

**BRANDYWINE REALTY TRUST
BOARD OF TRUSTEES**

COMPENSATION COMMITTEE CHARTER

ORGANIZATION

Membership

The Compensation Committee consists of two or more trustees, each of whom shall be independent under the independence standards set forth in the Corporate Governance Principles of the Board of Trustees (the “Board”), listing standards of the New York Stock Exchange and rules of the Securities and Exchange Commission (the “SEC”) promulgated under Section 10C of the Securities Exchange Act of 1934 (the “Exchange Act”). Should any member of the Compensation Committee cease to be independent, such member shall immediately resign his or her membership on the Compensation Committee. Membership on the Compensation Committee is determined annually by the Board upon the recommendation of the Corporate Governance Committee. The Chair of the Compensation Committee is appointed by the Board upon the recommendation of the Corporate Governance Committee.

Meetings

The Compensation Committee meets at least twice each year. Additional meetings are scheduled as needed. A majority of the members of the Compensation Committee shall constitute a quorum for the transaction of business. Minutes are recorded by the Secretary to the Compensation Committee. Approval by a majority of the members present at a meeting at which a quorum is present shall constitute approval by the Compensation Committee. The Compensation Committee may also act by unanimous written consent without a meeting.

PURPOSE

The Compensation Committee is appointed to discharge the Board’s responsibilities relating to compensation of the Company’s trustees and executive officers. The Compensation Committee also prepares the report on executive compensation required to be included in the Company’s annual proxy statement.

COMPENSATION PHILOSOPHY

The Company’s compensation policies with respect to the Company’s executive officers are based on the principles that compensation should, to a significant extent, be reflective of the financial performance of the Company, and that a significant portion of executive officers’ compensation should provide long-term incentives. The Compensation Committee seeks to have executive compensation set at levels that are sufficiently competitive so that the Company may attract, retain and motivate high quality executives to contribute to the Company’s success. In assessing overall compensation for executive officers, the Compensation Committee considers the Company’s performance, relative shareholder return and industry position, general industry data, awards given to the Company’s executives in past years, and the recommendations of third-party consultants.

RESPONSIBILITIES

The Compensation Committee shall:

1. review and approve the Company's goals and objectives relating to chief executive officer compensation, evaluate the chief executive officer's performance in light of such goals and objectives, and set the chief executive officer's compensation level based on this evaluation, all in keeping with the Compensation Committee's compensation philosophy set forth in this charter;
2. review and approve the salaries and bonuses of the other executive officers of the Company either (i) with the title Executive Vice President, (ii) with the title Senior Vice President or Vice President, in either case who hold a position as either Managing Director, Chief Financial Officer, General Counsel or Chief Administrative Officer or (iii) who report directly to the President and Chief Executive Officer, taking into account the recommendation of the President and Chief Executive Officer and such other information as the Committee believes appropriate; and review with the President and Chief Executive Officer the compensation of other executive officers;
3. review annually the operation of the Company's executive compensation programs to determine whether they are properly coordinated and achieving their intended purpose(s); and establish and periodically review policies for the administration of executive compensation programs;
4. review and recommend to the Board the appropriate structure and amount of compensation for the trustees;
5. administer the Company's equity incentive plans, including the Amended and Restated 1997 Long-Term Incentive Plan, and the 2007 Non-Qualified Employee Share Purchase Plan;
6. establish and periodically review policies in the area of senior management perquisites;
7. evaluate whether any executive compensation arrangements incentivize unnecessary or excessive risk taking;
8. assess succession planning for management and leadership of the Company;
9. review and approve any employment, severance, change in control or similar agreements of the Company with an executive officer of the Company;
10. produce a report on executive compensation for inclusion in the Company's annual proxy statement;
11. have the sole authority and power (i) to retain (at the expense of the Company) and oversee the work of any compensation consultant, legal counsel or other adviser to the Committee (after taking into consideration factors identified by the SEC in rules promulgated under Section 10C of the Exchange Act that affect the independence of any

such consultant, counsel or adviser) and (ii) to approve compensation and other retention terms of any such consultant, counsel and adviser; and

12. review and reassess the adequacy of this charter annually and recommend any proposed changes to the Board for approval. Additionally, the Compensation Committee shall annually evaluate its own performance.

REPORTING RESPONSIBILITY

All action taken by the Compensation Committee shall be reported to the Board at the next Board meeting following such action.

Last Updated: December 2, 2010