75; and

limitations on permitted investments.

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

As of September 30, 2009, we had no borrowings and letters of credit totaling \$11.0 million outstanding under the Unsecured Line of Credit, with the ability to borrow \$989.0 million. As of November 2, 2009, we had no borrowings outstanding under the Unsecured Line of Credit.

Unsecured Senior Notes

The following summarizes the unsecured senior notes outstanding as of September 30, 2009 (dollars in thousands):

| | Coupon/ Stated Rate | Effective Rate(1) | Principal Amount | Maturity Date(2) |
|--------------------------------|------------------------|----------------------|---------------------|------------------|
| 10 Year Unsecured Senior Notes | 6.250% | 6.381% | \$ 750,000 | January 15, 2013 |
| 10 Year Unsecured Senior Notes | 6.250% | 6.291% | 175,000 | January 15, 2013 |
| 12 Year Unsecured Senior Notes | 5.625% | 5.693% | 300,000 | April 15, 2015 |
| 12 Year Unsecured Senior Notes | 5.000% | 5.194% | 250,000 | June 1, 2015 |
| Total principal | | | 1,475,000 | |
| Net discount | | | (2,260) | |

| | |
|-------|--------------|
| Total | \$ 1,472,740 |
|-------|--------------|

- (1) Yield on issuance date including the effects of discounts on the notes.
- (2) No principal amounts are due prior to maturity.

Table of Contents

Our unsecured senior notes are redeemable at our option, in whole or in part, at a redemption price equal to the greater of (i) 100% of their principal amount or (ii) the sum of the present value of the remaining scheduled payments of principal and interest discounted at a rate equal to the yield on U.S. Treasury securities with a comparable maturity plus 35 basis points (except the \$250 million 12 Year Unsecured Senior Notes that mature on June 1, 2015 are calculated at the U.S. Treasury yield plus 25 basis points), in each case plus accrued and unpaid interest to the redemption date. The indenture under which our senior unsecured notes were issued contains restrictions on incurring debt and using our assets as security in other financing transactions and other customary financial and other covenants, including (1) a leverage ratio not to exceed 60%, (2) a secured debt leverage ratio not to exceed 50%, (3) an interest coverage ratio of 1.5, and (4) unencumbered asset value to be no less than 150% of our unsecured debt. As of September 30, 2009, we believe we were in compliance with each of these financial restrictions and requirements.

In addition to the unsecured senior notes outstanding as of September 30, 2009, on October 9, 2009, our Operating Partnership completed a public offering of \$700.0 million in aggregate principal amount of its 5.875% senior notes due 2019. The notes were priced at 99.931% of the principal amount to yield 5.884% to maturity. The aggregate net proceeds to our Operating Partnership, after deducting underwriter discounts and offering expenses were approximately \$693.7 million. The notes mature on October 15, 2019, unless earlier redeemed.

Our Operating Partnership's investment grade ratings on its unsecured senior notes are as follows:

| Rating Organization | Rating |
|---------------------|-----------------|
| Moody's | Baa2 (negative) |
| Standard & Poor's | A-(negative) |
| Fitch Ratings | BBB (stable) |

The security rating is not a recommendation to buy, sell or hold securities, as it may be subject to revision or withdrawal at any time by the rating organization. Each rating should be evaluated independently of any other rating.

Unsecured exchangeable senior notes

The following summarizes the unsecured exchangeable senior notes outstanding as of September 30, 2009 (dollars in thousands):

| | Coupon/ Stated Rate | Effective Rate(1) | Exchange Rate | Principal Amount | First Optional Redemption Date by Company | Maturity Date |
|---|------------------------|----------------------|------------------|---------------------|--|-------------------|
| 3.625% Exchangeable Senior Notes | 3.625% | 4.037% | 8.5051(2) | \$ 747,500 | N/A | February 15, 2014 |
| 2.875% Exchangeable Senior Notes | 2.875% | 3.462% | 7.0430(3) | 862,500 | February 20, 2012 | February 15, 2037 |
| 3.750% Exchangeable Senior Notes | 3.750% | 3.787% | 10.0066(4) | 450,000 | May 18, 2013 | May 15, 2036 |
| Total principal | | | | 2,060,000 | | |
| Net discount | | | | (16,963) | | |
| ASC 470-20 (formerly known as FSP APB 14-1) Adjustment, net of accumulated amortization | | | | (150,284) | | |
| Total | | | | \$ 1,892,753 | | |

(1) Yield on issuance date including the effects of discounts on the notes and excluding the effects of ASC 470-20.

Table of Contents

- (2) The initial exchange rate is 8.5051 shares per \$1,000 principal amount of the notes (or an initial exchange price of approximately \$117.58 per share of our common stock). In addition, we entered into capped call transactions with affiliates of certain of the initial purchasers, which are intended to reduce the potential dilution upon future exchange of the notes. The capped call transactions are expected to have the effect of increasing the effective exchange price to us of the notes from \$117.58 to approximately \$137.17 per share, representing an overall effective premium of approximately 40% over the closing price on August 13, 2008 of \$97.98 per share of our common stock. The net cost of the capped call transactions was approximately \$44.4 million.
- (3) In connection with the special dividend of \$5.98 per share of common stock declared on December 17, 2007, the exchange rate was adjusted from 6.6090 to 7.0430 shares per \$1,000 principal amount of notes effective as of December 31, 2007, resulting in an exchange price of approximately \$141.98 per share of our common stock.
- (4) In connection with the special dividend of \$5.98 per share of common stock declared on December 17, 2007, the exchange rate was adjusted from 9.3900 to 10.0066 shares per \$1,000 principal amount of notes effective as of December 31, 2007, resulting in an exchange price of approximately \$99.93 per share of our common stock.

Effective January 1, 2009, we adopted ASC 470-20 (formerly known as FSP No. APB 14-1) that requires the liability and equity components of convertible debt instruments that may be settled in cash upon conversion (including partial cash settlement) to be separately accounted for in a manner that reflects the issuer's nonconvertible debt borrowing rate. See Note 6 of the Consolidated Financial Statements.

Mortgage Notes Payable

The following represents the outstanding principal balances due under the mortgages notes payable at September 30, 2009:

| Properties | Stated Interest Rate | GAAP Interest Rate(1) | Stated Principal Amount | Fair Value Adjustment | Carrying Amount | Maturity Date |
|-----------------------------------|----------------------|-----------------------|-------------------------|-----------------------|---------------------|-------------------|
| (Dollars in thousands) | | | | | | |
| 599 Lexington Avenue | 5.57% | 5.41% | \$ 750,000 | \$ | \$ 750,000(2)(3) | March 1, 2017 |
| 601 Lexington Avenue | 7.19% | 7.24% | 468,423 | 1,036 | 469,459(4)(5) | May 11, 2011 |
| Embarcadero Center Four | 6.10% | 7.02% | 375,000 | | 375,000(6) | December 1, 2016 |
| South of Market | 1.29% | 1.52% | 186,510 | | 186,510(3)(7) | November 21, 2009 |
| 505 9 th Street | 5.73% | 5.87% | 130,000 | | 130,000 | November 1, 2017 |
| Wisconsin Place Office | 1.42% | 1.65% | 93,505 | | 93,505(3)(8) | January 29, 2011 |
| One Freedom Square | 7.75% | 5.34% | 68,775 | 3,097 | 71,872(5) | June 30, 2012 |
| New Dominion Tech Park, Bldg. Two | 5.55% | 5.58% | 63,000 | | 63,000(3) | October 1, 2014 |
| Democracy Tower | 2.04% | 2.23% | 57,632 | | 57,632(3)(9) | December 19, 2010 |
| 202, 206 & 214 Carnegie Center | 8.13% | 8.22% | 56,562 | | 56,562 | October 1, 2010 |
| 140 Kendrick Street | 7.51% | 5.25% | 51,313 | 2,954 | 54,267(5) | July 1, 2013 |
| New Dominion Tech Park, Bldg. One | 7.69% | 7.84% | 50,967 | | 50,967 | January 15, 2021 |
| Reservoir Place | 4.12% | 4.37% | 50,000 | | 50,000 | July 30, 2014 |
| 1330 Connecticut Avenue | 7.58% | 4.74% | 46,519 | 1,859 | 48,378(10) | February 26, 2011 |
| Kingstowne Two and Retail | 5.99% | 5.61% | 39,753 | 843 | 40,596(10) | January 1, 2016 |
| 10 and 20 Burlington Mall Road | 7.25% | 7.31% | 33,934 | | 33,934(11) | October 1, 2011 |
| Sumner Square | 7.35% | 7.54% | 25,687 | | 25,687 | September 1, 2013 |
| Montvale Center | 5.93% | 6.07% | 25,000 | | 25,000(3) | June 6, 2012 |
| Eight Cambridge Center | 7.73% | 7.74% | 23,121 | | 23,121 | July 15, 2010 |
| Kingstowne One | 5.96% | 5.68% | 19,059 | 271 | 19,330(10) | May 5, 2013 |
| University Place | 6.94% | 6.99% | 18,677 | | 18,677 | August 1, 2021 |
| Atlantic Wharf | N/A | N/A | | | (12)(13) | April 21, 2012 |
| Total | | | \$ 2,633,437 | \$ 10,060 | \$ 2,643,497 | |

Table of Contents

- (1) GAAP interest rate differs from the stated interest rate due to the inclusion of the amortization of financing charges, effects of hedging transactions and adjustments required by EITF 98-1. All adjustments related to EITF 98-1 are noted above.
- (2) On December 19, 2006, we terminated the forward-starting interest rate swap contracts related to this financing and received approximately \$10.9 million, which amount is reducing our interest expense for this mortgage over the term of the financing, resulting in an effective interest rate of 5.41% per annum for the financing. The stated interest rate is 5.57% per annum.
- (3) The mortgage loan requires interest only payments with a balloon payment due at maturity.
- (4) Formerly known as Citigroup Center.
- (5) In accordance with EITF 98-1, the principal amount and interest rate shown were adjusted upon redemption of the outside members' equity interest in the limited liability company that owns the property to reflect the fair value of the note.
- (6) On November 13, 2008, we closed on an eight-year, \$375.0 million mortgage loan collateralized by this property. The mortgage loan bears interest at a fixed rate of 6.10% per annum. Under our interest rate hedging program, we will reclassify into earnings over the eight-year term of the loan as an increase in interest expense approximately \$26.4 million (approximately \$3.3 million per year) of the amounts recorded on our Consolidated Balance Sheet within Accumulated Other Comprehensive Loss resulting in an effective interest rate of 7.02% per annum.
- (7) The construction financing bears interest at a variable rate equal to LIBOR plus 1.00% per annum and matures on November 21, 2009 with two, one-year extension options, subject to certain conditions. We have qualified for and sent notice of exercise of the first one-year extension.
- (8) The construction financing bears interest at a variable rate equal to LIBOR plus 1.10% per annum and matures on January 29, 2011 with two, one-year extension options, subject to certain conditions.
- (9) Represents the amount that we have drawn under our \$65.0 million construction loan facility. The construction financing bears interest at a variable rate equal to LIBOR plus 1.75% per annum and matures on December 19, 2010 with two, one-year extension options, subject to certain conditions.
- (10) In accordance with EITF 98-1, the principal amount and interest rate shown were adjusted upon acquisition of the property to reflect the fair value of the assumed note.
- (11) Includes outstanding indebtedness secured by 91 Hartwell Avenue.
- (12) Formerly known as Russia Wharf.
- (13) We have not drawn any amounts under our \$215.0 million construction loan facility. The construction financing bears interest at a variable rate equal to LIBOR plus 3.00% per annum and matures on April 21, 2012 with two, one-year extension options, subject to certain conditions.

Table of Contents*Off-Balance Sheet Arrangements - Joint Venture Indebtedness*

We have investments in twelve unconsolidated joint ventures (including our investment in the Value-Added Fund) with our effective ownership interests ranging from 5% to 60%. Eleven of these ventures have mortgage indebtedness. We exercise significant influence over, but do not control, these entities and therefore they are presently accounted for using the equity method of accounting. See also Note 4 to the Consolidated Financial Statements. At September 30, 2009, the aggregate debt, including both our and our partners' share, incurred by these ventures was approximately \$3.212 billion. The table below summarizes the outstanding debt of these joint venture properties at September 30, 2009. In addition to other guarantees specifically noted in the table, we have agreed to customary environmental indemnifications and nonrecourse carve-outs (e.g., guarantees against fraud, misrepresentation and bankruptcy) on certain of the loans.

| Properties | Venture Ownership % | Stated Interest Rate | GAAP Interest Rate(1) | Stated Principal Amount | Fair Value Adjustment | Carrying Amount | Maturity Date |
|--|---------------------|----------------------|-----------------------|-------------------------|-----------------------|-----------------------|--------------------|
| (Dollars in thousands) | | | | | | | |
| General Motors Building: | | | | | | | |
| Secured 1 st Mortgage | 60% | 5.95% | 6.50% | \$ 1,300,000 | \$ (50,320) | \$ 1,249,680(2)(3)(4) | October 7, 2017 |
| Mezzanine Loan | 60% | 6.02% | 8.00% | 306,000 | (40,453) | 265,547(2)(3)(5) | October 7, 2017 |
| Partner Loans | 60% | 11.00% | 11.00% | 450,000 | | 450,000(6) | June 9, 2017 |
| 125 West 55th Street: | | | | | | | |
| Secured 1 st Mortgage | 60% | 5.75% | 6.07% | 200,000 | (693) | 199,307(2)(3) | March 1, 2010 |
| Mezzanine Loan | 60% | 7.81% | 10.82% | 63,500 | (432) | 63,068(2)(3) | March 1, 2010 |
| Two Grand Central Tower | | | | | | | |
| 540 Madison Avenue | 60% | 5.10% | 6.20% | 190,000 | (1,580) | 188,420(2)(3) | July 11, 2010 |
| Metropolitan Square | 60% | 5.20% | 6.75% | 119,500 | (5,828) | 113,672(2)(7) | July 11, 2013 |
| Market Square North | 51% | 8.23% | 8.23% | 124,968 | | 124,968 | May 1, 2010 |
| Market Square North | 50% | 7.70% | 7.74% | 83,746 | | 83,746 | December 19, 2010 |
| Eighth Avenue and 46th Street | | | | | | | |
| Annapolis Junction | 50% | 2.53% | 2.53% | 23,600 | | 23,600(8) | May 8, 2009(9) |
| Annapolis Junction | 50% | 1.47% | 1.63% | 41,966 | | 41,966(3)(10) | September 12, 2010 |
| Mountain View Tech. Park | | | | | | | |
| Mountain View Research Park | 39.5% | 5.57% | 5.90% | 24,156 | | 24,156(11)(12) | March 31, 2011 |
| Mountain View 901 New York Avenue | | | | | | | |
| One & Two Circle Star Way | 25% | 5.18% | 5.43% | 109,969 | | 109,969(11)(13) | May 31, 2011 |
| 300 Billerica Road | 25% | 5.19% | 5.27% | 165,890 | | 165,890 | January 1, 2015 |
| Wisconsin Place Retail | | | | | | | |
| Wisconsin Place Retail | 25% | 6.57% | 6.67% | 42,000 | | 42,000(3)(11)(14) | September 1, 2013 |
| Wisconsin Place Retail | 25% | 5.69% | 6.04% | 7,500 | | 7,500(3)(11) | January 1, 2016 |
| Wisconsin Place Retail | 5% | 1.69% | 1.89% | 58,350 | | 58,350(3)(15) | March 29, 2010 |
| Total | | | | \$ 3,311,145 | \$ (99,306) | \$ 3,211,839 | |

- (1) GAAP interest rate differs from the stated interest rate due to the inclusion of the amortization of financing charges and adjustments required by EITF 98-1. All adjustments related to EITF 98-1 are noted above.
- (2) In accordance with EITF 98-1, the principal amount and interest rate shown were adjusted upon acquisition of the property to reflect the fair value of the assumed note.
- (3) The loan requires interest only payments with a balloon payment due at maturity.
- (4) In connection with the assumption of the loan, we guaranteed the joint venture's obligation to fund various escrows, including tenant improvements, taxes and insurance in lieu of cash deposits. As of September 30, 2009, the maximum funding obligation under the guarantee was approximately \$28.3 million. We earn a fee from the joint venture for providing the guarantee and have an agreement with our partners to reimburse the joint venture for their share of any payments made under the guarantee.

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- (5) Principal amount does not include the assumed mezzanine loan with an aggregate principal amount of \$294.0 million and a stated rate of 6.02% per annum, as the venture acquired the lenders' interest in this loan for a purchase price of approximately \$263.1 million in cash.

Table of Contents

- (6) In connection with the capitalization of the joint venture, loans in an aggregate of \$450.0 million were funded by the venture's partners on a pro-rata basis. Our share of the partner loans totaling \$270.0 million has been reflected in Related Party Note Receivable on our Consolidated Balance Sheets.
- (7) In connection with the assumption of the loan, we guaranteed the joint venture's obligation to fund tenant improvements and leasing commissions.
- (8) The financing bears interest at a variable rate equal to LIBOR plus 2.25% per annum.
- (9) An unconsolidated joint venture in which we own a 50% interest is the borrower of a \$23.6 million mortgage financing collateralized by the land parcels at Eighth Avenue and 46th Street in New York City. We and our third-party joint venture partner each agreed to guarantee \$11.8 million of the mortgage loan plus 50% of all other obligations agreed to by the borrower under the loan documents. The loan was scheduled to mature on May 8, 2009. However, because our partner is in discussions with the lender on a new credit facility, the lender has agreed that such loan amount need not be repaid pending finalization of the new credit facility. If our partner defaults on its obligation to contribute its share of the loan repayment amount, then we have the right to repay the entire loan amount, have the collateral released and proceed against our partner for reimbursement.
- (10) The construction financing bears interest at a variable rate equal to LIBOR plus 1.20% per annum and matures on September 12, 2010 with two, one-year extensions options, subject to certain conditions. In addition, we have guaranteed the repayment of approximately \$9.1 million of principal (as well as interest on the loan), which amount is subject to reduction and eventual elimination upon attaining certain debt service coverage ratios.
- (11) This property is owned by the Value-Added Fund.
- (12) Mortgage financing totals \$26.0 million (of which approximately \$24.2 million has been disbursed as of September 30, 2009). The mortgage bears interest at a variable rate of LIBOR plus 1.50% and matures on March 31, 2011 with two, one-year extension options. The Value-Added Fund has entered into an interest rate swap contract to fix the one-month LIBOR index rate at 4.085% per annum on a notional amount of \$24 million. The swap contract went into effect on June 12, 2008 and expires on March 31, 2011.
- (13) Mortgage financing totals \$120.0 million (of which \$103.0 million was drawn at closing, \$7.0 million was drawn to fund tenant and capital costs, with the remaining \$10.0 million available to fund future tenant and capital costs). The mortgage bears interest at a variable rate of LIBOR plus 1.75% and matures on May 31, 2011 with two, one-year extension options. The Value-Added Fund has guaranteed the payment of interest on the loan. In addition, the Value-Added Fund has entered into three interest rate swap contracts to fix the one-month LIBOR index rate at 3.63% per annum on an aggregate notional amount of \$103 million. The swap contracts went into effect on June 2, 2008 and expire on April 1, 2011.
- (14) The Value-Added Fund has guaranteed the payment of (1) an aggregate of approximately \$5.0 million of unfunded tenant improvement costs and leasing commissions and (2) one year of real estate taxes.
- (15) Amount represents outstanding construction financing under a \$66.0 million loan commitment collateralized by the retail entity of Wisconsin Place. Wisconsin Place is a mixed-use development project consisting of office, retail and residential properties located in Chevy Chase, Maryland. The construction financing bears interest at a variable rate equal to LIBOR plus 1.375% per annum and matures on March 29, 2010 with two, one-year extension options subject to certain conditions. In addition, we have guaranteed the repayment of approximately \$825,000 of principal (as well as our share of interest on the loan, taxes and operating expenses), which amount is subject to reduction upon attaining a prescribed debt service coverage ratio.

State and Local Tax Matters

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

Insurance

We carry insurance coverage on our properties of types and in amounts and with deductibles that we believe are in line with coverage customarily obtained by owners of similar properties. In response to the uncertainty in the insurance market following the terrorist attacks of September 11, 2001, the Federal Terrorism Risk Insurance

Table of Contents

Act (as amended, TRIA) was enacted in November 2002 to require regulated insurers to make available coverage for certified acts of terrorism (as defined by the statute). The expiration date of TRIA was extended to December 31, 2014 by the Terrorism Risk Insurance Program Reauthorization Act of 2007 (TRIPRA). Currently, the per occurrence limits of our portfolio property insurance program are \$1.0 billion, including coverage for acts of terrorism certified under TRIA. We currently insure certain properties, including the General Motors Building located at 767 Fifth Avenue in New York, New York (767 Fifth Avenue), in a separate stand alone insurance program. The property insurance program per occurrence limits for 767 Fifth Avenue are \$1.625 billion, including coverage for acts of terrorism certified under TRIA, with \$1.375 billion of coverage for losses in excess of \$250 million being provided by NYXP, LLC, as a direct insurer. We also currently carry nuclear, biological, chemical and radiological terrorism insurance coverage (NBCR Coverage) for acts of terrorism certified under TRIA, which is provided by IXP, LLC as a direct insurer, for the properties in our portfolio, including 767 Fifth Avenue, but excluding the properties owned by our Value-Added Fund and certain other properties owned in joint ventures with third parties or which we manage. The per occurrence limit for NBCR Coverage is \$1 billion. Under TRIA, after the payment of the required deductible and coinsurance, the NBCR Coverage is backstopped by the Federal Government if the aggregate industry insured losses resulting from a certified act of terrorism exceed a program trigger. The program trigger is \$100 million and the coinsurance is 15%. Under TRIPRA, if the Federal Government pays out for a loss under TRIA, it is mandatory that the Federal Government recoup the full amount of the loss from insurers offering TRIA coverage after the payment of the loss pursuant to a formula in TRIPRA. We may elect to terminate the NBCR Coverage if the Federal Government seeks recoupment for losses paid under TRIA, if there is a change in our portfolio or for any other reason. We intend to continue to monitor the scope, nature and cost of available terrorism insurance and maintain insurance in amounts and on terms that are commercially reasonable.

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

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

The mortgages on our properties typically contain requirements concerning the financial ratings of the insurers who provide policies covering the property. We provide the lenders on a regular basis with the identity of the insurance companies in our insurance programs. The ratings of some of our insurers are below the rating

Table of Contents

requirements in some of our loan agreements and the lenders for these loans could attempt to claim an event of default has occurred under the loan. We believe we could obtain insurance with insurers which satisfy the rating requirements. Additionally, in the future our ability to obtain debt financing secured by individual properties, or the terms of such financing, may be adversely affected if lenders generally insist on ratings for insurers which are difficult to obtain or which result in a commercially unreasonable premium. There can be no assurance that a deficiency in the financial ratings of one or more of our insurers will not have a material adverse effect on us.

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

Funds from Operations

Pursuant to the revised definition of Funds from Operations adopted by the Board of Governors of the National Association of Real Estate Investment Trusts (NAREIT), we calculate Funds from Operations, or FFO, by adjusting net income attributable to Boston Properties, Inc. (computed in accordance with GAAP, including non-recurring items) for gains (or losses) from sales of properties, real estate related depreciation and amortization, and after adjustment for unconsolidated partnerships and joint ventures. FFO is a non-GAAP financial measure. The use of FFO, combined with the required primary GAAP presentations, has been fundamentally beneficial in improving the understanding of operating results of REITs among the investing public and making comparisons of REIT operating results more meaningful. Management generally considers FFO to be a useful measure for reviewing our comparative operating and financial performance because, by excluding gains and losses related to sales of previously depreciated operating real estate assets and excluding real estate asset depreciation and amortization (which can vary among owners of identical assets in similar condition based on historical cost accounting and useful life estimates), FFO can help one compare the operating performance of a company's real estate between periods or as compared to different companies. Our computation of FFO may not be comparable to FFO reported by other REITs or real estate companies that do not define the term in accordance with the current NAREIT definition or that interpret the current NAREIT definition differently.

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

Table of Contents

The following table presents a reconciliation of net income available to common shareholders to FFO for the three months ended September 30, 2009 and 2008:

| | Three Months Ended September 30, 2009 2008 (in thousands) | |
|--|---|------------|
| Net income attributable to Boston Properties, Inc. | \$ 65,795 | \$ 43,079 |
| Add: | | |
| Noncontrolling interests in property partnerships | 1,114 | 525 |
| Noncontrolling interest common units of the Operating Partnership | 9,662 | 7,440 |
| Noncontrolling interest redeemable preferred units of the Operating Partnership | 772 | 1,053 |
| Noncontrolling interest in gains on sales of real estate common units of the Operating Partnership | 307 | 256 |
| Less: | | |
| Income from unconsolidated joint ventures | 6,350 | 2,644 |
| Gains on sales of real estate | 2,394 | 1,753 |
| Income before income from unconsolidated joint ventures, gains on sales of real estate and net income attributable to noncontrolling interests | 68,906 | 47,956 |
| Add: | | |
| Real estate depreciation and amortization(1) | 108,975 | 106,475 |
| Income from unconsolidated joint ventures | 6,350 | 2,644 |
| Less: | | |
| Noncontrolling interests in property partnerships share of funds from operations | 1,731 | 1,013 |
| Noncontrolling interest redeemable preferred units of the Operating Partnership | 772 | 931 |
| Funds from operations attributable to the Operating Partnership | \$ 181,728 | \$ 155,131 |
| Less: | | |
| Noncontrolling interest common units of the Operating Partnership s share of funds from operations | 23,278 | 22,614 |
| Funds from Operations attributable to Boston Properties, Inc. | \$ 158,450 | \$ 132,517 |
| Our percentage share of Funds from Operations basic | 87.19% | 85.42% |
| Weighted-average shares outstanding basic | 138,641 | 119,832 |

(1) Real estate depreciation and amortization consists of depreciation and amortization from the Consolidated Statements of Operations of \$78,181 and \$75,321, our share of unconsolidated joint venture real estate depreciation and amortization of \$31,262 and \$31,669, less corporate related depreciation and amortization of \$468 and \$515 for the three months ended September 30, 2009 and 2008, respectively. Reconciliation to Diluted Funds from Operations:

| | Three Months Ended September 30, 2009 | | Three Months Ended September 30, 2008 | |
|-------------------------------|--|---------------------------------|--|---------------------------------|
| | Income (Numerator) | Shares (Denominator) | Income (Numerator) | Shares (Denominator) |
| | (in thousands) | | (in thousands) | |
| Basic FFO | \$ 181,728 | 159,009 | \$ 155,131 | 140,282 |
| Effect of Dilutive Securities | | | | |
| Convertible Preferred Units | 772 | 1,461 | 931 | 1,461 |
| Stock Based Compensation | | 584 | | 1,537 |

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| | | | | |
|--|------------|---------|------------|---------|
| Diluted FFO | \$ 182,500 | 161,054 | \$ 156,062 | 143,280 |
| Less: | | | | |
| Noncontrolling interest common units of the Operating Partnership's share of diluted FFO | 23,080 | 20,368 | 22,274 | 20,449 |
| Our share of Diluted FFO(1) | \$ 159,420 | 140,686 | \$ 133,788 | 122,831 |

(1) Our share of diluted Funds from Operations was 87.35% and 85.73% for the quarter ended September 30, 2009 and 2008, respectively.

Table of Contents**Contractual Obligations**

We have various standing or renewable service contracts with vendors related to our property management. In addition, we have certain other utility contracts we enter into in the ordinary course of business which may extend beyond one year, which vary based on usage. These contracts include terms that provide for cancellation with insignificant or no cancellation penalties. Contract terms are generally one year or less.

Reclassifications and Adoption of New Accounting Pronouncements

Certain prior year amounts have been reclassified to conform to the current year presentation. In addition, certain prior year amounts have been revised as a result of the adoption on January 1, 2009 of (1) ASC 470-20 (formerly known as FSP No. APB 14-1) (See Note 6 of the Consolidated Financial Statements), (2) the guidance included in ASC 810 Consolidation (formerly known as SFAS No. 160, Noncontrolling Interests in Consolidated Financial Statements an amendment of ARB No. 51 (SFAS No. 160)) and ASC 480-10-S99 Distinguishing Liabilities from Equity (formerly known as EITF Topic No. D-98 Classification and Measurement of Redeemable Securities (Amended)) (See Note 8 of the Consolidated Financial Statements) and (3) the guidance included in ASC 260 Earnings Per Share (formerly known as FSP EITF 03-06-1, Determining Whether Instruments Granted in Share-Based Payment Transactions are Participating Securities) (See Note 10 of the Consolidated Financial Statements).

In April 2009, the FASB issued ASC 825-10-65 Transition Related to FSP FAS 107-1 and APB 28-1, Interim Disclosures about Fair Value of Financial Instruments (ASC 825-10-65) (formerly known as FSP No. FAS 107-1 and APB 28-1, Interim Disclosures About Fair Value of Financial Instruments (FSP No. FAS 107-1)). ASC 825-10-65 amends guidance in ASC 825 Financial Instruments (formerly known as FASB Statement No. 107, Disclosures about Fair Value of Financial Instruments) to require disclosures about fair-value of financial instruments for interim reporting periods of publicly-traded companies as well as in annual financial statements. ASC 825-65-10 also amends ASC 270 Interim Reporting (formerly known as APB Opinion No. 28, Interim Financial Reporting) to require those disclosures in summarized financial information at interim reporting periods. ASC 825-10-65 was effective for interim reporting periods ending after June 15, 2009, with early adoption permitted for periods ending after March 15, 2009 (See Note 2 of the Consolidated Financial Statements).

In May 2009, the FASB issued ASC 855 Subsequent Events (ASC 855) (formerly known as SFAS No. 165 Subsequent Events (SFAS No. 165)), which establishes general standards of accounting and disclosure for events that occur after the balance sheet date but before the financial statements are issued. ASC 855 was effective for interim or annual periods beginning after June 15, 2009. We have evaluated subsequent events through the time of filing these financial statements with the SEC on Form 10-Q on November 5, 2009.

Newly Issued Accounting Standards

In June 2008, the FASB ratified the guidance included in ASC 815-40 Derivatives and Hedging (ASC 815-40) (formerly known as EITF Issue No. 07-5, Determining Whether an Instrument (or an Embedded Feature) Is Indexed to an Entity's Own Stock (EITF No. 07-5)). The guidance included in ASC 815-40 requires entities to apply a two step approach to evaluate whether an equity-linked financial instrument (or embedded feature) is indexed to its own stock. The guidance included in ASC 815-40 was effective on January 1, 2009. The adoption of the guidance included in ASC 815-40 did not have a material impact on us.

In April 2009, the FASB issued ASC 820-10-65-4 Transition Related to FASB Staff Position FAS 157-4, Determining Fair Value When the Volume and Level of Activity for the Asset or Liability Have Significantly Decreased and Identifying Transactions That Are Not Orderly (ASC 820-10-65-4) (formerly known as FSP No. 157-4, Determining Fair Value When the Volume and Level of Activity for the Asset or Liability Have Significantly Decreased and Identifying Transactions That Are Not Orderly (FSP FAS 157-4)).

Table of Contents

ASC 820-10-65-4 provides additional guidance for estimating fair value in accordance with ASC 820-10 when the volume and level of activity for the asset or liability have significantly decreased. ASC 820-10-65-4 also includes guidance on identifying circumstances that indicate a transaction is not orderly. ASC 820-10-65-4 was effective for interim and annual reporting periods ending after June 15, 2009. The adoption of ASC 820-10-65-4 did not have a material impact on our financial position or results of operations.

In June 2009, the FASB issued SFAS No. 167, *Amendments to FASB Interpretation No. 46(R)* (SFAS No. 167), which modifies the approach to determining the primary beneficiary of a variable interest entity (VIE) and requires companies to more frequently assess whether they must consolidate a VIE. SFAS No. 167 is effective on the first annual reporting period that begins after November 15, 2009. We are currently assessing the potential impact that the adoption of SFAS No. 167 will have on our financial statements.

In June 2009, the FASB issued SFAS No. 168, *The FASB Accounting Standards Codification* and the Hierarchy of Generally Accepted Accounting Principles—a replacement of FASB Statement No. 162 (SFAS No. 168), which establishes the FASB Accounting Standards Codification (the Codification) as the source of authoritative U.S. generally accepted accounting principles (GAAP) recognized by the FASB to be applied by nongovernmental entities. Rules and interpretive releases of the Securities and Exchange Commission (SEC) under authority of federal securities laws are also sources of authoritative GAAP for SEC registrants. On the effective date of this Statement, the Codification superseded all then-existing non-SEC accounting and reporting standards. SFAS No. 168 was effective for financial statements issued for interim and annual periods ending after September 15, 2009. The adoption of SFAS No. 168 did not have a material impact on us.

Table of Contents**ITEM 3 Quantitative and Qualitative Disclosures about Market Risk**

Approximately \$5.6 billion of our consolidated borrowings bear interest at fixed rates, and therefore the fair value of these instruments is affected by changes in the market interest rates. As of September 30, 2009, the weighted-average interest rate on our variable rate debt was LIBOR/Eurodollar plus 1.50% (for an all in rate as of September 30, 2009 of 1.80%) per annum. The following table presents our aggregate fixed rate debt obligations with corresponding weighted-average interest rates sorted by maturity date and our aggregate variable rate debt obligations sorted by maturity date. The table below does not include our unconsolidated joint venture debt. For a discussion concerning our unconsolidated joint venture debt, refer to Note 4 to the Consolidated Financial Statements and Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations Off-Balance Sheet Arrangements Joint Venture Indebtedness.

| | 2009 | 2010 | 2011 | 2012 | 2013 | 2014+ | Total | Fair Value |
|---|------------|------------|------------|------------|--------------|--------------|--------------|--------------|
| Secured debt | | | | | | | | |
| (dollars in thousands) | | | | | | | | |
| Fixed Rate | \$ 6,062 | \$ 105,126 | \$ 551,720 | \$ 106,642 | \$ 101,068 | \$ 1,385,232 | \$ 2,255,850 | \$ 2,274,581 |
| Average Interest Rate | 6.52% | 7.68% | 7.02% | 5.68% | 6.03% | 5.97% | 6.30% | |
| Variable Rate | 186,510 | 57,632 | 93,505 | 345 | 827 | 48,828 | 387,647 | 383,378 |
| Unsecured debt | | | | | | | | |
| Fixed Rate | | | | | \$ 923,823 | \$ 548,917 | \$ 1,472,740 | \$ 1,521,115 |
| Average Interest Rate | | | | | 6.36% | 5.47% | 6.03% | |
| Variable Rate | | | | | | | | |
| Unsecured exchangeable debt | | | | | | | | |
| Fixed Rate | | | | \$ 851,602 | \$ 450,000 | \$ 741,435 | \$ 2,043,037 | |
| ASC 470-20 (formerly FSP No. APB 14-1) Adjustment | (9,894) | (41,195) | (43,912) | (29,793) | (23,052) | (2,438) | (150,284) | |
| Total Fixed Rate | (9,894) | (41,195) | (43,912) | 821,809 | 426,948 | 738,997 | 1,892,753 | 2,023,607 |
| Average Interest Rate | | | | 5.63% | 5.96% | 6.56% | 6.03% | |
| Variable Rate | | | | | | | | |
| Total Debt | \$ 182,678 | \$ 121,563 | \$ 601,313 | \$ 928,796 | \$ 1,452,666 | \$ 2,721,974 | \$ 6,008,990 | \$ 6,202,681 |

At September 30, 2009, the weighted-average coupon/stated rate on all of our fixed and variable rate debt was 5.38% and 1.80%, respectively. The weighted-average coupon/stated rate for our unsecured exchangeable debt was 3.64%.

At September 30, 2009, our outstanding variable rate debt based on LIBOR totaled approximately \$387.6 million. At September 30, 2009, the interest rate on our variable rate debt was approximately 2.03%. If market interest rates on our variable rate debt had been 100 basis points greater, total interest expense would have increased approximately \$2.9 million for the nine months ended September 30, 2009.

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

Table of Contents

ITEM 4 Controls and Procedures

(a) Evaluation of Disclosure Controls and Procedures. As of the end of the period covered by this report, our management, with the participation of our Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of our disclosure controls and procedures (as defined in Rule 13a-15(e) under the Securities Exchange Act of 1934). Based upon that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that these disclosure controls and procedures were effective as of the end of the period covered by this report.

(b) Changes in Internal Control Over Financial Reporting. No change in our internal control over financial reporting (as defined in Rule 13a-15(f) under the Securities Exchange Act of 1934) occurred during the third quarter of our fiscal year ending December 31, 2009 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

Table of Contents

PART II. OTHER INFORMATION

ITEM 1 Legal Proceedings.

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

ITEM 1A Risk Factors.

Except to the extent updated below or previously updated or to the extent additional factual information disclosed elsewhere in this Quarterly Report on Form 10-Q relates to such risk factors (including, without limitation, the matters discussed in Part I, Item 2-Management's Discussion and Analysis of Financial Condition and Results of Operations), there were no material changes to the risk factors disclosed in Part I, Item 1A. Risk Factors of our Annual Report on Form 10-K for the year ended December 31, 2008.

ITEM 2 Unregistered Sales of Equity Securities and Use of Proceeds.

(a) None.

(b) Not applicable.

(c) None.

ITEM 3 Defaults Upon Senior Securities.

None.

ITEM 4 Submission of Matters to a Vote of Security Holders.

None.

ITEM 5 Other Information.

(a) None.

(b) None.

Table of Contents

ITEM 6 Exhibits

(a) Exhibits

- 12.1 Calculation of Ratios of Earnings to Fixed Charges and Calculation of Ratios of Earnings to Combined Fixed Charges and Preferred Distributions.
- 31.1 Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 31.2 Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 32.1 Certification of Chief Executive Officer pursuant to Section 906 of the Sarbanes Oxley Act of 2002.
- 32.2 Certification of Chief Financial Officer pursuant to Section 906 of the Sarbanes Oxley Act of 2002.
- 101 The following materials from Boston Properties, Inc.'s Quarterly Report on Form 10-Q for the quarter ended September 30, 2009 formatted in XBRL (eXtensible Business Reporting Language): (i) the Consolidated Balance Sheets, (ii) the Consolidated Statements of Operations, (iii) the Consolidated Statements of Comprehensive Income (iv) the Consolidated Statements of Cash Flows, and (v) related notes to these financial statements, tagged as blocks of text.

Table of Contents

SIGNATURES

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

BOSTON PROPERTIES, INC.

November 5, 2009

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

**(duly authorized officer and
principal financial officer)**