BOSTON PROPERTIES INC
Form 10-K
March 02, 2015
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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K

x **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended December 31, 2014

OR

¨ **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)

Delaware **(State or other jurisdiction** **of incorporation or organization)**	**04-2473675** **(I.R.S. Employer** **Identification Number)**
Prudential Center, 800 Boylston Street, Suite 1900	
Boston, Massachusetts **(Address of principal executive offices)**	**02199-8103** **(Zip Code)**

Registrant s telephone number, including area code: (617) 236-3300

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	**Name of exchange on which registered**
Common Stock, par value $.01 per share	New York Stock Exchange
Preferred Stock Purchase Rights	

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes x No ¨

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ¨ No x

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 x 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 x No ¨

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant s knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. x

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 definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer x Accelerated filer ¨ Non-accelerated filer ¨ Smaller reporting company ¨

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes ¨ No x

As of June 30, 2014, the aggregate market value of the 151,929,402 shares of common stock held by non-affiliates of the Registrant was $17,955,016,728 based upon the last reported sale price of $118.18 per share on the New York Stock Exchange on June 30, 2014. (For this computation, the Registrant has excluded the market value of all shares of Common Stock reported as beneficially owned by executive officers and directors of the Registrant; such exclusion shall not be deemed to constitute an admission that any such person is an affiliate of the Registrant.)

As of February 23, 2015, there were 153,187,903 shares of Common Stock outstanding.

Certain information contained in the Registrant s Proxy Statement relating to its Annual Meeting of Stockholders to be held May 19, 2015 is incorporated by reference in Items 10, 11, 12, 13 and 14 of Part III. The Registrant intends to file such Proxy Statement with the Securities and Exchange Commission not later than 120 days after the end of its fiscal year ended December 31, 2014.

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PART I

Item 1. ***Business***

General

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. We are a fully integrated, self-administered and self-managed real estate investment trust, or REIT, and one of the largest owners and developers of office properties in the United States.

Our properties are concentrated in four markets Boston, New York, San Francisco and Washington, DC. For information concerning the operations of our segments see Note 14 to the Consolidated Financial Statements. We conduct substantially all of our business through our subsidiary, Boston Properties Limited Partnership. At December 31, 2014, we owned or had interests in 169 properties, totaling approximately 45.8 million net rentable square feet, including ten properties under construction totaling approximately 3.3 million net rentable square feet. In addition, we had structured parking for approximately 43,824 vehicles containing approximately 15.0 million square feet. Our properties consisted of:

- 160 office properties, including 129 Class A office properties (including nine properties under construction) and 31 Office/Technical properties;
- one hotel;
- five retail properties (including one property under construction); and
- three residential properties.

We own or control undeveloped land totaling approximately 490.8 acres, which could support approximately 12.8 million square feet of additional development.

We consider Class A office properties to be centrally-located buildings that are professionally managed and maintained, attract high-quality tenants and command upper-tier rental rates, and that are modern structures or have been modernized to compete with newer buildings. We consider Office/Technical properties to be properties that support office, research and development, laboratory and other technical uses. Our definitions of Class A office and Office/Technical properties may be different than those used by other companies.

We are a full-service real estate company, with substantial in-house expertise and resources in acquisitions, development, financing, capital markets, construction management, property management, marketing, leasing, accounting, risk management, tax and legal services. As of December 31, 2014, we had approximately 750 employees. Our thirty-one senior officers have an average of thirty years experience in the real

estate industry, including an average of eighteen years of experience with us. Our principal executive office and Boston regional office are located at The Prudential Center, 800 Boylston Street, Suite 1900, Boston, Massachusetts 02199 and our telephone number is (617) 236-3300. In addition, we have regional offices at 599 Lexington Avenue, New York, New York 10022; Four Embarcadero Center, San Francisco, California 94111 and 2200 Pennsylvania Avenue NW, Washington, DC 20037.

Our Web site is located at http://www.bostonproperties.com. On our Web site, you can obtain a free copy of our annual report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended, as soon as reasonably practicable after we electronically file such material with, or furnish it to, the Securities and Exchange Commission, or the SEC. You may also obtain our reports by accessing the EDGAR database at the SEC s website at http://www.sec.gov, or we will furnish an electronic or paper copy of these

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reports free of charge upon written request to: Investor Relations, Boston Properties, Inc., The Prudential Center, 800 Boylston Street, Suite 1900, Boston, Massachusetts 02199. The name Boston Properties and our logo (consisting of a stylized b) are registered service marks of Boston Properties Limited Partnership.

Boston Properties Limited Partnership

Boston Properties Limited Partnership, or BPLP or our Operating Partnership, is a Delaware limited partnership, and the entity through which we conduct substantially all of our business and own, either directly or through subsidiaries, substantially all of our assets. We are the sole general partner and, as of February 23, 2015, the owner of approximately 89.3% of the economic interests in BPLP. Economic interest was calculated as the number of common partnership units of BPLP owned by the Company as a percentage of the sum of (1) the actual aggregate number of outstanding common partnership units of BPLP, (2) the number of common units issuable upon conversion of all outstanding long term incentive plan units of BPLP, or LTIP Units, other than LTIP Units issued in the form of Multi-Year Long-Term Incentive Plan Awards (MYLTIP Awards), assuming all conditions have been met for the conversion of the LTIP Units and (3) the 2012 Outperformance Awards that were issued in the form of LTIP Units and earned as of February 6, 2015. Refer to Note 20 to the Consolidated Financial Statements. An LTIP Unit is generally the economic equivalent of a share of our restricted common stock, although LTIP Units issued in the form of MYLTIP Awards are only entitled to receive one-tenth ($1/10^{th}$) of the regular quarterly distributions (and no special distributions) prior to being earned. Our general and limited partnership interests in BPLP entitle us to share in cash distributions from, and in the profits and losses of, BPLP in proportion to our percentage interest and entitle us to vote on all matters requiring a vote of the limited partners. The other limited partners of BPLP are persons who contributed their direct or indirect interests in properties to BPLP in exchange for common units or preferred units of limited partnership interest in BPLP or recipients of LTIP Units pursuant to our Stock Option and Incentive Plan. Under the limited partnership agreement of BPLP, unitholders may present their common units of BPLP for redemption at any time (subject to restrictions agreed upon at the time of issuance of the units that may restrict such right for a period of time, generally one year from issuance). Upon presentation of a unit for redemption, BPLP must redeem the unit for cash equal to the then value of a share of our common stock. In lieu of cash redemption by BPLP, however, we may elect to acquire any common units so tendered by issuing shares of our common stock in exchange for the common units. If we so elect, our common stock will be exchanged for common units on a one-for-one basis. This one-for-one exchange ratio is subject to specified adjustments to prevent dilution. We generally expect that we will elect to issue our common stock in connection with each such presentation for redemption rather than having BPLP pay cash. With each such exchange or redemption, our percentage ownership in BPLP will increase. In addition, whenever we issue shares of our common stock other than to acquire common units of BPLP, we must contribute any net proceeds we receive to BPLP and BPLP must issue to us an equivalent number of common units of BPLP. This structure is commonly referred to as an umbrella partnership REIT, or UPREIT.

Preferred units of BPLP have the rights, preferences and other privileges as are set forth in an amendment to the limited partnership agreement of BPLP. As of December 31, 2014 and February 23, 2015, BPLP had two series of Preferred Units outstanding consisting of 12,667 Series Four Preferred Units and 80,000 Series B Preferred Units.

The Series Four Preferred Units have a liquidation preference of $50.00 per unit (or an aggregate of approximately $0.6 million at December 31, 2014 and February 23, 2015). The Series Four Preferred Units, which bear a preferred distribution equal to 2.00% per annum on a liquidation preference of $50.00 per unit, are not convertible into or exchangeable for any common equity of BPLP or us. In order to secure the performance of certain obligations by the holders, such Series Four Preferred Units are subject to forfeiture pursuant to the terms of a pledge agreement. The holders of Series Four Preferred Units have the right, at certain times and subject to certain conditions set forth in the Certificate of Designations establishing the rights, limitations and preferences of the Series Four Preferred Units, to require our Operating Partnership to redeem all of their units for cash at the redemption price of $50.00 per unit. Our Operating Partnership also has the right, at certain times

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and subject to certain conditions, to redeem all of the Series Four Preferred Units for cash at the redemption price of $50.00 per unit. The Series Four Preferred Units that are subject to the security interest under the pledge agreement may not be redeemed until and unless such security interest is released. Due to the holders redemption option existing outside our control, the Series Four Preferred Units are presented outside of permanent equity in our Consolidated Balance Sheets (See Note 11 of the Consolidated Financial Statements).

The Series B Preferred Units have a liquidation preference of $2,500.00 per share (or an aggregate of approximately $193.6 million at December 31, 2014 and February 23, 2015, after deducting the underwriting discount and transaction expenses). The Series B Preferred Units were issued by our Operating Partnership on March 27, 2013 in connection with our issuance of 80,000 shares (8,000,000 depositary shares each representing 1/100th of a share) of 5.25% Series B Cumulative Redeemable Preferred Stock (the Series B Preferred Stock). We contributed the net proceeds from the offering to our Operating Partnership in exchange for Series B Preferred Units having terms and preferences generally mirroring those of the Series B Preferred Stock. We will pay cumulative cash dividends on the Series B Preferred Stock at a rate of 5.25% per annum of the $2,500.00 liquidation preference per share. We may not redeem the Series B Preferred Stock prior to March 27, 2018, except in certain circumstances relating to the preservation of our REIT status. On or after March 27, 2018, at our option, we may redeem the Series B Preferred Stock for a cash redemption price of $2,500.00 per share, plus all accrued and unpaid dividends. The Series B Preferred Stock is not redeemable by the holders, has no maturity date and is not convertible into any other security of the Company or its affiliates.

Transactions During 2014

Acquisitions and Option Agreements

On November 6, 2014, we entered into an option agreement pursuant to which we have been granted an option to purchase real property located at 425 Fourth Street in San Francisco, California. In connection with the execution of the agreement, we paid a non-refundable option payment to the current owner of $1.0 million. We intend to pursue the entitlements necessary to develop the property. The purchase price has not been determined and is dependent on the entitlements obtained. There can be no assurance that we will be successful in obtaining the desired entitlements or that we will ultimately determine to exercise the option.

On November 12, 2014, we completed the acquisition of a parcel of land at 804 Carnegie Center in Princeton, New Jersey for a purchase price of approximately $3.7 million. 804 Carnegie Center is a build-to-suit project with approximately 130,000 net rentable square feet of Class A office space which is currently under construction. We expect that the building will be complete and available for occupancy during the first quarter of 2016.

Dispositions

On July 29, 2014, we completed the sale of our Mountain View Technology Park properties and Mountain View Research Park Building Sixteen property located in Mountain View, California for an aggregate sale price of approximately $92.1 million. Net cash proceeds totaled approximately $90.6 million, resulting in a gain on sale of real estate totaling approximately $35.9 million. Mountain View Technology Park is a seven-building complex of Office/Technical properties aggregating approximately 135,000 net rentable square feet. Mountain View Research Park Building Sixteen is an Office/Technical property with approximately 63,000 net rentable square feet.

On August 20, 2014, a portion of the land parcel at our One Reston Overlook property located in Reston, Virginia was taken by eminent domain. Net cash proceeds totaled approximately $2.6 million, resulting in a gain on sale of real estate totaling approximately $1.2 million.

On August 22, 2014, we completed the sale of a parcel of land within our Broad Run Business Park property located in Loudoun County, Virginia for a sale price of approximately $9.8 million. Net cash proceeds totaled

approximately $9.7 million, resulting in a gain on sale of real estate totaling approximately $4.3 million. The parcel is an approximately 15.5 acre land parcel subject to a ground lease that was scheduled to expire on October 31, 2048 with a tenant that exercised its purchase option under the ground lease.

On October 2, 2014, we completed the sale of Patriots Park located in Reston, Virginia for a gross sale price of $321.0 million. Patriots Park consists of three Class A office properties aggregating approximately 706,000 net rentable square feet. Net cash proceeds totaled approximately $319.1 million, resulting in a gain on sale of real estate totaling approximately $84.6 million. We have agreed to provide rent support payments to the buyer with a maximum obligation of up to approximately $12.3 million related to the leasing of 17,762 net rentable square feet at the properties, which has been recorded as a reduction to the gain on sale.

On October 22, 2014, MIT exercised its right to purchase our 415 Main Street property (formerly Seven Cambridge Center) located in Cambridge, Massachusetts on February 1, 2016. As part of its lease signed on July 14, 2004, MIT was granted an option to purchase the building at the beginning of the 11th lease year for approximately $106 million. 415 Main Street is an Office/Technical property with approximately 231,000 net rentable square feet occupied by the Broad Institute. The sale is subject to the satisfaction of customary closing conditions and there can be no assurance that the sale will be consummated on the terms currently contemplated or at all.

On October 24, 2014, we completed the sale of a parcel of land at 130 Third Avenue in Waltham, Massachusetts that is permitted for 129,000 square feet for a sale price of approximately $14.3 million. Net cash proceeds totaled approximately $13.6 million, resulting in a gain on sale of real estate totaling approximately $8.3 million.

On October 30, 2014, we completed the sale of a 45% interest in each of 601 Lexington Avenue in New York City and Atlantic Wharf Office Building and 100 Federal Street in Boston for an aggregate gross sale price of approximately $1.827 billion in cash, less the partner s pro rata share of the indebtedness collateralized by 601 Lexington Avenue. Net cash proceeds totaled approximately $1.497 billion, after the payment of transaction costs. In connection with the sale, we formed a limited liability company for each property with the buyer and will provide customary property management and leasing services to the joint ventures. 601 Lexington Avenue is a 1,669,000 square foot Class A office complex located in Midtown Manhattan. The property consists of a 59-story tower as well as a six-story low-rise office and retail building. The property is subject to existing mortgage indebtedness of approximately $712.9 million. The Atlantic Wharf Office Building is a 791,000 square foot Class A office tower located on Boston s Waterfront. 100 Federal Street is a 1,323,000 square foot Class A office tower located in Boston s Financial District. The transaction did not qualify as a sale of real estate for financial reporting purposes as we continue to effectively control these properties and thus will continue to account for the properties on a consolidated basis in our financial statements. We have accounted for the transaction as an equity transaction and have recognized noncontrolling interest in our consolidated balance sheets totaling approximately $849.0 million, which is equal to 45% of the aggregate carrying value of the total equity of the properties immediately prior to the transaction. The difference between the net cash proceeds received and the noncontrolling interest recognized, which was approximately $648.4 million, has been reflected as an increase to additional paid-in capital in our consolidated balance sheets. The change in additional paid-in capital plus the partner s proportionate share of the indebtedness secured by 601 Lexington Avenue of approximately $320.8 million, aggregating approximately $969.2 million, has not been reflected as a gain on sale of real estate in our Consolidated Statements of Operations.

On December 30, 2014, we completed the conveyance to an unrelated third party of a condominium interest in our 75 Ames Street property located in Cambridge, Massachusetts. On May 23, 2011, we had entered into a ground lease for the vacant land parcel at 75 Ames Street and had also entered into a development agreement to serve as project manager for a 250,000 square foot research laboratory building to be developed on the site at the ground lessee s expense and to also serve, upon completion of development, as property manager. Gross proceeds to us were approximately $56.8 million, including $11.4 million in development fees for our services,

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and were received beginning in May 2011. The cash received under the ground lease was initially recognized as unearned revenue and recognized over the 99-year term of the ground lease as ground lease revenue totaling approximately $459,000 per year prior to the conveyance of the condominium interest. The terms of the ground lease required us to form a condominium for the site upon completion of the development, at which time each party would subject their respective interests in the buildings and land to the condominium and would in turn be conveyed a condominium unit comprised of their respective building as well as an undivided ownership interest in the land. As a result of the conveyance and the transfer of title, we recognized a gain on sale of real estate totaling approximately $33.8 million during the year ended December 31, 2014.

Developments

As of December 31, 2014, we had ten properties under construction comprised of nine office properties and one retail property, which aggregate approximately 3.3 million square feet. We estimate the total investment to complete these projects, in the aggregate, is approximately $2.1 billion of which we had already invested approximately $0.9 billion as of December 31, 2014. The investment through December 31, 2014 and estimated total investment for our properties under construction as of December 31, 2014 are detailed below (in thousands):

Construction Properties	Estimated Stabilization Date	Location	Investment to Date(1)	Estimated Total Investment(1)	Percentage leased(2)
Annapolis Junction Building Seven (50% ownership)(3)	Third Quarter, 2015	Annapolis, MD	$ 14,588	$ 17,500	100%
690 Folsom Street	Fourth Quarter, 2015	San Francisco, CA	13,271	17,900	58%
Prudential Retail Expansion	Fourth Quarter, 2015	Boston, MA	336	10,330	%
804 Carnegie Center	First Quarter, 2016	Princeton, NJ	11,178	45,500	100%
Annapolis Junction Building Eight (50% ownership)(3)	First Quarter, 2016	Annapolis, MD	11,651	18,500	%
99 Third Avenue Retail	Second Quarter, 2016	Waltham, MA	10,508	16,900	84%
535 Mission Street	Third Quarter, 2016	San Francisco, CA	176,792	215,000	66%
10 CityPoint	Second Quarter, 2017	Waltham, MA	24,713	100,400	74%
601 Massachusetts Avenue	Fourth Quarter, 2017	Washington, DC	228,910	360,760	83%
888 Boylston Street	Fourth Quarter, 2017	Boston, MA	35,932	271,500	36%
Salesforce Tower (95% ownership)	First Quarter, 2019	San Francisco, CA	348,924	1,073,500	51%
Total Properties under Construction			$ 876,803	$ 2,147,790	59%

(1) Represents our share. Includes net revenue during lease up period and approximately $67.4 million of construction cost and leasing commission accruals.
(2) Represents percentage leased as of February 23, 2015, including leases with future commencement dates.
(3) This development project has a construction loan.

On February 10, 2014, we completed and fully placed in-service The Avant at Reston Town Center development project comprised of 359 apartment units and retail space aggregating approximately 355,000 square feet located in Reston, Virginia. As of February 23, 2015, including leases with future commencement dates, this property was approximately 84% leased.

On April 1, 2014, we commenced construction of our 99 Third Avenue development project totaling approximately 17,000 net rentable square feet of retail space located in Waltham, Massachusetts.

On April 3, 2014, we commenced construction of our 690 Folsom Street development project totaling approximately 25,000 net rentable square feet of office and retail space located in San Francisco, California. This project was partially placed in-service on December 2, 2014.

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On April 10, 2014, a consolidated joint venture in which we have a 95% interest signed a lease with salesforce.com for 714,000 square feet at the new Salesforce Tower, the 1.4 million square foot, 61-story Class A office development project currently under construction at 415 Mission Street in the South Financial District of San Francisco, California. In conjunction with the lease signing, we commenced construction of the building.

On May 20, 2014, we commenced construction of our 888 Boylston Street development project totaling approximately 425,000 net rentable square feet of Class A office space located in Boston, Massachusetts.

On May 20, 2014, we commenced construction of our 10 CityPoint development project totaling approximately 245,000 net rentable square feet of Class A office space located in Waltham, Massachusetts.

On August 31, 2014, we completed and fully placed in-service 250 West 55th Street, a Class A office project with approximately 988,000 net rentable square feet located in New York City. As of February 23, 2015, including leases with future commencement dates, this property was 79% leased.

On September 17, 2014, we completed and fully placed in-service 680 Folsom Street, a Class A office project with approximately 525,000 net rentable square feet located in San Francisco, California. As of February 23, 2015, including leases with future commencement dates, the property was 98% leased.

On November 1, 2014, we partially placed in-service 535 Mission Street, a Class A office project with approximately 307,000 net rentable square feet located in San Francisco, California.

Secured Debt Transactions

On July 1, 2014, we used available cash to repay the mortgage loan collateralized by our New Dominion Technology Park Building Two property located in Herndon, Virginia totaling $63.0 million. The mortgage loan bore interest at a fixed rate of 5.55% per annum and was scheduled to mature on October 1, 2014. There was no prepayment penalty.

Unsecured Senior Notes

On December 15, 2014, our Operating Partnership used available cash to redeem $300.0 million in aggregate principal amount of its 5.625% senior notes due 2015 (the 5.625% Notes) and $250.0 million in aggregate principal amount of its 5.000% senior notes due 2015 (the 5.000% Notes). The redemption price for the 5.625% Notes was determined in accordance with the applicable indenture and totaled approximately $308.0 million. The redemption price included approximately $2.8 million of accrued and unpaid interest to, but not including, the redemption date. Excluding such accrued and unpaid interest, the redemption price was approximately 101.73% of the principal amount being redeemed. The redemption price for the 5.000% Notes was determined in accordance with the applicable indenture and totaled approximately $255.8 million. The redemption price included approximately $0.5 million of accrued and unpaid interest to, but not including, the redemption date.

Excluding such accrued and unpaid interest, the redemption price was approximately 102.13% of the principal amount being redeemed. We recognized a loss on early extinguishment of debt totaling approximately $10.6 million, which amount included the payment of the redemption premium totaling approximately $10.5 million.

Unsecured Exchangeable Senior Notes

On February 18, 2014, our Operating Partnership repaid at maturity the $747.5 million aggregate principal amount of its 3.625% exchangeable senior notes due 2014 plus accrued and unpaid interest thereon.

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Equity Transactions

On May 19, 2014, our Operating Partnership released to the holders 319,687 Series Four Preferred Units that were previously subject to a security interest under a pledge agreement. On July 3, 2014, our Operating Partnership redeemed such units for cash totaling approximately $16.0 million, plus accrued and unpaid distributions.

On October 16, 2014, our Operating Partnership released to the holders 27,773 Series Four Preferred Units that were previously subject to a security interest under a pledge agreement. On November 5, 2014, our Operating Partnership redeemed 27,773 Series Four Preferred Units for cash totaling approximately $1.4 million. An aggregate of 12,667 Series Four Preferred Units remain outstanding and subject to a security interest under a pledge agreement.

During the year ended December 31, 2014, we acquired an aggregate of 80,246 common units of limited partnership interest, including 67,857 common units issued upon the conversion of LTIP units presented by the holders for redemption, in exchange for an equal number of shares of common stock. During the year ended December 31, 2014, we issued 21,459 shares of common stock as a result of stock options being exercised.

Special Dividend

On December 8, 2014, we announced that our Board of Directors declared a special cash dividend of $4.50 per common share payable on January 28, 2015 to shareholders of record as of the close of business on December 31, 2014. The decision to declare a special dividend was primarily a result of the taxable gains associated with the sale of approximately $2.3 billion of assets during 2014 partially offset by our election to deduct costs that were capitalized in prior years that may now be deducted under the new Tangible Property Regulations. The Board of Directors did not make any change in our policy with respect to regular quarterly dividends. Holders of common units of limited partnership interest in our Operating Partnership, as of the close of business on December 31, 2014, received the same distribution on January 28, 2015.

Investments in Unconsolidated Joint Ventures

On April 10, 2014, we entered into a joint venture with an unrelated third party to acquire a parcel of land located at 1001 6th Street (formerly 501 K Street) in Washington, DC. We anticipate the land parcel may accommodate an approximate 520,000 square foot Class A office property to be developed in the future. The joint venture partner contributed the land for a 50% interest in the joint venture and we initially contributed cash of approximately $39.0 million for our 50% interest. Under the joint venture agreement, the partner will be entitled to up to two additional payments from the venture based on increases in total square footage of the project above 520,000 square feet and achieving certain project returns at stabilization.

On April 30, 2014, our partner in our Annapolis Junction joint venture contributed a parcel of land and improvements and we contributed cash of approximately $5.4 million to the joint venture. We have a 50% interest in this joint venture. The joint venture has commenced construction of Annapolis Junction Building Eight, which when completed will consist of a Class A office property with approximately 125,000 net rentable square feet located in Annapolis, Maryland. In addition, on June 23, 2014, the joint venture obtained construction financing collateralized by the development project totaling $26.0 million. The construction financing bears interest at a variable rate equal to LIBOR plus 1.50% per annum and matures on June 23, 2017, with two, one-year extension options, subject to certain conditions.

On October 24, 2014, a joint venture in which we have a 50% interest extended the loan collateralized by its Annapolis Junction Building Six property. At the time of the extension, the outstanding balance of the construction loan totaled approximately $13.9 million and bore interest at a variable rate equal to LIBOR plus 1.65% per annum and was scheduled to mature on November 17, 2014. The extended loan has a total

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commitment amount of $16.4 million, bears interest at a variable rate equal to LIBOR plus 2.25% per annum and matures on November 17, 2015. Annapolis Junction Building Six is a Class A office property with approximately 119,000 net rentable square feet located in Annapolis, Maryland.

On December 17, 2014, a joint venture in which we have a 25% nominal ownership interest refinanced with a new lender its mortgage loan collateralized by 901 New York Avenue located in Washington, DC. The mortgage loan totaling approximately $150.4 million bore interest at a fixed rate of 5.19% per annum and was scheduled to mature on January 1, 2015. The new mortgage loan totaling $225.0 million bears interest at a fixed rate of 3.61% per annum and matures on January 5, 2025.

On December 19, 2014, we entered into a joint venture with an unrelated third party to acquire the air rights for the future development of the first phase at North Station, consisting of an atrium hall and podium building containing up to 377,000 net rentable square feet of retail and office space located in Boston, Massachusetts. The joint venture partner contributed air rights parcels and improvements, with a fair value of approximately $13.0 million, for its initial 50% interest in the joint venture. We contributed improvements totaling approximately $4.2 million and will contribute cash totaling approximately $8.8 million for our initial 50% interest. In addition, we entered into an option and development rights agreement with our partner pursuant to which we have the right to develop residential, hotel and office space in future phases, subject to certain terms and conditions including the partner s right to participate as a venture partner in each phase of the project.

Stock Option and Incentive Plan

On January 27, 2014, our Compensation Committee approved a new equity-based, multi-year, long-term incentive program (the 2014 MYLTIP) in lieu of an Outperformance Plan (OPP) as a performance-based component of our overall compensation program. Under the Financial Accounting Standards Board s Accounting Standards Codification (ASC) 718 Compensation Stock Compensation, the 2014 MYLTIP has an aggregate grant fair value of approximately $12.7 million, which amount will generally be amortized into earnings over the four-year plan period under the graded vesting method (See Note 17 to the Consolidated Financial Statements).

On January 31, 2014, we issued 21,455 shares of restricted common stock and our Operating Partnership issued 109,718 LTIP units under the 2012 Plan to certain of our employees.

On January 31, 2014, the measurement period for our 2011 OPP Awards expired and our total return to stockholders (TRS) performance was not sufficient for employees to earn and therefore become eligible to vest in any of the 2011 OPP Awards. As a result, we accelerated the then remaining unrecognized compensation expense totaling approximately $1.2 million. Accordingly, all 2011 OPP Awards were automatically forfeited and our Operating Partnership repaid employees an amount equal to $0.25 (which is equal to what they paid upon acceptance of the award) multiplied by the number of 2011 OPP Awards they received.

Business and Growth Strategies

Business Strategies

Our primary business objective is to maximize return on investment so as to provide our investors with the greatest possible total return in all points of the economic cycle. Our strategies to achieve this objective are:

- to target a few carefully selected geographic markets, including Boston, New York, San Francisco and Washington, DC, and to be one of the leading, if not the leading, owners, developers and managers in each of those markets with a full-service office in each market providing property management, leasing, development, construction and legal expertise. We select markets and submarkets with a diverse economic base and a deep pool of prospective tenants in various industries and where tenants have demonstrated a preference for high-quality office buildings and other facilities. We have explored and

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may continue to explore for future investment select domestic and international markets that exhibit these same traits;

to emphasize markets and submarkets within those markets where the lack of available sites and the difficulty of receiving the necessary approvals for development and the necessary financing constitute high barriers to the creation of new supply, and where skill, financial strength and diligence are required to successfully develop, finance and manage high-quality office, research and development space, as well as selected retail and residential space;

to take on complex, technically challenging development projects, leveraging the skills of our management team to successfully develop, acquire or reposition properties that other organizations may not have the capacity or resources to pursue;

to own and develop high-quality real estate designed to meet the demands of today s tenants who require sophisticated telecommunications and related infrastructure, support services, sustainable features and amenities, and to manage those facilities so as to become the landlord of choice for both existing and prospective clients;

to opportunistically acquire assets which increase our penetration in the markets in which we have chosen to concentrate, as well as potential new markets, which exhibit an opportunity to improve or preserve returns through repositioning (through a combination of capital improvements and shift in marketing strategy), changes in management focus and leasing;

to explore joint venture opportunities with existing property owners located in desirable locations, who seek to benefit from the depth of development and management expertise we are able to provide and our access to capital, and/or to explore joint venture opportunities with strategic institutional partners, leveraging our skills as owners, operators and developers of Class A office space and mixed-use complexes;

to pursue on a selective basis the sale of properties or interests therein, including core properties, to either (1) take advantage of the demand for our premier properties and realize the value we have created or (2) pare from our portfolio properties that we believe have slower future growth potential;

to seek third-party development contracts, which can be a significant source of revenue and enable us to retain and utilize our existing development and construction management staff, especially when our internal development is less active or when new development is less-warranted due to market conditions; and

to enhance our capital structure through our access to a variety of sources of capital and proactively manage our debt expirations. In the current economic climate with historically low interest rates we have and will continue to attempt to lower the cost of our debt capital and seek opportunities to lock in such low rates through early debt repayment, refinancings and interest rate hedges.

Growth Strategies

External Growth Strategies

We believe that our development experience and our organizational depth position us to continue to selectively develop a range of property types, including high-rise urban developments, mixed-use developments (including residential and retail), low-rise suburban office properties and research and laboratory space, within budget and on schedule. We believe we are also well positioned to achieve external growth through acquisitions. Other factors that contribute to our competitive position include:

our control of sites (including sites under contract or option to acquire) in our markets that could support approximately 12.8 million additional square feet of new office, retail, and residential development;

our reputation gained through 45 years of successful operations and the stability and strength of our existing portfolio of properties;

- our relationships with leading national corporations, universities and public institutions, including government agencies, seeking new facilities and development services;
- our relationships with nationally recognized financial institutions that provide capital to the real estate industry;
- our track record and reputation for executing acquisitions efficiently provide comfort to domestic and foreign institutions, private investors and corporations who seek to sell commercial real estate in our market areas;
- our ability to act quickly on due diligence and financing;
- our relationships with institutional buyers and sellers of high-quality real estate assets and
- our ability to procure entitlements from multiple municipalities to develop sites and attract land owners to sell or partner with us.

Opportunities to execute our external growth strategy fall into three categories:

Development in selected submarkets. We believe the additional development of well-positioned office buildings and mixed use complexes could be justified in many of our submarkets. We believe in acquiring land after taking into consideration timing factors relating to economic cycles and in response to market conditions that allow for its development at the appropriate time. While we purposely concentrate in markets with high barriers-to-entry, we have demonstrated throughout our 45-year history, an ability to make carefully timed land acquisitions in submarkets where we can become one of the market leaders in establishing rent and other business terms. We believe that there are opportunities at key locations in our existing and other markets for a well-capitalized developer to acquire land with development potential.

In the past, we have been particularly successful at acquiring sites or options to purchase sites that need governmental approvals for development. Because of our development expertise, knowledge of the governmental approval process and reputation for quality development with local government regulatory bodies, we generally have been able to secure the permits necessary to allow development and to profit from the resulting increase in land value. We seek complex projects where we can add value through the efforts of our experienced and skilled management team leading to attractive returns on investment.

Our strong regional relationships and recognized development expertise have enabled us to capitalize on unique build-to-suit opportunities. We intend to seek and expect to continue to be presented with such opportunities in the near term allowing us to earn relatively significant returns on these development opportunities through multiple business cycles.

Acquisition of assets and portfolios of assets from institutions or individuals. We believe that due to our size, management strength and reputation, we are well positioned to acquire portfolios of assets or individual properties from institutions or individuals if valuations meet our criteria. In addition, we believe that our market knowledge and our liquidity and access to capital may provide us with a competitive advantage when pursuing acquisitions. There may be enhanced opportunities to purchase assets with near-term financing maturities or possibly provide debt on assets at enhanced yields. Opportunities to acquire properties may also come through the purchase of first mortgage or mezzanine debt. We may also acquire properties for cash, but we are also particularly well-positioned to appeal to sellers wishing to contribute on a tax-deferred basis their ownership of property for equity in a diversified real estate operating company that offers liquidity through access to the public equity markets in addition to a quarterly distribution. Our ability to offer common and preferred units of limited partnership in BPLP to sellers who would otherwise recognize a taxable gain upon a

sale of assets or our common stock may facilitate this type of transaction on a tax-efficient basis. In addition, we may consider mergers with and acquisitions of compatible real estate firms.

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Acquisition of underperforming assets and portfolios of assets. We believe that because of our in-depth market knowledge and development experience in each of our markets, our national reputation with brokers, financial institutions and others involved in the real estate market and our access to competitively-priced capital, we are well-positioned to identify and acquire existing, underperforming properties for competitive prices and to add significant additional value to such properties through our effective marketing strategies, repositioning/redevelopment expertise and a responsive property management program. We have developed this strategy and program for our existing portfolio, where we provide high-quality property management services using our own employees in order to encourage tenants to renew, expand and relocate in our properties. We are able to achieve speed and transaction cost efficiency in replacing departing tenants through the use of in-house and third-party vendors services for marketing, including calls and presentations to prospective tenants, print advertisements, lease negotiation and construction of tenant improvements. Our tenants benefit from cost efficiencies produced by our experienced work force, which is attentive to preventive maintenance and energy management.

Internal Growth Strategies

We believe that opportunities will exist to increase cash flow from our existing properties because they are of high quality and in desirable locations within markets where, in general, the creation of new supply is limited by the lack of available sites and the difficulty of obtaining the necessary approvals for development on vacant land and financing. Our strategy for maximizing the benefits from these opportunities is three-fold: (1) to provide high-quality property management services using our employees in order to encourage tenants to renew, expand and relocate in our properties, (2) to achieve speed and transaction cost efficiency in replacing departing tenants through the use of in-house services for marketing, lease negotiation and construction of tenant improvements and (3) to work with new or existing tenants with space expansion or contraction needs maximizing the cash flow from our assets. We expect to continue our internal growth as a result of our ability to:

Cultivate existing submarkets and long-term relationships with credit tenants. In choosing locations for our properties, we have paid particular attention to transportation and commuting patterns, physical environment, adjacency to established business centers, proximity to sources of business growth and other local factors.

The average lease term of our in-place leases, including unconsolidated joint ventures, was approximately 6.8 years at December 31, 2014 and we continue to cultivate long-term leasing relationships with a diverse base of high-quality, financially stable tenants. Based on leases in place at December 31, 2014, leases with respect to approximately 6.0% of the total square feet in our portfolio, including unconsolidated joint ventures, will expire in calendar year 2015.

Directly manage our office properties to maximize the potential for tenant retention. We provide property management services ourselves, rather than contracting for this service, to maintain awareness of and responsiveness to tenant needs. We and our properties also benefit from cost efficiencies produced by an experienced work force attentive to preventive maintenance and energy management and from our continuing programs to assure that our property management personnel at all levels remain aware of their important role in tenant relations.

Replace tenants quickly at best available market terms and lowest possible transaction costs. We believe that we are well-positioned to attract new tenants and achieve relatively high rental rates as a result of our well-located, well-designed and well-maintained properties, our reputation for high-quality building services and responsiveness to tenants, and our ability to offer expansion and relocation alternatives within our submarkets.

Extend terms of existing leases to existing tenants prior to expiration. We have also successfully structured early tenant renewals, which have reduced the cost associated with lease downtime while securing the tenancy of our highest quality credit-worthy tenants on a long-term basis and enhancing relationships.

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Policies with Respect to Certain Activities

The discussion below sets forth certain additional information regarding our investment, financing and other policies. These policies have been determined by our Board of Directors and, in general, may be amended or revised from time to time by our Board of Directors.

Investment Policies

Investments in Real Estate or Interests in Real Estate

Our investment objectives are to provide quarterly cash dividends to our securityholders and to achieve long-term capital appreciation through increases in the value of Boston Properties, Inc. We have not established a specific policy regarding the relative priority of these investment objectives.

We expect to continue to pursue our investment objectives primarily through the ownership of our current properties, development projects and other acquired properties. We currently intend to continue to invest primarily in developments of properties and acquisitions of existing improved properties or properties in need of redevelopment, and acquisitions of land that we believe have development potential, primarily in our existing markets of Boston, New York, San Francisco and Washington, DC. We have explored and may continue to explore for future investment select domestic and international markets that exhibit these same traits. Future investment or development activities will not be limited to a specified percentage of our assets. We intend to engage in such future investment or development activities in a manner that is consistent with the maintenance of our status as a REIT for federal income tax purposes. In addition, we may purchase or lease income-producing commercial and other types of properties for long-term investment, expand and improve the real estate presently owned or other properties purchased, or sell such real estate properties, in whole or in part, when circumstances warrant. We do not have a policy that restricts the amount or percentage of assets that will be invested in any specific property, however, our investments may be restricted by our debt covenants.

We may also continue to participate with third parties in property ownership, through joint ventures or other types of co-ownership, including third parties with expertise in mixed-use opportunities. These investments may permit us to own interests in larger assets without unduly restricting diversification and, therefore, add flexibility in structuring our portfolio.

Equity investments may be subject to existing mortgage financing and other indebtedness or such financing or indebtedness as may be incurred in connection with acquiring or refinancing these investments. Debt service on such financing or indebtedness will have a priority over any distributions with respect to our common stock. Investments are also subject to our policy not to be treated as an investment company under the Investment Company Act of 1940, as amended (the 1940 Act).

Investments in Real Estate Mortgages

While our current portfolio consists primarily of, and our business objectives emphasize, equity investments in commercial real estate, we may, at the discretion of the Board of Directors, invest in mortgages and other types of real estate interests consistent with our qualification as a REIT. Investments in real estate mortgages run the risk that one or more borrowers may default under such mortgages and that the collateral securing such mortgages may not be sufficient to enable us to recoup our full investment. We may invest in participating, convertible or traditional mortgages if we conclude that we may benefit from the cash flow, or any appreciation in value of the property or as an entrance to the fee ownership.

Securities of or Interests in Entities Primarily Engaged in Real Estate Activities

Subject to the percentage of ownership limitations and gross income and asset tests necessary for our REIT qualification, we also may invest in securities of other REITs, other entities engaged in real estate activities or securities of other issuers, including for the purpose of exercising control over such entities.

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Dispositions

Our decision to dispose or partially dispose of properties is based upon the periodic review of our portfolio and the determination by the Board of Directors that such action would be in our best interests. Any decision to dispose of a property will be authorized by the Board of Directors or a committee thereof. Some holders of limited partnership interests in BPLP, including Mortimer B. Zuckerman, could incur adverse tax consequences upon the sale of certain of our properties that differ from the tax consequences to us. Consequently, holders of limited partnership interests in BPLP may have different objectives regarding the appropriate pricing and timing of any such sale. Such different tax treatment derives in most cases from the fact that we acquired these properties in exchange for partnership interests in contribution transactions structured to allow the prior owners to defer taxable gain. Generally this deferral continues so long as we do not dispose of the properties in a taxable transaction. Unless a sale by us of these properties is structured as a like-kind exchange under Section 1031 of the Internal Revenue Code or in a manner that otherwise allows deferral to continue, recognition of the deferred tax gain allocable to these prior owners is generally triggered by a sale. Some of our assets are subject to tax protection agreements, which may limit our ability to dispose of the assets or require us to pay damages to the prior owners in the event of a taxable sale.

Financing Policies

The agreement of limited partnership of BPLP and our certificate of incorporation and bylaws do not limit the amount or percentage of indebtedness that we may incur. We do not have a policy limiting the amount of indebtedness that we may incur. However, our mortgages, credit facilities and unsecured debt securities contain customary restrictions, requirements and other limitations on our ability to incur indebtedness. We have not established any limit on the number or amount of mortgages that may be placed on any single property or on our portfolio as a whole.

Our Board of Directors will consider a number of factors when evaluating our level of indebtedness and when making decisions regarding the incurrence of indebtedness, including the purchase price of properties to be acquired with debt financing, the estimated market value of our properties upon refinancing, the entering into agreements such as interest rate swaps, caps, floors and other interest rate hedging contracts and the ability of particular properties and BPLP as a whole to generate cash flow to cover expected debt service.

Policies with Respect to Other Activities

As the sole general partner of BPLP, we have the authority to issue additional common and preferred units of limited partnership interest of BPLP. We have in the past, and may in the future, issue common or preferred units of limited partnership interest of BPLP to persons who contribute their direct or indirect interests in properties to us in exchange for such common or preferred units of limited partnership interest in BPLP. We have not engaged in trading, underwriting or agency distribution or sale of securities of issuers other than BPLP and we do not intend to do so. At all times, we intend to make investments in such a manner as to maintain our qualification as a REIT, unless because of circumstances or changes in the Internal Revenue Code of 1986, as amended (or the Treasury Regulations), our Board of Directors determines that it is no longer in our best interest to qualify as a REIT. We may make loans to third parties, including, without limitation, to joint ventures in which we participate or in connection with the disposition of a property. We intend to make investments in such a way that we will not be treated as an investment company under the 1940 Act. Our policies with respect to these and other activities may be reviewed and modified or amended from time to time by the Board of Directors.

Sustainability

As one of the largest owners and developers of office properties in the United States, we actively work to promote our growth and operations in a sustainable and responsible manner across our four regions. We focus our sustainability initiatives on the design and construction of our new developments, the operation of our existing buildings and our internal corporate practices. Our sustainability initiatives are centered on energy

efficiency, waste reduction and water preservation, as well as making a positive impact on the communities in which we conduct business. Through these efforts we demonstrate that operating and developing commercial real estate can be conducted with a conscious regard for the environment while mutually benefiting our tenants, investors, employees and the communities in which we operate.

During 2014, we hired a Sustainability Manager whose sole responsibility is to promote, monitor and disclose our sustainability activities. In addition, for the third straight year the Global Real Estate Sustainability Benchmark (GRESB) ranked us in the top quadrant of all companies responding to its sustainability survey. For the 2014 GRESB report, we ranked 17th out of 637 companies surveyed and 2nd out of 32 office companies in GRESB s United States office peer group. Also during 2014, we received from NAREIT the 2014 Special Recognition Most Improved Leader in the Light Award recognizing our sustainable energy use practices.

We provide disclosure on our website to increase the transparency of our sustainability program, which we periodically update with current or additional information. You may access our sustainability report on our website at http://www.bostonproperties.com under the heading Sustainability.

Competition

We compete in the leasing of office, retail and residential space with a considerable number of other real estate companies, some of which may have greater marketing and financial resources than are available to us. In addition, our hotel property competes for guests with other hotels, some of which may have greater marketing and financial resources than are available to us and to the manager of our one hotel, Marriott International, Inc.

Principal factors of competition in our primary business of owning, acquiring and developing office properties are the quality of properties, leasing terms (including rent and other charges and allowances for tenant improvements), attractiveness and convenience of location, the quality and breadth of tenant services provided, and reputation as an owner and operator of quality office properties in the relevant market. Additionally, our ability to compete depends upon, among other factors, trends of the national and local economies, investment alternatives, financial condition and operating results of current and prospective tenants, availability and cost of capital, construction and renovation costs, taxes, utilities, governmental regulations, legislation and population trends.

In addition, although not part of our core strategy, we are currently operating three residential properties (See Note 20 to the Consolidated Financial Statements) and may in the future decide to acquire or develop additional residential properties. As an owner and operator of apartments, we will also face competition for prospective residents from other operators whose properties may be perceived to offer a better location or better amenities or whose rent may be perceived as a better value given the quality, location and amenities that the resident seeks. We will also compete against condominiums and single-family homes that are for sale or rent. Because we have limited experience with residential properties, we expect to continue to retain third parties to manage our residential properties.

Our Hotel Property

We operate our hotel property through a taxable REIT subsidiary. The taxable REIT subsidiary, a wholly-owned subsidiary of BPLP, is the lessee pursuant to a lease for the hotel property. As lessor, BPLP is entitled to a percentage of gross receipts from the hotel property. The hotel lease allows economic benefits of ownership to flow to us. Marriott International, Inc. continues to manage the hotel property under the Marriott

name and under terms of the existing management agreements. Marriott has been engaged under a separate long-term incentive management agreement to operate and manage the hotel on behalf of the taxable REIT subsidiary. In connection with these arrangements, Marriott has agreed to operate and maintain our hotel in accordance with its system-wide standard for comparable hotels and to provide the hotel with the benefits of its central reservation system and other chain-wide programs and services. Under a management agreement for the hotel, Marriott acts as the taxable REIT subsidiary s agent to supervise, direct and control the management and operation of the hotel and

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receives as compensation base management fees that are calculated as a percentage of the hotel s gross revenues, and supplemental incentive fees if the hotel exceeds negotiated profitability breakpoints. In addition, the taxable REIT subsidiary compensates Marriott, on the basis of a formula applied to the hotel s gross revenues, for certain system-wide services provided by Marriott, including central reservations, marketing and training. During 2014, 2013 and 2012, Marriott received an aggregate of approximately $1.0 million, $1.2 million and $2.0 million, respectively, from our taxable REIT subsidiary.

Seasonality

Our hotel property traditionally has experienced significant seasonality in its operating income. Below is the net operating income and the percentage of net operating income by quarter for the year ended December 31, 2014.

First Quarter	Second Quarter	Third Quarter	Fourth Quarter
$1.4 million	$5.0 million	$4.3 million	$3.4 million
10%	36%	31%	23%

Corporate Governance

Boston Properties is currently governed by an eleven member Board of Directors. The current members of our Board of Directors are Mortimer B. Zuckerman, Carol B. Einiger, Dr. Jacob A. Frenkel, Joel I. Klein, Douglas T. Linde, Matthew J. Lustig, Alan J. Patricof, Ivan G. Seidenberg, Owen D. Thomas, Martin Turchin and David A. Twardock. All directors stand for election for one-year terms expiring at the next succeeding annual meeting of stockholders.

Our Board of Directors has Audit, Compensation and Nominating and Corporate Governance Committees. The membership of each of these committees is described below.

Independent Director	Audit	Compensation	Nominating and Corporate Governance
Carol B. Einiger		X	
Dr. Jacob A. Frenkel		X	X*
Joel I. Klein	X		X
Matthew J. Lustig			
Alan J. Patricof	X*		X
Ivan G. Seidenberg **			
Martin Turchin			
David A. Twardock	X	X*	

X=Committee member, *=Chair, **=Lead Independent Director

Our Board of Directors has adopted charters for each of its Audit, Compensation and Nominating and Corporate Governance Committees. A copy of each of these charters is available on our website at http://www.bostonproperties.com under the heading Corporate Governance and subheading Committees and Charters.

Our Board of Directors has adopted Corporate Governance Guidelines, a copy of which is available on our website at http://www.bostonproperties.com under the heading Corporate Governance and subheading Governance Guidelines.

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Our Board of Directors has adopted a Code of Business Conduct and Ethics, which governs business decisions made and actions taken by our directors, officers and employees. A copy of this code is available on our website at http://www.bostonproperties.com under the heading Corporate Governance and subheading Code of Conduct and Ethics. We intend to disclose on this website any amendment to, or waiver of, any provisions of this Code applicable to our directors and executive officers that would otherwise be required to be disclosed under the rules of the SEC or the New York Stock Exchange.

Our Board of Directors has established an ethics reporting system that employees may use to anonymously report possible violations of the Code of Business Conduct and Ethics, including concerns regarding questionable accounting, internal accounting controls or auditing matters, by telephone or over the internet.

Our Board of Directors has adopted a Policy on Company Political Spending, a copy of which is available on our website at http://www.bostonproperties.com under the heading Corporate Governance and subheading Policy on Political Spending.

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Item 1A. ***Risk Factors.***

Set forth below are the risks that we believe are material to our investors. We refer to the shares of our common stock and the units of limited partnership interest in BPLP together as our securities, and the investors who own shares or units, or both, as our securityholders. This section contains forward-looking statements. You should refer to the explanation of the qualifications and limitations on forward-looking statements beginning on page 48.

Our performance and value are subject to risks associated with our real estate assets and with the real estate industry.

Our economic performance and the value of our real estate assets, and consequently the value of our securities, are subject to the risk that if our properties do not generate revenues sufficient to meet our operating expenses, including debt service and capital expenditures, our cash flow and ability to pay distributions to our securityholders will be adversely affected. The following factors, among others, may adversely affect the income generated by our properties:

- downturns in the national, regional and local economic conditions (particularly increases in unemployment);
- competition from other office, hotel, retail and residential buildings;
- local real estate market conditions, such as oversupply or reduction in demand for office, hotel, retail or residential space;
- changes in interest rates and availability of financing;
- vacancies, changes in market rental rates and the need to periodically repair, renovate and re-let space;
- changes in space utilization by our tenants due to technology, economic conditions and business culture;
- increased operating costs, including insurance expense, utilities, real estate taxes, state and local taxes and heightened security costs;
- civil disturbances, earthquakes and other natural disasters or terrorist acts or acts of war which may result in uninsured or underinsured losses or decrease the desirability to our tenants in impacted locations;
- significant expenditures associated with each investment, such as debt service payments, real estate taxes, insurance and maintenance costs which are generally not reduced when circumstances cause a reduction in revenues from a property;
- declines in the financial condition of our tenants and our ability to collect rents from our tenants; and
- decreases in the underlying value of our real estate.

We are dependent upon the economic climates of our markets Boston, New York, San Francisco and Washington, DC.

All of our revenue is derived from properties located in four markets: Boston, New York, San Francisco and Washington, DC. A downturn in the economies of these markets, or the impact that a downturn in the overall national economy may have upon these economies, could result in reduced demand for office space. Because our portfolio consists primarily of office buildings (as compared to a more diversified real estate portfolio), a decrease in demand for office space in turn could adversely affect our results of operations. Additionally, there are submarkets within our markets that are dependent upon a limited number of industries. For example, in our Washington, DC market we focus on leasing office properties to governmental agencies and contractors, as well as legal firms. A reduction in spending by the federal government could result in reduced demand for office space and adversely effect our results of operations. In addition, in our New York market we have historically

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leased properties to financial, legal and other professional firms. A significant downturn in one or more of these sectors could adversely affect our results of operations.

In addition, a significant economic downturn over a period of time could result in an event or change in circumstances that results in an impairment in the value of our properties or our investments in unconsolidated joint ventures. An impairment loss is recognized if the carrying amount of the asset (1) is not recoverable over its expected holding period and (2) exceeds its fair value. There can be no assurance that we will not take charges in the future related to the impairment of our assets or investments. Any future impairment could have a material adverse effect on our results of operations in the period in which the charge is taken.

Our investment in property development may be more costly than anticipated.

We intend to continue to develop and substantially renovate office, retail and residential properties. Our current and future development and construction activities may be exposed to the following risks:

- we may be unable to proceed with the development of properties because we cannot obtain financing on favorable terms or at all;
- we may incur construction costs for a development project that exceed our original estimates due to increases in interest rates and increased materials, labor, leasing or other costs, which could make completion of the project less profitable because market rents may not increase sufficiently to compensate for the increase in construction costs;
- we may be unable to obtain, or face delays in obtaining, required zoning, land-use, building, occupancy, and other governmental permits and authorizations, which could result in increased costs and could require us to abandon our activities entirely with respect to a project;
- we may abandon development opportunities after we begin to explore them and as a result we may lose deposits or fail to recover expenses already incurred;
- we may expend funds on and devote management s time to projects which we do not complete;
- we may be unable to complete construction and/or leasing of a property on schedule or at all; and
- we may suspend development projects after construction has begun due to changes in economic conditions or other factors, and this may result in the write-off of costs, payment of additional costs or increases in overall costs when the development project is restarted.

Investment returns from our developed properties may be less than anticipated.

Our developed properties may be exposed to the following risks:

- we may lease developed properties at rental rates that are less than the rates projected at the time we decide to undertake the development;

- operating expenses may be greater than projected at the time of development, resulting in our investment being less profitable than we expected; and

- occupancy rates and rents at newly developed properties may fluctuate depending on a number of factors, including market and economic conditions, and may result in our investments being less profitable than we expected or not profitable at all.

We face risks associated with the development of mixed-use commercial properties.

We operate, are currently developing, and may in the future develop, properties either alone or through joint ventures with other persons that are known as mixed-use developments. This means that in addition to the development of office space, the project may also include space for residential, retail, hotel or other commercial

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purposes. We have limited experience in developing and managing non-office and non-retail real estate. As a result, if a development project includes a non-office or non-retail use, we may seek to develop that component ourselves, sell the rights to that component to a third-party developer with experience in that use or we may seek to partner with such a developer. If we do not sell the rights or partner with such a developer, or if we choose to develop the other component ourselves, we would be exposed not only to those risks typically associated with the development of commercial real estate generally, but also to specific risks associated with the development and ownership of non-office and non-retail real estate. In addition, even if we sell the rights to develop the other component or elect to participate in the development through a joint venture, we may be exposed to the risks associated with the failure of the other party to complete the development as expected. These include the risk that the other party would default on its obligations necessitating that we complete the other component ourselves (including providing any necessary financing). In the case of residential properties, these risks include competition for prospective residents from other operators whose properties may be perceived to offer a better location or better amenities or whose rent may be perceived as a better value given the quality, location and amenities that the resident seeks. We will also compete against condominiums and single-family homes that are for sale or rent. Because we have limited experience with residential properties, we expect to retain third parties to manage our residential properties. If we decide to not sell or participate in a joint venture and instead hire a third party manager, we would be dependent on them and their key personnel who provide services to us and we may not find a suitable replacement if the management agreement is terminated, or if key personnel leave or otherwise become unavailable to us.

We face risks associated with the use of debt to fund acquisitions and developments, including refinancing risk.

We are subject to the risks normally associated with debt financing, including the risk that our cash flow will be insufficient to meet required payments of principal and interest. We anticipate that only a small portion of the principal of our debt will be repaid prior to maturity. Therefore, we are likely to need to refinance at least a portion of our outstanding debt as it matures. There is a risk that we may not be able to refinance existing debt or that the terms of any refinancing will not be as favorable as the terms of our existing debt. If principal payments due at maturity cannot be refinanced, extended or repaid with proceeds from other sources, such as new equity capital, our cash flow may not be sufficient to repay all maturing debt in years when significant balloon payments come due. In addition, we may rely on debt to fund a portion of our new investments such as our acquisition and development activity. There is a risk that we may be unable to finance these activities on favorable terms or at all. These conditions, which increase the cost and reduce the availability of debt, may continue or worsen in the future.

We have agreements with a number of limited partners of BPLP who contributed properties in exchange for partnership interests that require BPLP to maintain for specified periods of time secured debt on certain of our assets and/or allocate partnership debt to such limited partners to enable them to continue to defer recognition of their taxable gain with respect to the contributed property. These tax protection and debt allocation agreements may restrict our ability to repay or refinance debt.

Adverse economic and geopolitical conditions and dislocations in the credit markets could have a material adverse effect on our results of operations, financial condition and ability to pay distributions to you.

Our business may be affected by market and economic challenges experienced by the U.S. economy or real estate industry as a whole, by the local economic conditions in the markets in which our properties are located, including the continuing impact of high unemployment, and by international economic conditions. These current conditions, or similar conditions existing in the future, may adversely affect our results of operations, financial condition and ability to pay distributions as a result of the following, among other potential consequences:

- the financial condition of our tenants, many of which are financial, legal and other professional firms, may be adversely affected, which may result in tenant defaults under leases due to bankruptcy, lack of liquidity, operational failures or for other reasons;

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- significant job losses in the financial and professional services industries may occur, which may decrease demand for our office space, causing market rental rates and property values to be negatively impacted;

- our ability to borrow on terms and conditions that we find acceptable, or at all, may be limited, which could reduce our ability to pursue acquisition and development opportunities and refinance existing debt, reduce our returns from our acquisition and development activities and increase our future interest expense;

- reduced values of our properties may limit our ability to dispose of assets at attractive prices or to obtain debt financing secured by our properties and may reduce the availability of unsecured loans;

- the value and liquidity of our short-term investments and cash deposits could be reduced as a result of a deterioration of the financial condition of the institutions that hold our cash deposits or the institutions or assets in which we have made short-term investments, a dislocation of the markets for our short-term investments, increased volatility in market rates for such investments or other factors;

- one or more lenders under our line of credit could refuse to fund their financing commitment to us or could fail and we may not be able to replace the financing commitment of any such lenders on favorable terms, or at all; and

- to the extent we enter into derivative financial instruments, one or more counterparties to our derivative financial instruments could default on their obligations to us, or could fail, increasing the risk that we may not realize the benefits of these instruments.

An increase in interest rates would increase our interest costs on variable rate debt and could adversely impact our ability to refinance existing debt or sell assets on favorable terms or at all.

As of February 23, 2015, we had no outstanding indebtedness, excluding our unconsolidated joint ventures, that bears interest at variable rates, but we may incur such indebtedness in the future. If interest rates increase, then so would the interest costs on our unhedged variable rate debt, which could adversely affect our cash flow and our ability to pay principal and interest on our debt and our ability to make distributions to our securityholders. Further, rising interest rates could limit our ability to refinance existing debt when it matures or significantly increase our future interest expense. From time to time, we enter into interest rate swap agreements and other interest rate hedging contracts, including swaps, caps and floors. While these agreements are intended to lessen the impact of rising interest rates on us, they also expose us to the risk that the other parties to the agreements will not perform, we could incur significant costs associated with the settlement of the agreements, the agreements will be unenforceable and the underlying transactions will fail to qualify as highly-effective cash flow hedges under guidance included in ASC 815 Derivatives and Hedging. In addition, an increase in interest rates could decrease the amounts third-parties are willing to pay for our assets, thereby limiting our ability to change our portfolio promptly in response to changes in economic or other conditions.

Covenants in our debt agreements could adversely affect our financial condition.

The mortgages on our properties contain customary covenants such as those that limit our ability, without the prior consent of the lender, to further mortgage the applicable property or to discontinue insurance coverage. Our unsecured credit facility, unsecured debt securities and certain secured loans contain customary restrictions, requirements and other limitations on our ability to incur indebtedness, including total debt to asset ratios, secured debt to total asset ratios, debt service coverage ratios and minimum ratios of unencumbered assets to unsecured debt, which we must maintain. Our continued ability to borrow under our credit facilities is subject to compliance with our financial and other covenants. In addition, our failure to comply with such covenants could cause a default under the applicable debt agreement, and we may then be required to repay such debt with capital from other sources. Under those circumstances, other sources of capital may not be available to us, or be available only on unattractive terms. Additionally, in the future our ability to satisfy current or prospective

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lenders insurance requirements may be adversely affected if lenders generally insist upon greater insurance coverage against acts of terrorism or losses resulting from earthquakes than is available to us in the marketplace or on commercially reasonable terms.

We rely on debt financing, including borrowings under our unsecured credit facility, issuances of unsecured debt securities and debt secured by individual properties, to finance our existing portfolio, our acquisition and development activities and for working capital. If we are unable to obtain debt financing from these or other sources, or to refinance existing indebtedness upon maturity, our financial condition and results of operations would likely be adversely affected. If we breach covenants in our debt agreements, the lenders can declare a default and, if the debt is secured, can take possession of the property securing the defaulted loan. In addition, our unsecured debt agreements contain specific cross-default provisions with respect to specified other indebtedness, giving the unsecured lenders the right to declare a default if we are in default under other loans in some circumstances. Defaults under our debt agreements could materially and adversely affect our financial condition and results of operations.

Our degree of leverage could limit our ability to obtain additional financing or affect the market price of our common stock or debt securities.

On February 23, 2015, our total consolidated debt was approximately $9.9 billion (i.e., excluding unconsolidated joint venture debt). Consolidated debt to total consolidated market capitalization ratio, defined as total consolidated debt as a percentage of the market 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 $34.3 billion at February 23, 2015. Total consolidated market capitalization was calculated using the closing stock price of $140.93 per common share and the following: (1) 153,187,903 shares of our common stock, (2) 16,442,774 outstanding common units of limited partnership interest in Boston Properties Limited Partnership (excluding common units held by us), (3) an aggregate of 1,639,695 common units issuable upon conversion of all outstanding LTIP Units, assuming all conditions have been met for the conversion of the LTIP Units, (4) 12,667 Series Four Preferred Units of partnership interest multiplied by the fixed liquidation preference of $50 per unit, (5) 80,000 shares (8,000,000 depositary shares, each representing 1/100th of a share), of our 5.25% Series B Cumulative Redeemable Preferred Stock, at a price of $2,500 per share ($25 per depositary share) (6) 219,380 2012 OPP Units that were issued in the form of LTIP Units and earned as of February 6, 2015 and (7) our consolidated debt totaling approximately $9.9 billion. The calculation of total consolidated market capitalization does not include 312,585 2013 MYLTIP Units, 480,128 2014 MYLTIP Units and 372,007 2015 MYLTIP 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 February 23, 2015, represented approximately 28.87% of our total consolidated market capitalization. This percentage will fluctuate with changes in the market price 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.

Our degree of leverage could affect our ability to obtain additional financing for working capital, capital expenditures, acquisitions, development or other general corporate purposes. Our senior unsecured debt is currently rated investment grade by the three major rating agencies. However, there can be no assurance that we will be able to maintain this rating, and in the event our senior debt is downgraded from its current rating, we would likely incur higher borrowing costs and/or difficulty in obtaining additional financing. Our degree of leverage could also make us more vulnerable to a downturn in business or the economy generally. There is a risk that changes in our debt to market capitalization ratio, which is in part a function of our stock price, or our ratio of indebtedness to other measures of asset value used by financial analysts may have an adverse effect on the market price of our equity or debt securities.

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We face risks associated with property acquisitions.

We have acquired in the past and intend to continue to pursue the acquisition of properties and portfolios of properties, including large portfolios that could increase our size and result in alterations to our capital structure. Our acquisition activities and their success are subject to the following risks:

- even if we enter into an acquisition agreement for a property, we may be unable to complete that acquisition after making a non-refundable deposit and incurring certain other acquisition-related costs;
- we may be unable to obtain or assume financing for acquisitions on favorable terms or at all;
- acquired properties may fail to perform as expected;
- the actual costs of repositioning, redeveloping or maintaining acquired properties may be greater than our estimates;
- the acquisition agreement will likely contain conditions to closing, including completion of due diligence investigations to our satisfaction or other conditions that are not within our control, which may not be satisfied;
- acquired properties may be located in new markets, either within or outside the United States, where we may face risks associated with a lack of market knowledge or understanding of the local economy, lack of business relationships in the area and unfamiliarity with local governmental and permitting procedures;
- we may acquire real estate through the acquisition of the ownership entity subjecting us to the risks of that entity; and
- we may be unable to quickly and efficiently integrate new acquisitions, particularly acquisitions of portfolios of properties, into our existing operations, and this could have an adverse effect on our results of operations and financial condition.

We have acquired in the past and in the future may acquire properties through the acquisition of first mortgage or mezzanine debt. Investments in these loans must be carefully structured to ensure that we satisfy the various asset and income requirements applicable to REITs. If we fail to structure any such acquisition properly, we could fail to qualify as a REIT. In addition, acquisitions of first mortgage or mezzanine loans subject us to the risks associated with the borrower s default, including potential bankruptcy, and there may be significant delays and costs associated with the process of foreclosure on collateral securing or supporting these investments. There can be no assurance that we would recover any or all of our investment in the event of such a default or bankruptcy.

We have acquired in the past and in the future may acquire properties or portfolios of properties through tax deferred contribution transactions in exchange for partnership interests in BPLP. This acquisition structure has the effect, among others, of reducing the amount of tax depreciation we can deduct over the tax life of the acquired properties, and typically requires that we agree to protect the contributors ability to defer recognition of taxable gain through restrictions on our ability to dispose of the acquired properties and/or the allocation of partnership debt to the contributors to maintain their tax bases. These restrictions could limit our ability to sell an asset at a time, or on terms, that would be favorable absent such restrictions.

Any future international activities will be subject to special risks and we may not be able to effectively manage our international business.

We have underwritten, and in the future may acquire, properties, portfolios of properties or interests in real-estate related entities on a strategic or selective basis in international markets that are new to us. If we acquire properties or platforms located in these markets, we will face risks associated with a lack of market knowledge and understanding of the local economy, forging new business relationships in the area and unfamiliarity with

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local laws and government and permitting procedures. In addition, our international operations will be subject to the usual risks of doing business abroad such as possible revisions in tax treaties or other laws and regulations, including those governing the taxation of our international income, restrictions on the transfer of funds and uncertainty over terrorist activities. We cannot predict the likelihood that any of these developments may occur. Further, we may in the future enter into agreements with non-U.S. entities that are governed by the laws of, and are subject to dispute resolution in the courts of, another country or region. We cannot accurately predict whether such a forum would provide us with an effective and efficient means of resolving disputes that may arise.

Investments in international markets may also subject us to risks associated with funding increasing headcount, integrating new offices, and establishing effective controls and procedures to regulate the operations of new offices and to monitor compliance with U.S. laws and regulations such as the Foreign Corrupt Practices Act and similar foreign laws and regulations.

We may be subject to risks from potential fluctuations in exchange rates between the U.S. dollar and the currencies of the other countries in which we invest.

If we invest in countries where the U.S. dollar is not the national currency, we will be subject to international currency risks from the potential fluctuations in exchange rates between the U.S. dollar and the currencies of those other countries. A significant depreciation in the value of the currency of one or more countries where we have a significant investment may materially affect our results of operations. We may attempt to mitigate any such effects by borrowing in the currency of the country in which we are investing and, under certain circumstances, by hedging exchange rate fluctuations; however, access to capital may be more restricted, or unavailable on favorable terms or at all, in certain locations. For leases denominated in international currencies, we may use derivative financial instruments to manage the international currency exchange risk. We cannot assure you, however, that our efforts will successfully neutralize all international currency risks.

Acquired properties may expose us to unknown liability.

We may acquire properties subject to liabilities and without any recourse, or with only limited recourse, against the prior owners or other third parties with respect to unknown liabilities. As a result, if a liability were asserted against us based upon ownership of those properties, we might have to pay substantial sums to settle or contest it, which could adversely affect our results of operations and cash flow. Unknown liabilities with respect to acquired properties might include:

- liabilities for clean-up of undisclosed environmental contamination;
- claims by tenants, vendors or other persons against the former owners of the properties;
- liabilities incurred in the ordinary course of business; and
- claims for indemnification by general partners, directors, officers and others indemnified by the former owners of the properties.

Competition for acquisitions may result in increased prices for properties.

We plan to continue to acquire properties as we are presented with attractive opportunities. We may face competition for acquisition opportunities with other investors, and this competition may adversely affect us by subjecting us to the following risks:

- we may be unable to acquire a desired property because of competition from other well-capitalized real estate investors, including publicly traded and private REITs, institutional investment funds and other real estate investors; and

- even if we are able to acquire a desired property, competition from other real estate investors may significantly increase the purchase price.

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Our use of joint ventures may limit our flexibility with jointly owned investments.

In appropriate circumstances, we intend to develop, acquire and recapitalize properties in joint ventures with other persons or entities when circumstances warrant the use of these structures. We currently have joint ventures that are and are not consolidated within our financial statements. Our share of the aggregate revenue from all of our joint ventures represented approximately 19.5% of our total revenue (the sum of our total consolidated revenue and our share of such joint venture revenue) for the three months ended December 31, 2014. Our participation in joint ventures is subject to the risks that:

- we could become engaged in a dispute with any of our joint venture partners that might affect our ability to develop, finance or operate a property and could lead to the sale of either parties ownership interest or the property;
- some of our joint ventures are subject to debt and in the current credit markets the refinancing of such debt may require equity capital calls;
- our joint venture partners may default on their obligations necessitating that we fulfill their obligation ourselves;
- our joint venture partners may have different objectives than we have regarding the appropriate timing and terms of any sale or refinancing of properties;
- our joint venture partners may be structured differently than us for tax purposes and this could create conflicts of interest;
- our joint venture partners may have competing interests in our markets that could create conflicts of interest; and
- our joint ventures may be unable to repay any amounts that we may loan to them.

Our properties face significant competition.

We face significant competition from developers, owners and operators of office and residential properties and other commercial real estate, including sublease space available from our tenants. Substantially all of our properties face competition from similar properties in the same market. This competition may affect our ability to attract and retain tenants and may reduce the rents we are able to charge. These competing properties may have vacancy rates higher than our properties, which may result in their owners being willing to lease available space at lower rates than the space in our properties.

We face potential difficulties or delays renewing leases or re-leasing space.

We derive most of our income from rent received from our tenants. If a tenant experiences a downturn in its business or other types of financial distress, it may be unable to make timely rental payments. Also, when our tenants decide not to renew their leases or terminate early, we may not be able to re-let the space. Even if tenants decide to renew or lease new space, the terms of renewals or new leases, including the cost of required

renovations or concessions to tenants, may be less favorable to us than current lease terms. As a result, our cash flow could decrease and our ability to make distributions to our securityholders could be adversely affected.

We face potential adverse effects from major tenants bankruptcies or insolvencies.

The bankruptcy or insolvency of a major tenant may adversely affect the income produced by our properties. Our tenants could file for bankruptcy protection or become insolvent in the future. We cannot evict a tenant solely because of its bankruptcy. On the other hand, a bankrupt tenant may reject and terminate its lease with us. In such case, our claim against the bankrupt tenant for unpaid and future rent would be subject to a statutory cap that might be substantially less than the remaining rent actually owed under the lease, and, even so, our claim for unpaid rent would likely not be paid in full. This shortfall could adversely affect our cash flow and results of operations.

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We may have difficulty selling our properties, which may limit our flexibility.

Properties like the ones that we own could be difficult to sell. This may limit our ability to change our portfolio promptly in response to changes in economic or other conditions. In addition, federal tax laws limit our ability to sell properties and this may affect our ability to sell properties without adversely affecting returns to our securityholders. These restrictions reduce our ability to respond to changes in the performance of our investments and could adversely affect our financial condition and results of operations.

Our ability to dispose of some of our properties is constrained by their tax attributes. Properties which we developed and have owned for a significant period of time or which we acquired through tax deferred contribution transactions in exchange for partnership interests in BPLP often have low tax bases. Furthermore, as a REIT, we may be subject to a 100% prohibited transactions tax on the gain from dispositions of property if we are deemed to hold the property primarily for sale to customers in the ordinary course of business, unless the disposition qualifies under a safe harbor exception for properties that have been held for at least two years and with respect to which certain other requirements are met. The potential application of the prohibited transactions tax could cause us to forego potential dispositions of property or other opportunities that might otherwise be attractive to us, or to undertake such dispositions or other opportunities through a taxable REIT subsidiary, which would generally result in income taxes being incurred. If we dispose of these properties outright in taxable transactions, we may be required to distribute a significant amount of the taxable gain to our securityholders under the requirements of the Internal Revenue Code for REITs, which in turn would impact our future cash flow and may increase our leverage. In some cases, without incurring additional costs we may be restricted from disposing of properties contributed in exchange for our partnership interests under tax protection agreements with contributors. To dispose of low basis or tax-protected properties efficiently we from time to time use like-kind exchanges, which qualify for non-recognition of taxable gain, but can be difficult to consummate and result in the property for which the disposed assets are exchanged inheriting their low tax bases and other tax attributes (including tax protection covenants).

Because we own a hotel property, we face the risks associated with the hospitality industry.

The following factors, among others, are common to the hotel industry, and may reduce the receipts generated by our hotel property:

- our hotel property competes for guests with other hotels, a number of which may have greater marketing and financial resources than our hotel-operating business partners;
- if there is an increase in operating costs resulting from inflation and other factors, our hotel-operating business partners may not be able to offset such increase by increasing room rates;
- our hotel property is subject to the fluctuating and seasonal demands of business travelers and tourism; and
- our hotel property is subject to general and local economic and social conditions that may affect demand for travel in general, including war and terrorism.

In addition, because our hotel property is located in Cambridge, Massachusetts, it is subject to the Cambridge market s fluctuations in demand, increases in operating costs and increased competition from additions in supply.

We face risks associated with short-term liquid investments.

We continue to have significant cash balances that we invest in a variety of short-term investments that are intended to preserve principal value and maintain a high degree of liquidity while providing current income. From time to time, these investments may include (either directly or indirectly):

- direct obligations issued by the U.S. Treasury;

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- obligations issued or guaranteed by the U.S. government or its agencies;
- taxable municipal securities;
- obligations (including certificates of deposit) of banks and thrifts;
- commercial paper and other instruments consisting of short-term U.S. dollar denominated obligations issued by corporations and banks;
- repurchase agreements collateralized by corporate and asset-backed obligations;
- both registered and unregistered money market funds; and
- other highly rated short-term securities.

Investments in these securities and funds are not insured against loss of principal. Under certain circumstances we may be required to redeem all or part of our investment, and our right to redeem some or all of our investment may be delayed or suspended. In addition, there is no guarantee that our investments in these securities or funds will be redeemable at par value. A decline in the value of our investment or a delay or suspension of our right to redeem may have a material adverse effect on our results of operations or financial condition.

Failure to qualify as a real estate investment trust would cause us to be taxed as a corporation, which would substantially reduce funds available for payment of dividends.

If we fail to qualify as a REIT for federal income tax purposes, we will be taxed as a corporation unless certain relief provisions apply. We believe that we are organized and qualified as a REIT and intend to operate in a manner that will allow us to continue to qualify as a REIT. However, we cannot assure you that we are qualified as such, or that we will remain qualified as such in the future. This is because qualification as a REIT involves the application of highly technical and complex provisions of the Internal Revenue Code as to which there are only limited judicial and administrative interpretations and involves the determination of facts and circumstances not entirely within our control. Future legislation, new regulations, administrative interpretations or court decisions may significantly change the tax laws or the application of the tax laws with respect to qualification as a REIT for federal income tax purposes or the federal income tax consequences of such qualification.

In addition, we currently hold certain of our properties through subsidiaries that have elected to be taxed as REITs and we may in the future determine that it is in our best interests to hold one or more of our other properties through one or more subsidiaries that elect to be taxed as REITs. If any of these subsidiaries fails to qualify as a REIT for federal income tax purposes, then we may also fail to qualify as a REIT for federal income tax purposes.

If we fail to qualify as a REIT then, unless certain relief provisions apply, we will face serious tax consequences that will substantially reduce the funds available for payment of dividends for each of the years involved because:

- we would not be allowed a deduction for dividends paid to stockholders in computing our taxable income and would be subject to federal income tax at regular corporate rates;

- we also could be subject to the federal alternative minimum tax and possibly increased state and local taxes; and

- unless we are entitled to relief under statutory provisions, we could not elect to be subject to tax as a REIT for four taxable years following the year during which we were disqualified.

In addition, if we fail to qualify as a REIT and the relief provisions do not apply, we will no longer be required to pay dividends. As a result of all these factors, our failure to qualify as a REIT could impair our ability

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to raise capital and expand our business, and it would adversely affect the value of our common stock. If we fail to qualify as a REIT but are eligible for certain relief provisions, then we may retain our status as a REIT but may be required to pay a penalty tax, which could be substantial.

In order to maintain our REIT status, we may be forced to borrow funds during unfavorable market conditions.

In order to maintain our REIT status, we may need to borrow funds on a short-term basis to meet the REIT distribution requirements, even if the then-prevailing market conditions are not favorable for these borrowings. To qualify as a REIT, we generally must distribute to our stockholders at least 90% of our taxable income each year, excluding capital gains and with certain other adjustments. In addition, we will be subject to a 4% nondeductible excise tax on the amount, if any, by which dividends paid by us in any calendar year are less than the sum of 85% of our ordinary income, 95% of our capital gain net income and 100% of our undistributed income from prior years. We may need short-term debt or long-term debt or proceeds from asset sales, creation of joint ventures or sales of common stock to fund required distributions as a result of differences in timing between the actual receipt of income and the recognition of income for federal income tax purposes, or the effect of non-deductible capital expenditures, the creation of reserves or required debt or amortization payments. The inability of our cash flows to cover our distribution requirements could have an adverse impact on our ability to raise short- and long-term debt or sell equity securities in order to fund distributions required to maintain our REIT status.

Limits on changes in control may discourage takeover attempts beneficial to stockholders.

Provisions in our Charter and bylaws, our shareholder rights agreement and the limited partnership agreement of BPLP, as well as provisions of the Internal Revenue Code and Delaware corporate law, may:

- delay or prevent a change of control over us or a tender offer, even if such action might be beneficial to our stockholders; and
- limit our stockholders opportunity to receive a potential premium for their shares of common stock over then-prevailing market prices.

Stock Ownership Limit

To facilitate maintenance of our qualification as a REIT and to otherwise address concerns relating to concentration of stock ownership, our Charter generally prohibits ownership, directly, indirectly or beneficially, by any single stockholder of more than 6.6% of the number of outstanding shares of any class or series of our common stock. We refer to this limitation as the ownership limit. Our Board of Directors may waive, in its sole discretion, or modify the ownership limit with respect to one or more persons if it is satisfied that ownership in excess of this limit will not jeopardize our status as a REIT for federal income tax purposes. In addition, under our Charter each of Mortimer B. Zuckerman and the respective families and affiliates of Mortimer B. Zuckerman and Edward H. Linde, as well as, in general, pension plans and mutual funds, may actually and beneficially own up to 15% of the number of outstanding shares of any class or series of our equity common stock. Shares owned in violation of the ownership limit will be subject to the loss of rights to distributions and voting and other penalties. The ownership limit may have the effect of inhibiting or impeding a change in control.

BPLP s Partnership Agreement

We have agreed in the limited partnership agreement of BPLP not to engage in specified extraordinary transactions, including, among others, business combinations, unless limited partners of BPLP other than us receive, or have the opportunity to receive, either (1) the same consideration for their partnership interests as holders of our common stock in the transaction or (2) limited partnership units that, among other things, would entitle the holders, upon redemption of these units, to receive shares of common equity of a publicly traded

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company or the same consideration as holders of our common stock received in the transaction. If these limited partners would not receive such consideration, we cannot engage in the transaction unless limited partners holding at least 75% of the common units of limited partnership interest, other than those held by Boston Properties, Inc. or its affiliates, consent to the transaction. In addition, we have agreed in the limited partnership agreement of BPLP that we will not complete specified extraordinary transactions, including among others, business combinations, in which we receive the approval of our common stockholders unless (1) limited partners holding at least 75% of the common units of limited partnership interest, other than those held by Boston Properties, Inc. or its affiliates, consent to the transaction or (2) the limited partners of BPLP are also allowed to vote and the transaction would have been approved had these limited partners been able to vote as common stockholders on the transaction. Therefore, if our common stockholders approve a specified extraordinary transaction, the partnership agreement requires the following before we can complete the transaction:

- holders of partnership interests in BPLP, including Boston Properties, Inc., must vote on the matter;
- Boston Properties, Inc. must vote its partnership interests in the same proportion as our stockholders voted on the transaction; and
- the result of the vote of holders of partnership interests in BPLP must be such that had such vote been a vote of stockholders, the business combination would have been approved.

As a result of these provisions, a potential acquirer may be deterred from making an acquisition proposal, and we may be prohibited by contract from engaging in a proposed extraordinary transaction, including a proposed business combination, even though our stockholders approve of the transaction.

Shareholder Rights Plan

We have a shareholder rights plan. Under the terms of this plan, we can in effect prevent a person or group from acquiring more than 15% of the outstanding shares of our common stock because, unless we approve of the acquisition, after the person acquires more than 15% of our outstanding common stock, all other stockholders will have the right to purchase securities from us at a price that is less than their then fair market value. This would substantially reduce the value and influence of the stock owned by the acquiring person. Our Board of Directors can prevent the plan from operating by approving the transaction in advance, which gives us significant power to approve or disapprove of the efforts of a person or group to acquire a large interest in our company.

Changes in market conditions could adversely affect the market price of our common stock.

As with other publicly traded equity securities, the value of our common stock depends on various market conditions that may change from time to time. Among the market conditions that may affect the value of our common stock are the following:

- the extent of investor interest in our securities;
- the general reputation of REITs and the attractiveness of our equity securities in comparison to other equity securities, including securities issued by other real estate-based companies;

our underlying asset value;

investor confidence in the stock and bond markets, generally;

national economic conditions;

changes in tax laws;

our financial performance;

changes in our credit ratings; and

general stock and bond market conditions.

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The market value of our common stock is based primarily upon the market s perception of our growth potential and our current and potential future earnings and cash dividends. Consequently, our common stock may trade at prices that are greater or less than our net asset value per share of common stock. If our future earnings or cash dividends are less than expected, it is likely that the market price of our common stock will diminish.

Further issuances of equity securities may be dilutive to current securityholders.

The interests of our existing securityholders could be diluted if additional equity securities are issued to finance future developments, acquisitions, or repay indebtedness. Our ability to execute our business strategy depends on our access to an appropriate blend of debt financing, including unsecured lines of credit and other forms of secured and unsecured debt, and equity financing, including common and preferred equity.

The number of shares available for future sale could adversely affect the market price of our stock.

In connection with and subsequent to our initial public offering, we have completed many private placement transactions in which shares of stock of Boston Properties, Inc. or partnership interests in BPLP were issued to owners of properties we acquired or to institutional investors. This common stock, or common stock issuable in exchange for such partnership interests in BPLP, may be sold in the public securities markets over time under registration rights we granted to these investors. Additional common stock issuable under our employee benefit and other incentive plans, including as a result of the grant of stock options and restricted equity securities, may also be sold in the market at some time in the future. Future sales of our common stock in the market could adversely affect the price of our common stock. We cannot predict the effect the perception in the market that such sales may occur will have on the market price of our common stock.

We may change our policies without obtaining the approval of our stockholders.

Our operating and financial policies, including our policies with respect to acquisitions of real estate, growth, operations, indebtedness, capitalization and dividends, are exclusively determined by our Board of Directors. Accordingly, our securityholders do not control these policies.

Our success depends on key personnel whose continued service is not guaranteed.

We depend on the efforts of key personnel, particularly Owen D. Thomas, our Chief Executive Officer, Douglas T. Linde, our President, and Raymond A. Ritchey, Executive Vice President, National Director of Acquisitions and Development. Among the reasons that Messrs. Thomas, Linde and Ritchey are important to our success is that each has a national reputation, which attracts business and investment opportunities and assists us in negotiations with lenders, joint venture partners and other investors. If we lost their services, our relationships with lenders, potential tenants and industry personnel could diminish.

Our Chief Financial Officer and Regional Managers also have strong reputations. Their reputations aid us in identifying opportunities, having opportunities brought to us, and negotiating with tenants and build-to-suit prospects. While we believe that we could find replacements for these key personnel, the loss of their services could materially and adversely affect our operations because of diminished relationships with lenders, prospective tenants and industry personnel.

Conflicts of interest exist with holders of interests in BPLP.

Sales of properties and repayment of related indebtedness will have different effects on holders of interests in BPLP than on our stockholders.

Some holders of interests in BPLP, including Mortimer B. Zuckerman, could incur adverse tax consequences upon the sale of certain of our properties and on the repayment of related debt which differ from

the tax consequences to us and our stockholders. Consequently, such holders of partnership interests in BPLP may have different objectives regarding the appropriate pricing and timing of any such sale or repayment of debt. While we have exclusive authority under the limited partnership agreement of BPLP to determine when to refinance or repay debt or whether, when, and on what terms to sell a property, subject, in the case of certain properties, to the contractual commitments described below, any such decision would require the approval of our Board of Directors. While the Board of Directors has a policy with respect to these matters, Mr. Zuckerman, as Chairman, and Mr. D. Linde, as a director and executive officer, could exercise their influence in a manner inconsistent with the interests of some, or a majority, of our stockholders, including in a manner which could prevent completion of a sale of a property or the repayment of indebtedness.

Agreement not to sell some properties.

We have entered into agreements with respect to some properties that we have acquired in exchange for partnership interests in BPLP. Pursuant to those agreements, we have agreed not to sell or otherwise transfer some of our properties, prior to specified dates, in any transaction that would trigger taxable income and we are responsible for the reimbursement of certain tax-related costs to the prior owners if the subject properties are sold in a taxable sale. In general, our obligations to the prior owners are limited in time and only apply to actual damages suffered. As of December 31, 2014, there were a total of three properties subject to these restrictions. In the aggregate, these properties accounted for approximately 13% of our total revenue (the sum of our total consolidated revenue and our share of joint venture revenue) for the year ended December 31, 2014.

BPLP has also entered into agreements providing prior owners of properties with the right to guarantee specific amounts of indebtedness and, in the event that the specific indebtedness they guarantee is repaid or reduced, additional and/or substitute indebtedness. These agreements may hinder actions that we may otherwise desire to take to repay or refinance guaranteed indebtedness because we would be required to make payments to the beneficiaries of such agreements if we violate these agreements.

Compliance or failure to comply with the Americans with Disabilities Act or other safety regulations and requirements could result in substantial costs.

The Americans with Disabilities Act generally requires that public buildings, including office buildings and hotels, be made accessible to disabled persons. Noncompliance could result in the imposition of fines by the federal government or the award of damages to private litigants. If, under the Americans with Disabilities Act, we are required to make substantial alterations and capital expenditures in one or more of our properties, including the removal of access barriers, it could adversely affect our financial condition and results of operations, as well as the amount of cash available for distribution to our securityholders.

Our properties are subject to various federal, state and local regulatory requirements, such as state and local fire and life safety requirements. If we fail to comply with these requirements, we could incur fines or private damage awards. We do not know whether existing requirements will change or whether compliance with future requirements will require significant unanticipated expenditures that will affect our cash flow and results of operations.

Failure to comply with Federal government contractor requirements could result in substantial costs and loss of substantial revenue.

We are subject to compliance with a wide variety of complex legal requirements because we are a Federal government contractor. These laws regulate how we conduct business, require us to administer various compliance programs and require us to impose compliance responsibilities on some of our contractors. Our failure to comply with these laws could subject us to fines, penalties and damages, cause us to be in default of our leases and other contracts with the Federal government and bar us from entering into future leases and other

contracts with the Federal government. There can be no assurance that these costs and loss of revenue will not have a material adverse effect on our properties, operations or business.

Some potential losses are not covered by 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 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 and further extended to December 31, 2020 by the Terrorism Risk Insurance Program Reauthorization Act of 2015 (TRIPRA), and we can provide no assurance that it will be extended further. Currently, the per occurrence limits of our portfolio property insurance program are $1.0 billion, including coverage for acts of terrorism other than nuclear, biological, chemical or radiological terrorism (Terrorism Coverage). We also carry $250 million of Terrorism Coverage for 601 Lexington Avenue, New York, New York (601 Lexington Avenue) in excess of the $1.0 billion of Terrorism Coverage in our property insurance program. Certain properties, including the General Motors Building located at 767 Fifth Avenue in New York, New York (767 Fifth Avenue), are currently insured in separate insurance programs. The property insurance program per occurrence limits for 767 Fifth Avenue are $1.625 billion, including Terrorism Coverage. Through June 9, 2014, $1.375 billion of the Terrorism Coverage for 767 Fifth Avenue in excess of $250 million was provided by NYXP, LLC (NYXP), as a direct insurer. After June 9, 2014, all of the Terrorism Coverage for 767 Fifth Avenue has been provided by third party insurers. We also currently carry nuclear, biological, chemical and radiological terrorism insurance coverage for acts of terrorism certified under TRIA (NBCR Coverage), which is provided by IXP, as a direct insurer, for the properties in our portfolio, including 767 Fifth Avenue, but excluding 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 provided by IXP and the Terrorism Coverage provided by NYXP are backstopped by the Federal Government if the aggregate industry insured losses resulting from a certified act of terrorism exceed a program trigger. In 2015, the program trigger is $100.0 million and the coinsurance is 15%, however both will increase in subsequent years pursuant to 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 terrorism 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 is 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 (excluding Salesforce Tower and through October 22, 2014 excluding 535 Mission Street) with a $170 million per occurrence limit (increased on March 1, 2015 from $120 million) and a $170 million annual aggregate limit (increased on March 1, 2015 from $120 million), $20 million of which is provided by IXP, as a direct insurer. The builders risk policy maintained for the development of 535 Mission Street in San Francisco included a $15 million per occurrence and annual aggregate limit of earthquake coverage through October 22, 2014, after which time 535 Mission Street was included in our portfolio earthquake insurance program. In addition, the builders risk policy maintained for the development of Salesforce Tower in San Francisco includes a $60 million per occurrence and annual aggregate limit of earthquake coverage (increased from $15 million on July 29, 2014). 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 or change the structure of our earthquake insurance program on some or all of our properties in the future if the premiums exceed our estimation of the value of the coverage.

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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. NYXP, a captive insurance company which is a wholly-owned subsidiary, acted as a direct insurer with respect to a portion of our Terrorism Coverage for 767 Fifth Avenue through June 9, 2014. NYXP only insured losses which exceeded the program trigger under TRIA and NYXP reinsured 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. In addition, our Operating Partnership has issued a guarantee to cover liabilities of IXP in the amount of $20.0 million.

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 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 or amounts of insurance 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, 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.

Actual or threatened terrorist attacks may adversely affect our ability to generate revenues and the value of our properties.

We have significant investments in large metropolitan markets that have been or may be in the future the targets of actual or threatened terrorism attacks, including Boston, New York, San Francisco and Washington, DC. As a result, some tenants in these markets may choose to relocate their businesses to other markets or to lower-profile office buildings within these markets that may be perceived to be less likely targets of future terrorist activity. This could result in an overall decrease in the demand for office space in these markets generally or in our properties in particular, which could increase vacancies in our properties or necessitate that we lease our properties on less favorable terms or both. In addition, future terrorist attacks in these markets could directly or indirectly damage our properties, both physically and financially, or cause losses that materially exceed our insurance coverage. As a result of the foregoing, our ability to generate revenues and the value of our properties could decline materially. See also *Some potential losses are not covered by insurance.*

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We face risks associated with our tenants and contractual counterparties being designated Prohibited Persons by the Office of Foreign Assets Control.

Pursuant to Executive Order 13224 and other laws, the Office of Foreign Assets Control of the United States Department of the Treasury (OFAC) maintains a list of persons designated as terrorists or who are otherwise blocked or banned (Prohibited Persons). OFAC regulations and other laws prohibit conducting business or engaging in transactions with Prohibited Persons (the OFAC Requirements). Certain of our loan and other agreements require us to comply with OFAC Requirements. We have established a compliance program whereby tenants and others with whom we conduct business are checked against the OFAC list of Prohibited Persons prior to entering into any agreement and on a periodic basis thereafter. Our leases and other agreements, in general, require the other party to comply with OFAC Requirements. If a tenant or other party with whom we contract is placed on the OFAC list we may be required by the OFAC Requirements to terminate the lease or other agreement. Any such termination could result in a loss of revenue or a damage claim by the other party that the termination was wrongful.

We face possible risks associated with the physical effects of climate change.

We cannot assert with certainty whether climate change is occurring and, if so, at what rate. However, the physical effects of climate change could have a material adverse effect on our properties, operations and business. For example, many of our properties are located along the East and West coasts, particularly those in the Central Business Districts of Boston, New York, and San Francisco. To the extent climate change causes changes in weather patterns, our markets could experience increases in storm intensity and rising sea-levels. Over time, these conditions could result in declining demand for office space in our buildings or our inability to operate the buildings at all. Climate change may also have indirect effects on our business by increasing the cost of (or making unavailable) property insurance on terms we find acceptable, increasing the cost of energy and increasing the cost of snow removal at our properties. There can be no assurance that climate change will not have a material adverse effect on our properties, operations or business.

Potential liability for environmental contamination could result in substantial costs.

Under federal, state and local environmental laws, ordinances and regulations, we may be required to investigate and clean up the effects of releases of hazardous or toxic substances or petroleum products at our properties simply because of our current or past ownership or operation of the real estate. If unidentified environmental problems arise, we may have to make substantial payments, which could adversely affect our cash flow and our ability to make distributions to our securityholders, because: as owner or operator we may have to pay for property damage and for investigation and clean-up costs incurred in connection with the contamination; the law typically imposes clean-up responsibility and liability regardless of whether the owner or operator knew of or caused the contamination; even if more than one person may be responsible for the contamination, each person who shares legal liability under the environmental laws may be held responsible for all of the clean-up costs; and governmental entities and third parties may sue the owner or operator of a contaminated site for damages and costs.

These costs could be substantial and in extreme cases could exceed the amount of our insurance or the value of the contaminated property. We currently carry environmental insurance in an amount and subject to deductibles that we believe are commercially reasonable. Specifically, we carry a pollution legal liability policy with a $20 million limit per incident and a policy aggregate limit of $40 million. The presence of hazardous or toxic substances or petroleum products or the failure to properly remediate contamination may materially and adversely affect our ability to borrow against, sell or rent an affected property. In addition, applicable environmental laws create liens on contaminated sites in favor of the government for damages and costs it incurs in connection with contamination. Changes in laws, regulations and practices and their implementation increasing the potential liability for environmental conditions existing at our properties, or increasing the restrictions on the handling, storage or discharge of hazardous or toxic substances or petroleum products or other actions may result in significant unanticipated expenditures.

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Environmental laws also govern the presence, maintenance and removal of asbestos and other building materials. For example, laws require that owners or operators of buildings containing asbestos:

- properly manage and maintain the asbestos;
- notify and train those who may come into contact with asbestos; and
- undertake special precautions, including removal or other abatement, if asbestos would be disturbed during renovation or demolition of a building.

Such laws may impose fines and penalties on building owners or operators who fail to comply with these requirements and may allow third parties to seek recovery from owners or operators for personal injury associated with exposure to asbestos fibers.

Some of our properties are located in urban and previously developed areas where fill or current or historic industrial uses of the areas have caused site contamination. It is our policy to retain independent environmental consultants to conduct or update Phase I environmental site assessments and asbestos surveys with respect to our acquisition of properties. These assessments generally include a visual inspection of the properties and the surrounding areas, an examination of current and historical uses of the properties and the surrounding areas and a review of relevant state, federal and historical documents, but do not involve invasive techniques such as soil and ground water sampling. Where appropriate, on a property-by-property basis, our practice is to have these consultants conduct additional testing, including sampling for asbestos, for lead and other contaminants in drinking water and, for soil and/or groundwater contamination where underground storage tanks are or were located or where other past site usage creates a potential environmental problem. Even though these environmental assessments are conducted, there is still the risk that:

- the environmental assessments and updates did not identify all potential environmental liabilities;
- a prior owner created a material environmental condition that is not known to us or the independent consultants preparing the assessments;
- new environmental liabilities have developed since the environmental assessments were conducted; and
- future uses or conditions such as changes in applicable environmental laws and regulations could result in environmental liability for us.

Inquiries about indoor air quality may necessitate special investigation and, depending on the results, remediation beyond our regular indoor air quality testing and maintenance programs. Indoor air quality issues can stem from inadequate ventilation, chemical contaminants from indoor or outdoor sources, and biological contaminants such as molds, pollen, viruses and bacteria. Indoor exposure to chemical or biological contaminants above certain levels can be alleged to be connected to allergic reactions or other health effects and symptoms in susceptible individuals. If these conditions were to occur at one of our properties, we may be subject to third-party claims for personal injury, or may need to undertake a targeted remediation program, including without limitation, steps to increase indoor ventilation rates and eliminate sources of contaminants. Such remediation programs could be costly, necessitate the temporary relocation of some or all of the property s tenants or require rehabilitation of the affected property.

We face risks associated with security breaches through cyber attacks, cyber intrusions or otherwise, as well as other significant disruptions of our information technology (IT) networks and related systems.

We face risks associated with security breaches, whether through cyber attacks or cyber intrusions over the Internet, malware, computer viruses, attachments to e-mails, persons inside our organization or persons with access to systems inside our organization, and other significant disruptions of our IT networks and related systems. The risk of a security breach or disruption, particularly through cyber attack or cyber intrusion, including by computer hackers, foreign governments and cyber terrorists, has generally increased as the number,

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intensity and sophistication of attempted attacks and intrusions from around the world have increased. Our IT networks and related systems are essential to the operation of our business and our ability to perform day-to-day operations (including managing our building systems) and, in some cases, may be critical to the operations of certain of our tenants. Although we make efforts to maintain the security and integrity of these types of IT networks and related systems, and we have implemented various measures to manage the risk of a security breach or disruption, there can be no assurance that our security efforts and measures will be effective or that attempted security breaches or disruptions would not be successful or damaging. Even the most well protected information, networks, systems and facilities remain potentially vulnerable because the techniques used in such attempted security breaches evolve and generally are not recognized until launched against a target, and in some cases are designed not be detected and, in fact, may not be detected. Accordingly, we may be unable to anticipate these techniques or to implement adequate security barriers or other preventative measures, and thus it is impossible for us to entirely mitigate this risk.

A security breach or other significant disruption involving our IT networks and related systems could:

- disrupt the proper functioning of our networks and systems and therefore our operations and/or those of certain of our tenants;
- result in misstated financial reports, violations of loan covenants, missed reporting deadlines and/or missed permitting deadlines;
- result in our inability to properly monitor our compliance with the rules and regulations regarding our qualification as a REIT;
- result in the unauthorized access to, and destruction, loss, theft, misappropriation or release of, proprietary, confidential, sensitive or otherwise valuable information of ours or others, which others could use to compete against us or which could expose us to damage claims by third-parties for disruptive, destructive or otherwise harmful purposes and outcomes;
- result in our inability to maintain the building systems relied upon by our tenants for the efficient use of their leased space;
- require significant management attention and resources to remedy any damages that result;
- subject us to claims for breach of contract, damages, credits, penalties or termination of leases or other agreements; or
- damage our reputation among our tenants and investors generally.

Any or all of the foregoing could have a material adverse effect on our results of operations, financial condition and cash flows.

We did not obtain new owner s title insurance policies in connection with properties acquired during our initial public offering.

We acquired many of our properties from our predecessors at the completion of our initial public offering in June 1997. Before we acquired these properties, each of them was insured by a title insurance policy. We did not obtain new owner s title insurance policies in connection with the acquisition of these properties. To the extent we have financed properties after acquiring them in connection with the initial public offering, we have obtained new title insurance policies, however, the amount of these policies may be less than the current or future value of the applicable properties. Nevertheless, because in many instances we acquired these properties indirectly by acquiring ownership of the entity that

owned the property and those owners remain in existence as our subsidiaries, some of these title insurance policies may continue to benefit us. Many of these title insurance policies may be for amounts less than the current or future values of the applicable properties. If there was a title defect related to any of these properties, or to any of the properties acquired at the time of our initial public offering, that is no longer covered by a title insurance policy, we could lose both our capital invested in and our

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anticipated profits from such property. We have obtained title insurance policies for all properties that we have acquired after our initial public offering, however, these policies may be for amounts less than the current or future values of the applicable properties.

We may be subject to adverse legislative or regulatory tax changes that could negatively impact our financial condition.

At any time, the U.S. federal income tax laws governing REITs or the administrative interpretations of those laws may be amended, including with respect to our hotel ownership structure. We cannot predict if or when any new U.S. federal income tax law, regulation, or administrative interpretation, or any amendment to any existing U.S. federal income tax law, Treasury regulation or administrative interpretation, will be adopted, promulgated or become effective and any such law, regulation, or interpretation may take effect retroactively. We, our taxable REIT subsidiaries, and our shareholders could be adversely affected by any such change in, or any new, U.S. federal income tax law, Treasury regulation or administrative interpretation.

We face possible adverse state local tax audits and changes in state and local tax law.

Because we are organized and qualify as a REIT, we are generally not subject to federal income taxes, but we are 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. 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.

From time to time changes in state and local tax laws or regulations are enacted, which may result in an increase in our tax liability. A shortfall in tax revenues for states and municipalities in which we operate may lead to an increase in the frequency and size of such changes. If such changes occur, we may be required to pay additional taxes on our assets or income. These increased tax costs could adversely affect our financial condition and results of operations and the amount of cash available for the payment of dividends.

Changes in accounting pronouncements could adversely affect our operating results, in addition to the reported financial performance of our tenants.

Accounting policies and methods are fundamental to how we record and report our financial condition and results of operations. Uncertainties posed by various initiatives of accounting standard-setting by the Financial Accounting Standards Board and the Securities and Exchange Commission, which create and interpret applicable accounting standards for U.S. companies, may change the financial accounting and reporting standards or their interpretation and application of these standards that govern the preparation of our financial statements. Proposed changes include, but are not limited to, changes in lease accounting and the adoption of accounting standards likely to require the increased use of fair-value measures.

These changes could have a material impact on our reported financial condition and results of operations. In some cases, we could be required to apply a new or revised standard retroactively, resulting in potentially material restatements of prior period financial statements. Similarly, these changes could have a material impact on our tenants reported financial condition or results of operations or could affect our tenants preferences regarding leasing real estate.

Item 1B. ***Unresolved Staff Comments***

None.

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Item 2. ***Properties.***

At December 31, 2014, we owned or had interests in 169 properties, totaling approximately 45.8 million net rentable square feet, including ten properties under construction totaling approximately 3.3 million net rentable square feet. In addition, we had structured parking for approximately 43,824 vehicles containing approximately 15.0 million square feet. Our properties consisted of (1) 160 office properties, including 129 Class A office buildings, including nine properties under construction, and 31 properties that support both office and technical uses, (2) five retail properties (including one under construction), (3) one hotel and (4) three residential properties. In addition, we own or control 490.8 acres of land for future development. The table set forth below shows information relating to the properties we owned, or in which we had an ownership interest, at December 31, 2014.

Properties	Location	% Leased as of December 31, 2014	Number of Buildings	Net Rentable Square Feet
Class A Office				
767 Fifth Avenue (The General Motors Building) (60% ownership)	New York, NY	98.9%	1	1,809,775
John Hancock Tower	Boston, MA	97.2%	1	1,722,102
399 Park Avenue	New York, NY	99.0%	1	1,710,383
601 Lexington Avenue (55% ownership)	New York, NY	99.8%	1	1,631,300
100 Federal Street (55% ownership)	Boston, MA	89.6%	1	1,265,411
Times Square Tower (55% ownership)	New York, NY	100.0%	1	1,246,731
800 Boylston Street The Prudential Center	Boston, MA	96.4%	1	1,227,964
599 Lexington Avenue	New York, NY	99.2%	1	1,045,128
Bay Colony Corporate Center	Waltham, MA	78.7%	4	996,317
250 West 55th Street	New York, NY	55.1%	1	987,800
Embarcadero Center Four	San Francisco, CA	92.1%	1	934,407
111 Huntington Avenue The Prudential Center	Boston, MA	97.2%	1	860,455
Embarcadero Center One	San Francisco, CA	93.8%	1	830,854
Atlantic Wharf Office (55% ownership)	Boston, MA	100.0%	1	793,827
Embarcadero Center Two	San Francisco, CA	98.4%	1	779,800
Embarcadero Center Three	San Francisco, CA	97.8%	1	774,981
Capital Gallery	Washington, DC	95.8%	1	631,029
South of Market	Reston, VA	100.0%	3	623,665
Metropolitan Square (51% ownership) (1)	Washington, DC	88.6%	1	589,288
3100-3130 Zanker Road (formerly 3200 Zanker Road)	San Jose, CA	19.5%	4	543,900
901 New York Avenue (25% ownership) (1)	Washington, DC	100.0%	1	539,679
Reservoir Place	Waltham, MA	90.6%	1	527,860
680 Folsom Street	San Francisco, CA	91.8%	2	524,793
Fountain Square (50% ownership)	Reston, VA	99.3%	2	521,707
601 and 651 Gateway	South San Francisco, CA	95.3%	2	506,280
101 Huntington Avenue The Prudential Center	Boston, MA	32.6%	1	505,249
2200 Pennsylvania Avenue	Washington, DC	98.1%	1	458,831
One Freedom Square	Reston, VA	100.0%	1	432,581

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Properties	Location	% Leased as of December 31, 2014	Number of Buildings	Net Rentable Square Feet
Two Freedom Square	Reston, VA	100.0%	1	421,757
One Tower Center	East Brunswick, NJ	33.7%	1	412,797
Market Square North (50% ownership) (1)	Washington, DC	94.0%	1	406,797
140 Kendrick Street	Needham, MA	99.5%	3	380,987
One and Two Discovery Square	Reston, VA	100.0%	2	366,990
Weston Corporate Center	Weston, MA	100.0%	1	356,995
510 Madison Avenue	New York, NY	82.7%	1	355,598
505 9th Street, N.W. (50% ownership)	Washington, DC	100.0%	1	321,943
One Reston Overlook	Reston, VA	100.0%	1	319,519
1333 New Hampshire Avenue	Washington, DC	93.1%	1	315,371
Waltham Weston Corporate Center	Waltham, MA	97.2%	1	306,687
230 CityPoint	Waltham, MA	85.1%	1	300,573
Wisconsin Place Office	Chevy Chase, MD	100.0%	1	299,186
540 Madison Avenue (60% ownership)(1)	New York, NY	83.6%	1	283,695
Quorum Office Park	Chelmsford, MA	90.0%	2	267,527
355 Main Street (formerly Five Cambridge Center)	Cambridge, MA	100.0%	1	264,708
Reston Corporate Center	Reston, VA	100.0%	2	261,046
611 Gateway	South San Francisco, CA	81.2%	1	260,337
Democracy Tower	Reston, VA	100.0%	1	259,441
New Dominion Technology Park Building Two	Herndon, VA	100.0%	1	257,400
200 West Street	Waltham, MA	96.2%	1	256,245
1330 Connecticut Avenue	Washington, DC	100.0%	1	252,136
500 E Street, S.W.	Washington, DC	100.0%	1	251,994
New Dominion Technology Park Building One	Herndon, VA	100.0%	1	235,201
510 Carnegie Center	Princeton, NJ	100.0%	1	234,160
500 North Capitol Street, N.W. (30% ownership) (1)	Washington, DC	90.9%	1	231,411
90 Broadway (formerly Four Cambridge Center)	Cambridge, MA	97.1%	1	222,656
255 Main Street (formerly One Cambridge Center)	Cambridge, MA	100.0%	1	215,629
77 CityPoint	Waltham, MA	82.8%	1	209,707
Sumner Square	Washington, DC	98.5%	1	208,892
University Place	Cambridge, MA	100.0%	1	195,282
300 Binney Street (formerly Seventeen Cambridge Center)	Cambridge, MA	100.0%	1	195,191
North First Business Park (2)	San Jose, CA	100.0%	5	190,636
2600 Tower Oaks Boulevard	Rockville, MD	63.2%	1	179,369
150 Broadway (formerly Eight Cambridge Center)	Cambridge, MA	100.0%	1	177,226
Lexington Office Park	Lexington, MA	83.4%	2	166,759
210 Carnegie Center	Princeton, NJ	79.3%	1	162,372
206 Carnegie Center	Princeton, NJ	100.0%	1	161,763
191 Spring Street	Lexington, MA	100.0%	1	158,900
Kingstowne Two	Alexandria, VA	68.5%	1	156,251

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Properties	Location	% Leased as of December 31, 2014	Number of Buildings	Net Rentable Square Feet
105 Broadway (formerly Ten Cambridge Center)	Cambridge, MA	100.0%	1	152,664
212 Carnegie Center	Princeton, NJ	89.8%	1	151,547
Kingstowne One	Alexandria, VA	88.6%	1	151,483
214 Carnegie Center	Princeton, NJ	77.7%	1	150,774
506 Carnegie Center	Princeton, NJ	100.0%	1	149,110
2440 West El Camino Real	Mountain View, CA	100.0%	1	141,392
Two Reston Overlook	Reston, VA	100.0%	1	134,615
508 Carnegie Center	Princeton, NJ	92.6%	1	134,433
202 Carnegie Center	Princeton, NJ	94.2%	1	130,582
101 Carnegie Center	Princeton, NJ	83.9%	1	125,468
504 Carnegie Center	Princeton, NJ	100.0%	1	121,990
40 Shattuck Road	Andover, MA	86.3%	1	121,216
91 Hartwell Avenue	Lexington, MA	73.2%	1	120,458
701 Carnegie Center	Princeton, NJ	100.0%	1	120,000
Annapolis Junction Building Six (50% ownership) (1)	Annapolis, MD	48.9%	1	119,339
Annapolis Junction Building One (50% ownership) (1)	Annapolis, MD	70.7%	1	117,599
502 Carnegie Center	Princeton, NJ	93.2%	1	117,302
325 Main Street (formerly Three Cambridge Center)	Cambridge, MA	100.0%	1	115,061
201 Spring Street	Lexington, MA	100.0%	1	106,300
104 Carnegie Center	Princeton, NJ	86.0%	1	102,830
33 Hayden Avenue	Lexington, MA	100.0%	1	80,872
145 Broadway (formerly Eleven Cambridge Center)	Cambridge, MA	100.0%	1	79,616
Reservoir Place North	Waltham, MA	100.0%	1	73,258
105 Carnegie Center	Princeton, NJ	62.7%	1	69,955
32 Hartwell Avenue	Lexington, MA	100.0%	1	69,154
302 Carnegie Center	Princeton, NJ	100.0%	1	64,926
195 West Street	Waltham, MA	100.0%	1	63,500
100 Hayden Avenue	Lexington, MA	100.0%	1	55,924
181 Spring Street	Lexington, MA	100.0%	1	55,793
211 Carnegie Center	Princeton, NJ	100.0%	1	47,025
92 Hayden Avenue	Lexington, MA	100.0%	1	31,100
201 Carnegie Center	Princeton, NJ	100.0%		6,500
Subtotal for Class A Office Properties		91.7%	120	38,785,017
Retail				
Shops at The Prudential Center	Boston, MA	97.5%	1	502,813
Fountain Square Retail (50% ownership)	Reston, VA	99.1%	1	234,339
Kingstowne Retail	Alexandria, VA	100.0%	1	88,288
Star Market at the Prudential Center	Boston, MA	100.0%	1	57,235
Subtotal for Retail Properties		98.4%	4	882,675
Office/Technical Properties				
Mountain View Research Park	Mountain View, CA	100.0%	15	540,433
415 Main Street (formerly Seven Cambridge Center)	Cambridge, MA	100.0%	1	231,028
7601 Boston Boulevard	Springfield, VA	100.0%	1	114,028
7435 Boston Boulevard	Springfield, VA	67.1%	1	103,557

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Properties	Location	% Leased as of December 31, 2014	Number of Buildings	Net Rentable Square Feet
8000 Grainger Court	Springfield, VA	37.6%	1	88,775
7500 Boston Boulevard	Springfield, VA	100.0%	1	79,971
7501 Boston Boulevard	Springfield, VA	100.0%	1	75,756
250 Binney Street (formerly Fourteen Cambridge Center)	Cambridge, MA	100.0%	1	67,362
164 Lexington Road	Billerica, MA	%	1	64,140
7450 Boston Boulevard	Springfield, VA	83.4%	1	62,402
7374 Boston Boulevard	Springfield, VA	100.0%	1	57,321
8000 Corporate Court	Springfield, VA	100.0%	1	52,539
7451 Boston Boulevard	Springfield, VA	67.4%	1	45,615
7300 Boston Boulevard	Springfield, VA	100.0%	1	32,000
17 Hartwell Avenue	Lexington, MA	%	1	30,000
453 Ravendale Drive	Mountain View, CA	100.0%	1	29,620
7375 Boston Boulevard	Springfield, VA	100.0%	1	26,865
Subtotal for Office/Technical Properties		87.7%	31	1,701,412
Residential Properties				
The Avant at Reston Town Center (359 units)	Reston, VA	72.2%(3)	1	355,347(4)
Residences on The Avenue (335 units) (5)	Washington, DC	94.1%(3)	1	323,050(6)
The Lofts at Atlantic Wharf (86 units)	Boston, MA	96.1%(3)	1	87,097(7)
Subtotal for Residential Properties		83.7%	3	765,494
Hotel Property				
Boston Marriott Cambridge (formerly Cambridge Center Marriott) (433 rooms)	Cambridge, MA	80.9%(8)	1	334,260(9)
Subtotal for Hotel Property		80.9%	1	334,260
Subtotal for In-Service Properties		91.7%	159	42,468,858
Structured Parking (43,824 spaces)				14,985,141
Properties Under Construction (10)				
Office:				
Annapolis Junction Building Seven (50% ownership) (1)	Annapolis, MD	100%	1	125,000
690 Folsom Street (11)	San Francisco, CA	58%	1	25,000
Prudential Retail Expansion	Boston, MA	%		15,000
804 Carnegie Center	Princeton, NJ	100%	1	130,000
Annapolis Junction Building Eight (50% ownership) (1)	Annapolis, MD	%	1	125,000
99 Third Avenue Retail	Waltham, MA	84%	1	16,500
535 Mission Street (12)	San Francisco, CA	66%	1	307,000
10 CityPoint	Waltham, MA	74%	1	245,000
601 Massachusetts Avenue	Washington, DC	83%	1	478,000
888 Boylston Street	Boston, MA	36%	1	425,000
Salesforce Tower (95% ownership)	San Francisco, CA	51%	1	1,400,000
Subtotal for Properties Under Construction		59%	10	3,291,500

Total Portfolio	169	60,745,499

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(1) Property is an unconsolidated joint venture.
(2) Property held for redevelopment as of December 31, 2014, with the potential to develop a total of approximately 1.6 million square feet at this location.
(3) Note that these amounts are not included in the calculation of the Total Portfolio occupancy rate for In-Service Properties as of December 31, 2014.
(4) Includes 26,179 square feet of retail space which is 100% leased as of December 31, 2014. Note that this amount is not included in the calculation of the Total Portfolio occupancy rate for In-Service Properties as of December 31, 2014.
(5) See Note 20 to the Consolidated Financial Statements.
(6) Includes 49,528 square feet of retail space which is 100% leased as of December 31, 2014. Note that this amount is not included in the calculation of the Total Portfolio occupancy rate for In-Service Properties as of December 31, 2014.
(7) Includes 9,617 square feet of retail space which is 100% leased as of December 31, 2014. Note that this amount is not included in the calculation of the Total Portfolio occupancy rate for In-Service Properties as of December 31, 2014.
(8) Represents the weighted-average room occupancy for the year ended December 31, 2014. Note that this amount is not included in the calculation of the Total Portfolio occupancy rate for In-Service Properties as of December 31, 2014.
(9) Includes 4,260 square feet of retail space which is 100% leased of December 31, 2014. Note that this amount is not included in the calculation of the Total Portfolio occupancy rate for In-Service Properties as of December 31, 2014.
(10) Represents percentage leased as of February 23, 2015.
(11) As of February 23, 2015 this property was 58% placed in-service.
(12) As of February 23, 2015 this property was 31% placed in-service.

Percentage Leased and Average Annualized Revenue per Square Foot for In-Service Properties

The following table sets forth our percentage leased and average annualized revenue per square foot on a historical basis for our In-Service Properties.

	December 31, 2010	December 31, 2011	December 31, 2012	December 31, 2013	December 31, 2014
Percentage leased	93.2%	91.3%	91.4%	93.4%	91.7%
Average annualized revenue per square foot(1)	$ 53.21	$ 53.58	$ 55.43	$ 56.36	$ 58.97

(1) Represents the monthly contractual base rents and recoveries from tenants under existing leases as of December 31, 2010, 2011, 2012, 2013 and 2014 multiplied by twelve. These annualized amounts are before rent abatements and include expense reimbursements, which may be estimates as of such date. The aggregate amount of rent abatements per square foot under existing leases as of December 31, 2010, 2011, 2012, 2013 and 2014 for the succeeding twelve month period is $1.11, $1.10, $1.17, $0.58 and $1.05, respectively.

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Top 20 Tenants by Square Feet

Our 20 largest tenants by square feet as of December 31, 2014 were as follows:

	Tenant	Square Feet	% of In-Service Portfolio
1	U.S. Government	1,731,455(1)	4.19%
2	Citibank	1,018,432(2)	2.46%
3	Bank of America	810,764(3)	1.96%
4	Biogen	772,212	1.87%
5	Wellington Management	707,568(4)	1.71%
6	Kirkland & Ellis	612,769(5)	1.48%
7	Genentech	570,770	1.38%
8	Ropes & Gray	528,931	1.28%
9	O Melveny & Myers	504,902(6)	1.22%
10	Weil Gotshal Manges	479,848(7)	1.16%
11	Shearman & Sterling	472,808	1.14%
12	State Street Bank and Trust	408,552	0.99%
13	Microsoft	382,532	0.92%
14	Finnegan Henderson Farabow	362,405(8)	0.88%
15	Ann Inc. (fka Ann Taylor Corp.)	351,026(9)	0.85%
16	Morgan Lewis Bockius	348,151	0.84%
17	PTC	320,655	0.78%
18	Google	311,611	0.75%
19	Mass Financial Services	301,668	0.73%
20	Aramis (Estee Lauder)	295,610(10)	0.71%

(1) Includes 92,620 and 104,874 square feet of space in properties in which we have a 51% and 50% interest, respectively.
(2) Includes 472,357, 10,080 and 2,761 square feet of space in properties in which we have a 55%, 60%, and 51% interest, respectively.
(3) Includes 742,552 and 50,887 square feet of space in properties in which we have a 55% and 60% interest, respectively.
(4) Includes 696,809 square feet of space in properties in which we have a 55% interest.
(5) Includes 391,662 and 221,107 square feet of space in properties in which we have a 55% and 51% interest, respectively.
(6) Includes 325,750 square feet of space in a property in which we have a 55% interest.
(7) Includes 451,701 and 28,147 square feet of space in properties in which we have a 60% and 55% interest, respectively.
(8) Includes 292,548 square feet of space in a property in which we have a 25% interest.
(9) Includes 331,209 square feet of space in a property in which we have a 55% interest.
(10) Includes 295,610 square feet of space in a property in which we have a 60% interest.

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Tenant Diversification (Gross Rent)

Our tenant diversification as of December 31, 2014 was as follows:

Sector	Percentage of Gross Rent
Legal Services	26%
Media & Technology	18%
Financial Services all other	16%
Financial Services commercial and investment banking	11%
Other	11%
Other Professional Services	7%
Retail	7%
Government / Public Administration	4%

Lease Expirations (1)(2)

Year of Lease Expiration	Rentable Square Feet Subject to Expiring Leases	Current Annualized Contractual Rent Under Expiring Leases Without Future Step-Ups(3)	Current Annualized Contractual Rent Under Expiring Leases Without Future Step-Ups p.s.f.(3)	Current Annualized Contractual Rent Under Expiring Leases With Future Step-Ups(4)	Current Annualized Contractual Rent Under Expiring Leases With Future Step-Ups p.s.f.(4)	Percentage of Total Square Feet
2014(5)	494,753	$ 21,891,689	$ 44.25	$ 21,891,689	$ 44.25	1.2%
2015	2,459,463	119,464,595	48.57	120,055,523	48.81	6.0%
2016	3,346,977	184,086,932	55.00	186,211,984	55.64	8.1%
2017	3,566,417	230,037,403	64.50	235,749,423	66.10	8.6%
2018	1,914,187	119,783,584	62.58	124,759,280	65.18	4.6%
2019	3,737,083	189,968,616	50.83	199,385,821	53.35	9.0%
2020	3,925,140	232,263,492	59.17	250,085,307	63.71	9.5%
2021	2,620,479	138,412,074	52.82	154,290,219	58.88	6.3%
2022	4,011,770	225,417,265	56.19	249,045,678	62.08	9.7%
2023	1,156,181	68,629,015	59.36	79,963,363	69.16	2.8%
Thereafter	10,846,577	711,750,601	65.62	913,475,281	84.22	26.2%

(1) Includes 100% of unconsolidated joint venture properties. Does not include residential units or the hotel.

(2) Does not include data for leases expiring in a particular year when leases for the same space have already been signed with replacement tenants with future commencement dates. In those cases, the data is included in the year in which the future lease with the replacement tenant expires.

(3) Represents the monthly contractual base rent and recoveries from tenants under existing leases as of December 31, 2014 multiplied by twelve. This amount reflects total rent before any rent abatements and includes expense reimbursements, which may be estimates as of such date.

(4) Represents the monthly contractual base rent under expiring leases with future contractual increases upon expiration and recoveries from tenants under existing leases as of December 31, 2014 multiplied by twelve. This amount reflects total rent before any rent abatements and

includes expense reimbursements, which may be estimates as of such date.

(5) Represents leases that expired on December 31, 2014.

Item 3. ***Legal Proceedings***

We are subject to various 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 4. ***Mine Safety Disclosures***

Not Applicable.

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PART II

Item 5. ***Market for Registrant s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities***

(a) Our common stock is listed on the New York Stock Exchange under the symbol BXP. The high and low sales prices and dividends for the periods indicated in the table below were:

Quarter Ended	High	Low	Dividends per common share
December 31, 2014	$ 137.15	$ 115.06	$ 5.15(1)
September 30, 2014	124.04	112.75	0.65
June 30, 2014	122.40	113.62	0.65
March 31, 2014	115.20	99.55	0.65
December 31, 2013	109.83	98.04	2.90(2)
September 30, 2013	112.93	98.21	0.65
June 30, 2013	115.85	99.59	0.65
March 31, 2013	109.65	99.85	0.65

(1) Paid on January 28, 2015 to stockholders of record as of the close of business on December 31, 2014. Amount includes a $4.50 per common share special dividend.

(2) Paid on January 29, 2014 to stockholders of record as of the close of business on December 31, 2013. Amount includes a $2.25 per common share special dividend.

At February 23, 2015, we had approximately 1,387 stockholders of record.

In order to maintain our qualification as a REIT, we must make annual distributions to our stockholders of at least 90% of our taxable income (not including net capital gains and with certain other adjustments). We have adopted a policy of paying regular quarterly distributions on our common stock, and we have adopted a policy of paying regular quarterly distributions on the common units of BPLP. For the year ended December 31, 2014, the decision to declare the special distribution was primarily a result of the taxable gains associated with the sale of approximately $2.3 billion of assets during 2014 partially offset by our election to deduct costs that were capitalized in prior years that may now be deducted under the new Tangible Property Regulations discussed within *Liquidity and Capital Resources REIT Tax Distribution Considerations Application of Recent Regulations* within *Item 7 Management s Discussion and Analysis of Financial Condition and Results of Operations.* Cash distributions have been paid on our common stock and BPLP s common units since our initial public offering. Distributions are declared at the discretion of the Board of Directors and depend on actual and anticipated cash from operations, our financial condition, capital requirements, the annual distribution requirements under the REIT provisions of the Internal Revenue Code and other factors the Board of Directors may consider relevant.

During the three months ended December 31, 2014, we issued an aggregate of 9,824 shares of common stock in connection with the redemption of 9,824 common units of limited partnership held by certain limited partners of BPLP. Of these shares, 7,835 were issued in reliance on an exemption from registration under Section 4(2). We relied on the exception under Section 4(2) based upon factual representations received from the limited partners who received the shares of common stock.

Stock Performance Graph

The following graph provides a comparison of cumulative total stockholder return for the period from December 31, 2009 through December 31, 2014, among Boston Properties, the Standard & Poor s (S&P) 500 Index, the National Association of Real Estate Investment Trusts, Inc. (NAREIT) Equity REIT Total

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Return Index (the Equity REIT Index) and the NAREIT Office REIT Index (the Office REIT Index). The Equity REIT Index includes all tax-qualified equity REITs listed on the New York Stock Exchange, the American Stock Exchange and the NASDAQ Stock Market. Equity REITs are defined as those with 75% or more of their gross invested book value of assets invested directly or indirectly in the equity ownership of real estate. The Office REIT Index includes all office REITs included in the Equity REIT Index. Data for Boston Properties, the S&P 500 Index, the Equity REIT Index and the Office REIT Index was provided to us by NAREIT. Upon written request, Boston Properties will provide any stockholder with a list of the REITs included in the Equity REIT Index and the Office REIT Index. The stock performance graph assumes an investment of $100 in each of Boston Properties and the three indices, and the reinvestment of any dividends. The historical information set forth below is not necessarily indicative of future performance. The data shown is based on the share prices or index values, as applicable, at the end of each month shown.

	As of the year ended December 31,					
	2009	2010	2011	2012	2013	2014
Boston Properties	$ 100.00	$ 131.60	$ 155.49	$ 168.80	$ 167.86	$ 227.51
S&P 500	$ 100.00	$ 115.06	$ 117.49	$ 136.30	$ 180.44	$ 205.14
Equity REIT Index	$ 100.00	$ 127.95	$ 138.55	$ 165.84	$ 170.58	$ 218.38
Office REIT Index	$ 100.00	$ 122.60	$ 119.63	$ 143.43	$ 140.62	$ 165.76

(b) None.

(c) Issuer Purchases of Equity Securities. No repurchases during the fourth quarter.

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Item 6. ***Selected Financial Data***

The following table sets forth our selected financial and operating data on a historical basis. Certain prior year amounts have been reclassified to conform to the current year presentation. The following data should be read in conjunction with our financial statements and notes thereto and Management s Discussion and Analysis of Financial Condition and Results of Operations included elsewhere in this Form 10-K.

Our historical operating results may not be comparable to our future operating results.

	For the year ended December 31,				
	2014	2013	2012	2011	2010
	(in thousands, except per share data)				
Statement of Operations Information:					
Total revenue	$ 2,396,998	$ 2,135,539	$ 1,847,186	$ 1,722,792	$ 1,515,420
Expenses:					
Rental operating	835,290	742,956	639,088	572,668	479,879
Hotel operating	29,236	28,447	28,120	26,128	25,153
General and administrative	98,937	115,329	90,129	87,101	87,459
Transaction costs	3,140	1,744	3,653	1,987	2,876
Impairment loss		8,306			
Suspension of development					(7,200)
Depreciation and amortization	628,573	560,637	445,875	429,742	329,749
Total expenses	1,595,176	1,457,419	1,206,865	1,117,626	917,916
Operating income	801,822	678,120	640,321	605,166	597,504
Other income (expense):					
Income from unconsolidated joint ventures	12,769	75,074	49,078	85,896	36,774
Gains on consolidation of joint ventures		385,991			
Interest and other income	8,765	8,310	10,091	5,358	7,332
Gains (losses) from investments in securities	1,038	2,911	1,389	(443)	935
Interest expense	(455,743)	(446,880)	(410,970)	(391,533)	(375,403)
Gains (losses) from early extinguishments of debt	(10,633)	122	(4,453)	(1,494)	(89,670)
Income from continuing operations	358,018	703,648	285,456	302,950	177,472
Discontinued operations		137,792	46,683	10,876	10,121
Income before gains on sales of real estate	358,018	841,440	332,139	313,826	187,593
Gains on sales of real estate	168,039				2,734
Net income	526,057	841,440	332,139	313,826	190,327
Net income attributable to noncontrolling interests	(82,446)	(91,629)	(42,489)	(41,147)	(31,255)
Net income attributable to Boston Properties, Inc.	443,611	749,811	289,650	272,679	159,072
Preferred dividends	(10,500)	(8,057)			
Net income attributable to Boston Properties, Inc. common shareholders	$ 433,111	$ 741,754	$ 289,650	$ 272,679	$ 159,072
Basic earnings per common share attributable to Boston Properties, Inc.:					
Income from continuing operations	$ 2.83	$ 4.06	$ 1.65	$ 1.80	$ 1.08
Discontinued operations		0.81	0.28	0.07	0.06
Net income	$ 2.83	$ 4.87	$ 1.93	$ 1.87	$ 1.14
Weighted average number of common shares outstanding	153,089	152,201	150,120	145,693	139,440

Diluted earnings per common share attributable to Boston Properties, Inc.:					
Income from continuing operations	$ 2.83	$ 4.05	$ 1.64	$ 1.80	$ 1.08
Discontinued operations		0.81	0.28	0.06	0.06
Net income	$ 2.83	$ 4.86	$ 1.92	$ 1.86	$ 1.14
Weighted average number of common and common equivalent shares outstanding	153,308	152,521	150,711	146,218	140,057

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	2014	2013	December 31, 2012	2011	2010
			(in thousands)		
Balance Sheet information:					
Real estate, gross	$ 19,236,403	$ 18,978,765	$ 14,893,328	$ 13,389,472	$ 12,764,935
Real estate, net	15,688,744	15,817,194	11,959,168	10,746,486	10,441,117
Cash and cash equivalents	1,763,079	2,365,137	1,041,978	1,823,208	478,948
Total assets	19,886,767	20,176,264	15,475,065	14,796,839	13,362,050
Total indebtedness	9,906,984	11,341,508	8,912,369	8,704,138	7,786,001
Noncontrolling interests	105,325	150,921	208,434	55,652	55,652
Stockholders equity attributable to Boston Properties, Inc.	5,697,298	5,741,153	5,097,065	4,865,998	4,372,643
Equity noncontrolling interests	2,205,638	1,302,465	537,789	547,518	591,550

	For the year ended December 31,				
	2014	2013	2012	2011	2010
	(in thousands, except per share and percentage data)				
Other Information:					
Funds from Operations attributable to Boston Properties, Inc. (1)	$ 807,506	$ 751,464	$ 741,419	$ 710,991	$ 547,356
Dividends declared per share (2)	7.10	4.85	2.30	2.05	2.00
Cash flows provided by operating activities	695,553	777,926	642,949	606,328	375,893
Cash flows used in investing activities	(665,124)	(532,640)	(1,278,032)	(90,096)	(1,161,274)
Cash flows provided by (used in) financing activities	(632,487)	1,077,873	(146,147)	828,028	(184,604)
Total square feet at end of year (including development projects and parking)	60,745	59,840	60,275	57,259	53,557
In-service percentage leased at end of year	91.7%	93.4%	91.4%	91.3%	93.2%

(1) Pursuant to the revised definition of Funds from Operations adopted by the Board of Governors of NAREIT, we calculate Funds from Operations, or FFO, by adjusting net income (loss) attributable to Boston Properties, Inc. (computed in accordance with GAAP, including non-recurring items) for gains (or losses) from sales of properties, impairment losses on depreciable real estate of consolidated real estate, impairment losses on investments in unconsolidated joint ventures driven by a measurable decrease in the fair value of depreciable real estate held by the unconsolidated joint ventures, real estate related depreciation and amortization, and after adjustment for unconsolidated partnerships, joint ventures and preferred distributions. 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, impairment losses on depreciable real estate of consolidated real estate, impairment losses on investments in unconsolidated joint ventures driven by a measurable decrease in the fair value of depreciable real estate held by the unconsolidated joint ventures 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. Amount represents our share, which was 89.81%, 89.99%, 89.48%, 88.57% and 87.25% for the years ended December 31, 2014, 2013, 2012, 2011 and 2010, respectively, after allocation to the noncontrolling interests.

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.

A reconciliation of FFO to net income attributable to Boston Properties, Inc. computed in accordance with GAAP is provided under the heading of Management s Discussion and Analysis of Financial Condition and Results of Operations Funds from Operations.

(2) Includes the special dividends of $4.50 per share and $2.25 per share paid on January 28, 2015 and January 29, 2014, respectively, to shareholders of record as of the close of business on December 31, 2014 and 2013, respectively.

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Item 7 ***Management Discussion and Analysis of Financial Condition and Results of Operations***

The following discussion should be read in conjunction with the financial statements and notes thereto appearing elsewhere in this report.

Forward-Looking Statements

This Annual Report on Form 10-K, including the documents incorporated by reference, contains forward-looking statements within the meaning of the federal securities laws, Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. We intend these forward-looking statements to be covered by the safe harbor provisions for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995 and are including this statement for purposes of complying with those safe harbor provisions. Such statements are contained principally, but not only, under the captions Business Business and Growth Strategies, Risk Factors and Management s Discussion and Analysis of Financial Condition and Results of Operations. We caution investors that any such forward-looking statements are based on beliefs and on assumptions made by, and information currently available to, our management. When used, the words anticipate, believe, estimate, expect, intend, may, might, plan, project, result, should, will and similar e relate solely to historical matters are intended 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 continuing impacts of the relatively weak economic recovery, relatively high unemployment and other macroeconomic trends, 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, tenant space utilization, 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; 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, tenant space utilization, 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, tenant accounting considerations that may result in negotiated lease provisions that limit a tenant s liability during construction 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, including the impact of higher interest rates on the cost and/or availability of financing;
- risks associated with forward interest rate 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; and
- risks associated with our dependence on key personnel whose continued service is not guaranteed.

The risks set forth above are not exhaustive. Other sections of this report, including Part I, Item 1A Risk Factors, 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 we 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 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 Current Reports on Form 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 four markets Boston, New York, San Francisco and Washington, DC. We generate revenue and cash primarily by leasing 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 at inception and throughout the lease term, the costs of tenant improvements and other landlord concessions, 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.

Our core strategy has always been to own, operate and develop properties in supply-constrained markets with high barriers-to-entry and to focus on executing long-term leases with financially strong tenants.

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Historically, this combination has tended to reduce our exposure in down cycles and enhance revenues as market conditions improve. To be successful in the current leasing environment, we believe all aspects of the tenant-landlord relationship must be considered. In this regard, we believe that our understanding of tenants short- and long-term space utilization and amenity needs in the local markets in which we operate, our relationships with local brokers, our reputation as a premier developer, owner and operator of Class A office properties, our financial strength and our ability to maintain high building standards provide us with a competitive advantage.

Our portfolio is concentrated in markets and submarkets which include traditional tenants, such as government, financial services and law firms, as well as businesses that are oriented on new ideas, such as technology, advertising, media and information distribution (often referred to as TAMI), mobility, life sciences and medical devices. We continue to benefit from this as these segments of the economy are expanding and leasing additional office space. This is particularly true in the San Francisco Central Business District (CBD), Silicon Valley, Cambridge, Massachusetts and suburban Boston submarkets where we are seeing increasing levels of leasing activity. However, there continue to be headwinds against more rapid improvements in the overall office business. The strongest force is densification, which occurs as businesses seek to cater to more collaborative work environments and fit people more efficiently into less space. While demand from traditional office tenants in the legal and large financial services sectors is not expanding, we see signs that we may be nearing the end of those industries space reductions stemming from densification and downsizing, and small financial firms are expanding and absorbing high-quality space. In addition, markets such as Washington, DC and, to a lesser extent, midtown Manhattan, which are more reliant on traditional tenants, are experiencing relatively lower levels of activity and growth. We are also seeing new construction in our markets accommodating both growing tenant sectors and traditional tenants seeking more efficient space utilization. This may result in an increase in supply and create challenges for us to increase our occupancy and the rents we can realize. We continue to proactively manage our near- and medium-term lease expirations. As our tenants adjust their space needs, we have extended and expect to continue to extend the leases of quality tenants on a long-term basis, invest in tenant improvements to improve space utilization and take back portions of their space to re-lease to other tenants at current rates. In some cases, this may result in an increase in vacancy and foregone revenue in the short-term, but better position us for more stable long-term revenues. Despite these challenges, we remain optimistic about the long-term operating fundamentals in all of our markets.

Leasing activity in our portfolio remains strong. During 2014, we signed the highest annual volume of leases in our history encompassing approximately 7.7 million square feet of leases covering vacant space, pre-leasing for our development projects and extensions and expansions. Leasing highlights included an approximately 714,000 square foot lease with salesforce.com at our approximately 1.4 million square foot development project located in San Francisco, California and approximately 1.4 million square feet of early renewals with six law firms. The overall percentage of leased space for the 155 properties in-service (excluding the three in-service residential properties and the hotel) as of December 31, 2014 was 91.7% compared to 93.4% at December 31, 2013. The decrease of 1.7% is primarily due to (1) temporary vacancy at 101 Huntington Avenue in Boston, Massachusetts, which was 32.6% leased at December 31, 2014 but approximately 93.6% committed including an approximately 308,000 square foot tenant that is expected to take occupancy in the second quarter of 2015, and (2) the placing in-service of 250 West 55th Street, our approximately 988,000 square foot office building in New York City, which was approximately 55.1% leased at December 31, 2014 but is currently 79% leased, including leases with future commencement dates.

In the New York region, during the year, we completed approximately 1.8 million square feet of leasing in 84 lease transactions, including approximately 1.1 million square feet of early renewals with four law firms at 767 Fifth Avenue (the General Motors Building), 601 Lexington Avenue and 599 Lexington Avenue for lease terms ranging from 12 to 20 years. In addition, we fully placed in-service our 250 West 55th Street development project and ceased interest capitalization on September 1, 2014. We have limited rollover exposure through the end of 2015 of approximately 3.0%. We continue to actively manage our near-term lease expirations and, if we have attractive replacement tenants, we may allow an existing tenant to terminate its lease early so that we may elongate our leasing profile. However, this could result in temporary vacancy and a reduction in cash flows as space is reconfigured.

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In our Washington, DC region, the overall leasing activity continues to be slow and public sector and defense contractor demand has been adversely impacted by continued federal budgetary uncertainty, sequestration and the reductions in discretionary spending programs. Although the leasing market is competitive, we are making good progress with activity on our future exposure. Our near-term exposure in the Washington, DC CBD is limited due to our strong office occupancy rate of 95.9%. We are actively engaging our law firm tenants with future lease expirations. We have renewed one law firm tenant for approximately 250,000 square feet and are in discussions with a second for approximately 212,000 square feet, to provide new space configurations in exchange for extended lease terms at market rents. In addition, our suburban Washington, DC assets are 94.1% leased at December 31, 2014, with moderate rollover/exposure through the end of 2015 of approximately 9.2%.

In the Boston region, the expansion of the life sciences and technology industry is positively impacting each of the submarkets in which we operate. Our assets in the Boston CBD are 91.3% leased, with approximately 308,000 square feet at 101 Huntington Avenue leased to a tenant that is expected to take occupancy in the second quarter of 2015. Through the end of 2015, leases for approximately 605,000 square feet are scheduled to expire, including two large blocks totaling approximately 445,000 square feet in the John Hancock Tower. This space includes (1) approximately 168,000 square feet at the base of the building where we anticipate creating a new second lobby and rebranding this portion of the building 120 St. James Street and (2) approximately 277,000 square feet in the tower. While we believe all of this space is highly marketable and current market rents are greater than the expiring rents, we expect much of this space will be vacant during 2015. In conjunction with the construction of our approximately 425,000 square foot development project at 888 Boylston Street, we expect to complete a major renovation of the Prudential Center Food Court and create additional retail space during 2015 which, upon completion, will enhance our revenues and our tenants experience at the Prudential Center. The East Cambridge submarket is the strongest submarket in the region and our Cambridge portfolio is approximately 99.6% leased. In the suburbs of Boston along the Route 128 corridor, we are also benefiting from the strong tenant demand in the technology and life sciences industries with the completion of approximately 1.1 million square feet of leases during the year, including an approximately 182,000 square foot lease for our anchor tenant at 10 CityPoint, an approximately 245,000 square foot development project in Waltham, Massachusetts.

The San Francisco CBD and Silicon Valley submarkets are two of the strongest in the United States and continue to benefit from business expansion and job growth, particularly in the technology sector, which has resulted in positive absorption, lower vacancy and increasing rental rates. During 2014, we leased approximately 1.7 million square feet, including an approximately 714,000 square foot lease for our Salesforce Tower development project. We have approximately 471,000 square feet of space expiring in the San Francisco region through the end of 2015 at rents that are below current market rates. Construction of 535 Mission Street is complete with initial occupancy occurring in the fourth quarter of 2014 and the project is approximately 66% leased as of February 23, 2015.

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The table below details the leases that commenced during the three and twelve months ended December 31, 2014:

	Three Months Ended December 31, 2014	Twelve Months Ended December 31, 2014
	Total Square Feet	
Vacant space available at the beginning of the period	3,372,895	2,683,647
Properties placed in-service	88,096	1,610,553
Leases expiring or terminated during the period	989,204	4,293,390
Total space available for lease	4,450,195	8,587,590
1st generation leases	127,108	1,209,076
2nd generation leases with new tenants	344,349	1,848,533
2nd generation lease renewals	536,270	2,087,513
Total space leased	1,007,727	5,145,122
Vacant space available for lease at the end of the period	3,442,468	3,442,468
Second generation leasing information: (1)		
Leases commencing during the period, in square feet	880,619	3,936,046
Average Lease Term	70 Months	70 Months
Average Free Rent Period	35 Days	54 Days
Total Transaction Costs Per Square Foot (2)	$ 23.64	$ 29.60
Increase / (decrease) in Gross Rents (3)	12.12%	7.62%
Increase / (decrease) in Net Rents (4)	17.79%	10.85%

(1) Second generation leases are defined as leases for space that had previously been under lease by us. Of the 880,619 and 3,936,046 square feet of second generation leases that commenced during the three and twelve months ended December 31, 2014, respectively, 566,876 and 2,793,051 square feet were signed in prior periods for the three and twelve months ended December 31, 2014, respectively.

(2) Total transaction costs include tenant improvements and leasing commissions and exclude free rent concessions.

(3) Represents the increase/(decrease) in gross rent (base rent plus expense reimbursements) on the new vs. expired leases on the 780,911 and 3,295,755 square feet of second generation leases (1) that had been occupied within the prior 12 months and (2) for which the new lease term is greater than six months, for the three and twelve months ended December 31, 2014, respectively.

(4) Represents the increase/(decrease) in net rent (gross rent less operating expenses) on the new vs. expired leases on the 780,911 and 3,295,755 square feet of second generation leases (1) that had been occupied within the prior 12 months and (2) for which the new lease term is greater than six months, for the three and twelve months ended December 31, 2014, respectively.

In the aggregate from December 31, 2014 to December 31, 2015, leases representing approximately 7.2% of the space at our properties will expire. As these leases expire, assuming no change in current market rental rates, we expect that the gross rental rates we are likely to achieve on new leases will on average be greater than the rates that are currently being paid.

Although we continue to evaluate opportunities to acquire assets, the abundance of capital and demand for assets has resulted in increasing prices. As a result, in the current environment we are able to develop properties at a cost per square foot that is generally less than the cost at which we can acquire older existing properties, thereby generating relatively better returns with lower annual maintenance expenses and capital costs. Accordingly, 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 through 2019. We believe the development of well-positioned office buildings is justified in many of our submarkets where tenants

have shown demand for high-quality construction, modern design, efficient floor plates and sustainable features. In addition, select first-class residential developments that are part of a mixed-use environment, which combine office, retail and residential uses, have proven successful in our markets. As of December 31, 2014, our current development pipeline, which excludes properties which are fully placed in-service, totals approximately 3.3 million square feet with a total projected investment of approximately $2.1 billion, of which approximately $1.3 billion remains to be funded. Additionally, we are working on several new developments in each of our markets that could commence in 2015 or later.

Given investor demand for assets like ours we continue to review our portfolio to identify properties that may have limited opportunities for cash flow growth, no longer fit within our portfolio strategy or can attract premium pricing in the current market environment as potential sales candidates. During 2014, we completed the sale of an aggregate of approximately $2.3 billion (our share) of assets generating $2.0 billion of sale proceeds. Included in this amount is the October 30, 2014 sale of a 45% interest in each of 601 Lexington Avenue in New York City and Atlantic Wharf Office Building and 100 Federal Street in Boston for an aggregate gross sale price of $1.827 billion in cash, less the partner s pro rata share of indebtedness secured by 601 Lexington Avenue, subject to certain prorations and adjustments. As of January 15, 2015, we have under contract for sale the Residences on The Avenue, our 335 unit residential leasehold at 2221 I Street, N.W., Washington, DC, for a gross sale price of $196 million. The sale is subject to the satisfaction of customary closing conditions and there can be no assurance that the sale will be consummated on the terms currently contemplated or at all. We are also considering additional asset sales and, in total, we project our sales volume for 2015 could be in excess of $750 million.

In general, we structure asset sales for possible inclusion in like-kind exchanges within the meaning of Section 1031 of the Internal Revenue Code. The ability to complete a like-kind exchange depends on many factors, including, among others, identifying and acquiring suitable replacement property within limited time periods and the ownership structure of the properties being sold and acquired, and therefore we are not always able to sell an asset as part of a like-kind exchange. When successful, a like-kind exchange enables us to defer the taxable gain on the asset sold and thus limit our REIT distribution requirement and preserve capital. If we are unable to identify and acquire suitable replacement property in a like-kind exchange, then we expect to distribute at least the amount of proceeds necessary to avoid paying a corporate level tax on the gain realized from the sale (See *Liquidity and Capital Resources REIT Tax Distribution Considerations Application of Recent Regulations*).

We continue to maintain substantial liquidity, including available cash, as of February 23, 2015, of approximately $1.1 billion, which includes approximately $342.2 million of restricted cash which is being held for possible investment in a like-kind exchange in accordance with Section 1031 of the Internal Revenue Code, and approximately $983.5 million available under our Operating Partnership s $1.0 billion Unsecured Line of Credit. Our more significant future funding requirements include approximately $1.3 billion of our development pipeline that remains to be funded through 2019. We have access to multiple sources of capital, including current cash balances, public debt and equity markets, secured and unsecured debt markets and potential asset sales to fund our future capital requirements.

For descriptions of significant transactions that we completed during 2014, see *Item 1. Business Transactions During 2014*.

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

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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 that constitutes a business, which includes the consolidation of previously unconsolidated joint ventures, we assess the fair value of acquired tangible and intangible assets, (including land, buildings, tenant improvements, above- and below-market leases, leasing and assumed financing origination costs, acquired in-place leases, other identified intangible assets and assumed liabilities) and allocate the purchase price to the acquired assets and assumed liabilities, including land and buildings as if vacant. 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 leases and the initial term plus the term of any below-market fixed rate renewal options for below- market leases. Acquired above- and below-market lease values have been reflected within Prepaid Expenses and Other Assets and Other Liabilities, respectively, in our Consolidated Balance Sheets. 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.

Management reviews its long-lived assets for impairment every 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 criteria are 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 anticipated hold periods, 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 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 hold 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 an impairment has occurred, the affected assets must be reduced to their fair value, less cost to sell.

Guidance in Accounting Standards Codification (ASC) 360 Property Plant and Equipment (ASC 360) 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 a sale of the property 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, less cost to sell. On April 10, 2014, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2014-08, Reporting Discontinued Operations and Disclosures of Disposals of Components of an Entity (ASU 2014-08). ASU 2014-08 clarifies that discontinued operations presentation applies only to disposals representing a strategic shift that has (or will have) a major effect on an entity s operations and financial results (e.g., a disposal of a major geographical area, a major line of business, a major equity method investment or other major parts of an entity). ASU 2014-08 is effective prospectively for reporting periods beginning after December 15, 2014. Early adoption is permitted, and we early adopted ASU No. 2014-08 during the first quarter of 2014. Our adoption of ASU 2014-08 resulted in the operating results and gains on sales of real estate from operating properties sold during the year ended December 31, 2014 not being reflected within Discontinued Operations in our Consolidated Statements of Operations (See Note 3 to the Consolidated Financial Statements).

Real estate is stated at depreciated cost. A variety of costs are incurred in the acquisition, development and leasing of properties. The cost of buildings and improvements includes the purchase price of property, legal fees and other acquisition costs. We expense costs that we incur to effect a business combination such as legal, due diligence and other closing related 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. 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. 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 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, (2) occupied or held available for occupancy, and we capitalize only those costs associated with the portion under construction or (3) if activities necessary for the development of the property have been suspended.

Investments in Unconsolidated Joint Ventures

We consolidate variable interest entities (VIEs) in which we are considered to be the primary beneficiary. VIEs are entities in which the equity investors do not have sufficient equity at risk to finance their endeavors without additional financial support or that the holders of the equity investment at risk do not have a controlling financial interest. The primary beneficiary is defined by the entity having both of the following characteristics: (1) the power to direct the activities that, when taken together, most significantly impact the variable interest

entity s performance, and (2) the obligation to absorb losses and right to receive the returns from the variable interest entity that would be significant to the variable interest entity. For ventures that are not VIEs we consolidate entities for which we have significant decision making control over the ventures operations. Our judgment with respect to our level of influence or control of an 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. In addition to evaluating control rights, we consolidate entities in which the outside partner has no substantive kick-out rights to remove us as the managing member.

Accounts of the consolidated entity are included in our accounts and the non-controlling interest is reflected on the Consolidated Balance Sheets as a component of equity or in temporary equity between liabilities and equity. Investments in unconsolidated joint ventures are recorded initially at cost, and subsequently adjusted for equity in earnings and cash contributions and distributions. Any difference between the carrying amount of these investments on the 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 investment 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. We may account for cash distributions in excess of our investment in an unconsolidated joint venture as income when we are not the general partner in a limited partnership and when we have neither the requirement nor the intent to provide financial support to the joint venture. 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 values below the carrying values has occurred and such decline is other-than-temporary. The ultimate realization of the 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 below the carrying value of an investment in an unconsolidated joint venture is other-than-temporary.

To the extent that we contribute assets to a joint venture, our investment in the joint venture is recorded at our cost basis in the assets that were contributed to the joint venture. To the extent that our cost basis is different than the basis reflected at the joint venture level, the basis difference is amortized over the life of the related asset and included in our share of equity in net income of the joint venture. In accordance with the provisions of ASC 970-323 Investments-Equity Method and Joint Ventures (ASC 970-323), we will recognize gains on the contribution of real estate to joint ventures, relating solely to the outside partner s interest, to the extent the economic substance of the transaction is a sale.

The combined summarized financial information of the unconsolidated joint ventures is disclosed in Note 5 to the Consolidated Financial Statements.

Revenue Recognition

In general, we commence rental revenue recognition when the tenant takes possession of the leased space and the leased space is substantially ready for its intended use. Contractual rental revenue is reported on a straight-line basis over the terms of our respective leases. We recognize rental revenue of acquired in-place above- and below-market leases at their fair values over the original term 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.

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For the year ended December 31, 2014, the impact of the net adjustments of rents from above- and below-market leases increased rental revenue by approximately $48.3 million. For the year ended December 31, 2014, the impact of the straight-line rent adjustment increased rental revenue by approximately $63.1 million. 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 5 to the Consolidated Financial Statements.

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) acceptable-risk tenants;

(2) the tenant s credit is such that we may require collateral, in which case we:
  - may require a security deposit; and/or
  - may 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.

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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 6.8 years as of December 31, 2014. 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.

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). 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.

Our parking revenues are derived from leases, monthly parking and transient parking. We recognize parking revenue as earned.

Our hotel revenues are derived from room rentals and other sources such as charges to guests for telephone service, 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. Property 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 are 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). 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 sales criteria for the full accrual method are not met, we defer some or all of the gain recognition and account for the continued operations of the property by applying the finance, leasing, profit sharing, deposit, installment or cost recovery methods, as appropriate, until the sales criteria are met.

Depreciation and Amortization

We compute depreciation and amortization on our properties using the straight-line method based on estimated useful asset lives. We allocate the acquisition cost of real estate to its components 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

The carrying values of cash and cash equivalents, marketable securities, escrows, receivables, accounts payable, accrued expenses and other assets and liabilities are reasonable estimates of their fair values because of the short maturities of these instruments.

We follow the authoritative guidance for fair value measurements when valuing our financial instruments for disclosure purposes. We determine the fair value of our unsecured senior notes and unsecured exchangeable

senior notes using market prices. The inputs used in determining the fair value of our unsecured senior notes and unsecured exchangeable senior notes is categorized at a level 1 basis (as defined in the accounting standards for Fair Value Measurements and Disclosures) due to the fact that we use quoted market rates to value these instruments. However, the inputs used in determining the fair value could be categorized at a level 2 basis if trading volumes are low. We determine the fair value of our mortgage notes payable using discounted cash flow analyses by discounting the spread between the future contractual interest payments and hypothetical future interest payments on mortgage debt based on current market rates for similar securities. In determining the current market rates, we add our estimates of market spreads to the quoted yields on federal government treasury securities with similar maturity dates to our debt. The inputs used in determining the fair value of our mortgage notes payable and mezzanine notes payable are categorized at a level 3 basis (as defined in the accounting standards for Fair Value Measurements and Disclosures) due to the fact that we consider the rates used in the valuation techniques to be unobservable inputs.

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 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. We account for the effective portion of changes in the fair value of a derivative in other comprehensive income (loss) and subsequently reclassify the effective portion to earnings over the term that the hedged transaction affects earnings. We account for the ineffective portion of changes in the fair value of a derivative directly in earnings.

Recent Accounting Pronouncements

On April 10, 2014, the FASB issued ASU 2014-08, Reporting Discontinued Operations and Disclosures of Disposals of Components of an Entity (ASU 2014-08). ASU 2014-08 clarifies that discontinued operations presentation applies only to disposals representing a strategic shift that has (or will have) a major effect on an entity s operations and financial results (e.g., a disposal of a major geographical area, a major line of business, a major equity method investment or other major parts of an entity). ASU 2014-08 is effective prospectively for reporting periods beginning after December 15, 2014. Early adoption is permitted, and the Company early adopted ASU 2014-08 during the first quarter of 2014. Our adoption of ASU 2014-08 resulted in the operating results and gains on sales of real estate from operating properties sold during the year ended December 31, 2014 not being reflected within Discontinued Operations in our Consolidated Statements of Operations (See Note 3 to the Consolidated Financial Statements).

In May 2014, the FASB issued ASU 2014-09, Revenue from Contract with Customers (Topic 606) (ASU 2014-09). The objective of ASU 2014-09 is to establish a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers and will supersede most of the existing revenue recognition guidance, including industry-specific guidance. The core principle is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. In applying ASU 2014-09, companies will perform a five-step analysis of transactions to determine when and how revenue is recognized. ASU 2014-09 applies to all contracts with customers except those that are within the scope of other topics in the FASB s Accounting Standards Codification (ASC). ASU 2014-09 is effective for annual reporting periods (including interim periods within that reporting period) beginning after December 15, 2016 and shall be applied using either a full retrospective or modified retrospective approach. Early adoption is not permitted. We are currently assessing the potential impact that the adoption of ASU 2014-09 will have on our consolidated financial statements.

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In June 2014, the FASB issued ASU 2014-12, Accounting for Share-Based Payments When the Terms of an Award Provide That a Performance Target Could Be Achieved after the Requisite Service Period (ASU 2014-12). The amendments in ASU 2014-12 require that a performance target that affects vesting and that could be achieved after the requisite service period be treated as a performance condition. A reporting entity should apply existing guidance in ASC Topic No. 718, Compensation Stock Compensation (ASC 718), as it relates to awards with performance conditions that affect vesting to account for such awards. The amendments in ASU 2014-12 are effective for annual periods and interim periods within those annual periods beginning after December 15, 2015. Early adoption is permitted. Entities may apply the amendments in ASU 2014-12 either: (a) prospectively to all awards granted or modified after the effective date; or (b) retrospectively to all awards with performance targets that are outstanding as of the beginning of the earliest annual period presented in the financial statements and to all new or modified awards thereafter. We do not expect the adoption of ASU 2014-12 to have a material impact on our consolidated financial statements.

In August 2014, the FASB issued ASU 2014-15, Presentation of Financial Statements Going Concern: Disclosure of Uncertainties about an Entity s Ability to Continue as a Going Concern (ASU 2014-15). ASU 2014-15 requires an entity to evaluate whether there are conditions or events that raise substantial doubt about the entity s ability to continue as a going concern within one year after the date that the financial statements are issued (or within one year after the financial statements are available to be issued when applicable) and to provide related footnote disclosures in certain circumstances. ASU 2014-15 is effective for the annual period ending after December 15, 2016, and for annual and interim periods thereafter with early adoption permitted. We do not expect the adoption of ASU 2014-15 to have a material impact on our consolidated financial statements.

In November 2014, the FASB issued ASU 2014-16, Determining Whether the Host Contract in a Hybrid Financial Instrument Issued in the Form of a Share Is More Akin to Debt or to Equity (ASU 2014-16). ASU 2014-16 clarifies how current GAAP should be interpreted in evaluating the economic characteristics and risks of a host contract in a hybrid financial instrument that is issued in the form of a share. Specifically, the amendments clarify that an entity should consider all relevant terms and features including the embedded derivative feature being evaluated for bifurcation in evaluating the nature of the host contract. Furthermore, the amendments clarify that no single term or feature would necessarily determine the economic characteristics and risks of the host contract. Rather, the nature of the host contract depends upon the economic characteristics and risks of the entire hybrid financial instrument. ASU 2014-16 is effective for fiscal years and interim periods beginning after December 15, 2015. Early adoption is permitted. We do not expect the adoption of ASU 2014-16 to have a material impact on our consolidated financial statements.

In February 2015, the FASB issued ASU 2015-02, Consolidation (Topic 810): Amendments to the Consolidation Analysis (ASU 2015-02). ASU 2015-02 affects reporting entities that are required to evaluate whether they should consolidate certain legal entities. ASU 2015-02 modifies the evaluation of whether limited partnerships and similar legal entities are VIEs or voting interest entities, eliminates the presumption that a general partner should consolidate a limited partnership and affects the consolidation analysis of reporting entities that are involved with VIEs, particularly those that have fee arrangements and related party relationships. ASU 2015-02 is effective for fiscal years, and for interim periods within those fiscal years, beginning after December 15, 2015. Early adoption is permitted. A reporting entity may apply the amendments in ASU 2015-02 using: (a) a modified retrospective approach by recording a cumulative-effect adjustment to equity as of the beginning of the fiscal year of adoption; or (b) by applying the amendments retrospectively. We are currently assessing the potential impact that the adoption of ASU 2015-02 will have on our consolidated financial statements.

Results of Operations

The following discussion is based on our Consolidated Statement of Operations for the years ended December 31, 2014, 2013 and 2012.

At December 31, 2014, 2013 and 2012, we owned or had interests in a portfolio of 169, 175 and 157 properties, respectively (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 years ended December 31, 2014, 2013 and 2012 show separately the changes attributable to the properties that were owned by us and in service throughout each period compared (the Same Property Portfolio) and the changes attributable to the properties included in the Placed In-Service, Acquired or Consolidated, Development or Redevelopment or Sold Portfolios.

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 consolidated or placed in-service prior to the beginning of the earliest period presented and owned by us and in service through the end of the latest period presented as our Same Property Portfolio. The Same Property Portfolio therefore excludes properties placed in-service, acquired or consolidated, repositioned or in development or redevelopment 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, depreciation and amortization, interest expense, impairment loss, transaction costs, general and administrative expense, less discontinued operations, gains on sales of real estate, gains (losses) from early extinguishments of debt, gains (losses) from investments in securities, gains on consolidation of joint ventures, 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 perspectives 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 14 to the Consolidated Financial Statements.

Comparison of the year ended December 31, 2014 to the year ended December 31, 2013

The table below shows selected operating information for the Same Property Portfolio and the Total Property Portfolio. The Same Property Portfolio consists of 131 properties totaling approximately 35.8 million net rentable square feet of space, excluding unconsolidated joint ventures. The Same Property Portfolio includes properties acquired or consolidated or placed in-service on or prior to January 1, 2013 and owned and in service through December 31, 2014. The Total Property Portfolio includes the effects of the other properties either placed in-service, acquired or consolidated or in development or redevelopment after January 1, 2013 or disposed of on or prior to December 31, 2014. This table includes a reconciliation from the Same Property Portfolio to the Total Property Portfolio by also providing information for the year ended December 31, 2014 and 2013 with respect to the properties which were placed in-service, acquired or consolidated, in development or redevelopment or sold.

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	Same Property Portfolio				Properties Acquired or Consolidated Portfolio		Properties Placed In-Service Portfolio		Properties in Development or Redevelopment Portfolio		Properties Sold Portfolio		Total Property Portfoli		
nds)	2014	2013	Increase/ (Decrease)	% Change	2014	2013	2014	2013	2014	2013	2014	2013	2014	2013	Increase (Decreas
	$ 1,883,215	$ 1,824,581	$ 58,634	3.21%	$ 329,725	$ 179,579	$ 53,407	$ 6,028	$	$ 2,248	$ 24,362	$ 27,949	$ 2,290,709	$ 2,040,385	$ 250,32
e	11,162	2,807	8,355	297.65%	62		171						11,395	2,807	8,58
ue	1,894,377	1,827,388	66,989	3.67%	329,787	179,579	53,578	6,028		2,248	24,362	27,949	2,302,104	2,043,192	258,91
ng	692,146	664,694	27,452	4.13%	101,452	57,199	18,532	1,693		421	7,238	6,815	819,368	730,822	88,54
me, al	1,202,231	1,162,694	39,537	3.40%	228,335	122,380	35,046	4,335		1,827	17,124	21,134	1,482,736	1,312,370	170,36
1)	8,960	10,395	(1,435)	(13.80)%			1,311	(207)					10,271	10,188	8
g	14,149	11,883	2,266	19.07%									14,149	11,883	2,26
1)	1,225,340	1,184,972	40,368	3.41%	228,335	122,380	36,357	4,128		1,827	17,124	21,134	1,507,156	1,334,441	172,71
es													25,316	29,695	(4,37
ense													98,937	115,329	(16,39
													3,140	1,744	1,39
														8,306	(8,30
	469,440	463,906	5,534	1.19%	131,907	81,751	20,297	1,900		4,579	6,929	8,501	628,573	560,637	67,93
es	469,440	463,906	5,534	1.19%	131,907	81,751	20,297	1,900		4,579	6,929	8,501	730,650	686,016	44,63
	755,900	721,066	34,834	4.83%	96,428	40,629	16,060	2,228		(2,752)	10,195	12,633	801,822	678,120	123,70
t													12,769	75,074	(62,30
tion														385,991	(385,99
													8,765	8,310	45
													1,038	2,911	(1,87
													455,743	446,880	8,86
n nts													10,633	(122)	10,75

ns	358,018	703,648	(345,63
		8,022	(8,02
al			
		112,829	(112,82
s of ued			
		20,182	(20,18
om			
		(3,241)	3,24
s te	358,018	841,440	(483,42
al	168,039		168,03
	526,057	841,440	(315,38
y	(30,561)	(1,347)	(29,21
e ne nip	(1,023)	(6,046)	5,02
nits	(50,862)	(70,085)	19,22
erest			
n ng		(14,151)	14,15
on	443,611	749,811	(306,20
s	(10,500)	(8,057)	(2,44
on			
ers	$ 433,111	$ 741,754	$ (308,64

(1) For a detailed discussion of NOI, including the reasons management believes NOI is useful to investors, see page 61. Residential Net Operating Income for the year ended December 31, 2014 and 2013 are comprised of Residential Revenue of $26,193 and $22,318 less Residential Expenses of $15,922 and $12,130, respectively. Hotel Net Operating Income for the year ended December 31, 2014 and 2013 are comprised of Hotel Revenue of $43,385 and $40,330 less Hotel Expenses of $29,236 and $28,447, respectively, per the Consolidated Statements of Operations.

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Same Property Portfolio

Rental Revenue

Rental revenue from the Same Property Portfolio increased approximately $58.6 million for the year ended December 31, 2014 compared to 2013. The increase was primarily the result of increases in revenue from our leases, parking income and other income and recoveries of approximately $53.6 million, $4.1 million and $0.9 million, respectively. Rental revenue from our leases increased approximately $53.6 million as a result of our average revenue per square foot increasing by approximately $1.40, contributing approximately $45.7 million, and an approximately $7.9 million increase due to an increase in average occupancy from 92.3% to 92.7%.

For fiscal 2015, we project our occupancy will average approximately 91% to 92% due to several large lease expirations in our Boston Region. We expect our Same Property Portfolio NOI to range from a decrease of 1.0% to an increase of 0.50% when compared to 2014.

Termination Income

Termination income increased by approximately $8.4 million for the year ended December 31, 2014 compared to 2013.

Termination income for the year ended December 31, 2014 resulted from the termination of twenty-nine tenants across the Same Property Portfolio which totaled approximately $11.2 million of which approximately $7.7 million related to an initial distribution we received from our unsecured creditor claim against Lehman Brothers, Inc. (See Note 10 to the Consolidated Financial Statements).

Termination income for the year ended December 31, 2013 resulted from the termination of twenty-four tenants across the Same Property Portfolio which totaled approximately $2.8 million, of which approximately $1.0 million was negotiated termination income from one of our Reston, Virginia properties in order to accommodate growth of an existing tenant.

Real Estate Operating Expenses

Operating expenses from the Same Property Portfolio increased approximately $27.5 million, or 4.1%, for the year ended December 31, 2014 compared to 2013 due primarily to (1) an increase of approximately $13.4 million, or 4.5%, in real estate taxes, which we primarily experienced in our Washington, DC and New York regions, (2) an increase of approximately $6.4 million, or 6.1%, in repairs and maintenance expense, which we primarily experienced in the Boston and New York CBD buildings and the Washington, DC region, (3) an increase of approximately $2.6 million, or 7.2%, in roads and grounds expense, which we primarily experienced in the Boston and Washington, DC regions, (4) an increase of approximately $2.0 million, or 1.8%, in utilities expense in the Boston and San Francisco regions and (5) an increase of approximately $3.1 million, or 2.6%, in other operating expenses.

Depreciation and Amortization Expense

Depreciation and amortization expense for the Same Property Portfolio increased approximately $5.5 million, or 1.2%, for the year ended December 31, 2014 compared to 2013.

Properties Acquired or Consolidated Portfolio

On April 10, 2013, we acquired the Mountain View Research Park and Mountain View Technology Park properties from the Value-Added Fund for an aggregate net purchase price of approximately $233.1 million. Prior to the acquisition, our ownership interest in the properties was approximately 39.5%. As a result of the acquisition, we owned 100% of the properties and accounted for them on a consolidated basis. Mountain View

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Research Park is an approximately 604,000 net rentable square foot, sixteen building Office/Technical complex. Mountain View Technology Park is an approximately 135,000 net rentable square foot, seven building Office/Technical complex. On July 29, 2014, we sold Mountain View Technology Park and Mountain View Research Park Building Sixteen, which in aggregate is approximately 198,000 square feet. See Note 3 to the Consolidated Financial Statements and *Results of Operations Properties Sold Portfolio* within *Item 2 Management s Discussion and Analysis of Financial Condition and Results of Operations.*

On May 31, 2013, our two joint venture partners in 767 Venture, LLC (the entity that owns 767 Fifth Avenue (the General Motors Building) in New York City) transferred all of their interests in the joint venture to third parties. In connection with the transfer, we and our new joint venture partners modified our relative decision making authority and consent rights with respect to the joint venture s assets and operations. These changes resulted in us having sufficient financial and operating control over 767 Venture, LLC such that we now account for the assets, liabilities and operations of 767 Venture, LLC on a consolidated basis in our financial statements instead of under the equity method of accounting. Our ownership interest in 767 Venture, LLC remained unchanged at 60%. 767 Fifth Avenue (the General Motors Building) is an approximately 1.8 million net rentable square foot, 59-story Class A office tower.

Rental Revenue

Rental revenue from our Properties Acquired or Consolidated Portfolio increased approximately $150.2 million for the year ended December 31, 2014 compared to 2013, as detailed below:

Property	Date Acquired or Consolidated	Rental Revenue for the year ended December 31, 2014	2013	Change
		(in thousands)		
Mountain View Research Park	April 10, 2013	$ 19,111	$ 11,815	$ 7,296
767 Fifth Avenue (the General Motors Building)	May 31, 2013	310,676	167,764	142,912
Total		$ 329,787	$ 179,579	$ 150,208

Rental revenue for the year ended December 31, 2014 includes approximately $62,000 of termination income.

Real Estate Operating Expenses

Real estate operating expenses from our Properties Acquired or Consolidated Portfolio increased approximately $44.3 million for the year ended December 31, 2014 compared to 2013, as detailed below:

Property	Date Acquired or Consolidated	Real Estate Operating Expenses for the year ended December 31, 2014	2013	Change
		(in thousands)		
Mountain View Research Park	April 10, 2013	$ 4,093	$ 2,741	$ 1,352
767 Fifth Avenue (the General Motors Building)	May 31, 2013	97,359	54,458	42,901

Total	$ 101,452	$ 57,199	$ 44,253

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Depreciation and Amortization Expense

Depreciation and amortization expense for our Properties Acquired or Consolidated Portfolio increased by approximately $50.2 million for the year ended December 31, 2014 compared to 2013 as detailed below:

Property	Date Acquired or Consolidated	Depreciation and Amortization Expenses for the year ended December 31, 2014	2013	Change
		(in thousands)		
Mountain View Research Park	April 10, 2013	$ 9,105	$ 8,448	$ 657
767 Fifth Avenue (the General Motors Building)	May 31, 2013	122,802	73,303	49,499
Total		$ 131,907	$ 81,751	$ 50,156

For a discussion of the operating results for 767 Fifth Avenue (the General Motors Building), Mountain View Research Park and Mountain View Technology Park for the period prior to consolidation / acquisition or sale refer to *Results of Operations Other Income and Expense Items Income from Unconsolidated Joint Ventures* within *Item 7 Management s Discussion and Analysis of Financial Condition and Results of Operations.*

Properties Placed In-Service Portfolio

We had six properties that were placed in-service or partially placed in-service between January 1, 2013 and December 31, 2014. The square footage amount for the five properties that are fully placed in-service is approximately 2.1 million. 680 Folsom Street is comprised of two buildings.

Rental Revenue

Rental revenue from our Properties Placed In-Service Portfolio increased approximately $52.1 million for the year ended December 31, 2014 compared to 2013, as detailed below:

Property	Quarter Initially Placed In-Service	Quarter Fully Placed In-Service	Rental Revenue for the year ended December 31, 2014	2013	Change
			(in thousands)		
Office					
300 Binney Street (formerly Seventeen Cambridge Center)	Second Quarter, 2013	Second Quarter, 2013	$ 11,017	$ 5,717	$ 5,300
250 West 55th Street	Third Quarter, 2013	Third Quarter, 2014	25,794	311	25,483
680 Folsom Street	Fourth Quarter, 2013	Third Quarter, 2014	15,926		15,926
535 Mission Street	Fourth Quarter, 2014	N/A	841		841

			$ 53,578	$ 6,028	$ 47,550
Residential					
The Avant at Reston Town Center	Fourth Quarter, 2013	First Quarter, 2014	$ 4,746	$ 157	$ 4,589
Total			$ 58,324	$ 6,185	$ 52,139

Rental revenue for the year ended December 31, 2014 includes approximately $171,000 of termination income.

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Real Estate Operating Expenses

Real estate operating expenses from our Properties Placed In-Service Portfolio increased approximately $19.9 million for the year ended December 31, 2014 compared to 2013, as detailed below:

Property	Quarter Initially Placed In-Service	Quarter Fully Placed In-Service	Real Estate Operating Expenses for the year ended December 31, 2014	2013	Change
			(in thousands)		
Office					
300 Binney Street (formerly Seventeen Cambridge Center)	Second Quarter, 2013	Second Quarter, 2013	$ 1,150	$ 353	$ 797
250 West 55th Street	Third Quarter, 2013	Third Quarter, 2014	12,530	1,340	11,190
680 Folsom Street	Fourth Quarter, 2013	Third Quarter, 2014	4,423		4,423
535 Mission Street	Fourth Quarter, 2014	N/A	429		429
			$ 18,532	$ 1,693	$ 16,839
Residential					
The Avant at Reston Town Center	Fourth Quarter, 2013	First Quarter, 2014	$ 3,435	$ 364	$ 3,071
Total			$ 21,967	$ 2,057	$ 19,910

Depreciation and Amortization Expense

Depreciation and amortization expense for our Properties Placed In-Service Portfolio increased by approximately $18.4 million for the year ended December 31, 2014 compared to 2013 as detailed below:

Property	Quarter Initially Placed In-Service	Quarter Fully Placed In-Service	Depreciation and Amortization Expenses for the year ended December 31, 2014	2013	Change
			(in thousands)		
Office					
300 Binney Street (formerly Seventeen Cambridge Center)	Second Quarter, 2013	Second Quarter, 2013	$ 2,114	$ 1,229	$ 885
250 West 55th Street	Third Quarter, 2013	Third Quarter, 2014	9,395	490	8,905
680 Folsom Street	Fourth Quarter, 2013	Third Quarter, 2014	5,841		5,841
535 Mission Street	Fourth Quarter, 2014	N/A	258		258
			$ 17,608	$ 1,719	$ 15,889
Residential					
The Avant at Reston Town Center	Fourth Quarter, 2013	First Quarter, 2014	$ 2,689	$ 181	$ 2,508
Total			$ 20,297	$ 1,900	$ 18,397

Properties in Development or Redevelopment Portfolio

During the year ended December 31, 2013, the Properties in Development or Redevelopment Portfolio consisted of our 601 Massachusetts Avenue property located in Washington, DC. We commenced development of this property on April 25, 2013 and it is expected to be completed during the fourth quarter of 2015. Prior to the commencement of development, this building was operational and, during the year ended December 31, 2013, had approximately $2.2 million of revenue and approximately $0.4 million of operating expenses. In addition, during the year ended December 31, 2013, the building had approximately $4.6 million of depreciation and amortization expense.

Properties Sold Portfolio

On July 29, 2014, we completed the sale of our Mountain View Technology Park properties and Mountain View Research Park Building Sixteen property located in Mountain View, California for an aggregate sale price of approximately $92.1 million. Net cash proceeds totaled approximately $90.6 million, resulting in a gain on sale of real estate totaling approximately $35.9 million. Mountain View Technology Park is a seven-building

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complex of Office/Technical properties aggregating approximately 135,000 net rentable square feet. Mountain View Research Park Building Sixteen is an Office/Technical property with approximately 63,000 net rentable square feet.

On August 22, 2014, we completed the sale of a parcel of land within our Broad Run Business Park property located in Loudoun County, Virginia for a sale price of approximately $9.8 million. Net cash proceeds totaled approximately $9.7 million, resulting in a gain on sale of real estate totaling approximately $4.3 million. The parcel is an approximately 15.5 acre land parcel subject to a ground lease that was scheduled to expire on October 31, 2048 with a tenant that exercised its purchase option under the ground lease.

On October 2, 2014, we completed the sale of Patriots Park located in Reston, Virginia for a gross sale price of $321.0 million. Patriots Park consists of three Class A office properties aggregating approximately 706,000 net rentable square feet. Net cash proceeds totaled approximately $319.1 million, resulting in a gain on sale of real estate totaling approximately $84.6 million. We have agreed to provide rent support payments to the buyer with a maximum obligation of up to approximately $12.3 million related to the leasing of 17,762 net rentable square feet at the properties, which has been recorded as a reduction to the gain on sale.

On October 24, 2014, we completed the sale of a parcel of land at 130 Third Avenue in Waltham, Massachusetts that is permitted for 129,000 square feet for a sale price of approximately $14.3 million. Net cash proceeds totaled approximately $13.6 million, resulting in a gain on sale of real estate totaling approximately $8.3 million.

On December 30, 2014, we completed the conveyance to an unrelated third party of a condominium interest in our 75 Ames Street property located in Cambridge, Massachusetts. On May 23, 2011, we had entered into a ground lease for the vacant land parcel at 75 Ames Street and had also entered into a development agreement to serve as project manager for a 250,000 square foot research laboratory building to be developed on the site at the ground lessee s expense and to also serve, upon completion of development, as property manager. Gross proceeds to us were approximately $56.8 million, including $11.4 million in development fees for our services, and were received beginning in May 2011. The cash received under the ground lease was initially recognized as unearned revenue and recognized over the 99-year term of the ground lease as ground lease revenue totaling approximately $459,000 per year prior to the conveyance of the condominium interest. The terms of the ground lease required us to form a condominium for the site upon completion of the development, at which time each party would subject their respective interests in the buildings and land to the condominium and would in turn be conveyed a condominium unit comprised of their respective building as well as an undivided ownership interest in the land. As a result of the conveyance and the transfer of title, we recognized a gain on sale of real estate totaling approximately $33.8 million during the year ended December 31, 2014.

Rental Revenue

Rental revenue from our Properties Sold Portfolio decreased approximately $3.6 million for the year ended December 31, 2014 compared to 2013, as detailed below:

Property	Date Sold	Rental Revenue for the year ended December 31, 2014	2013	Change
		(in thousands)		
Mountain View Technology Park	July 29, 2014	$ 2,603	$ 3,168	$ (565)
Mountain View Research Park Building Sixteen	July 29, 2014	1,510	1,693	(183)
Broad Run Business Park land parcel	August 22, 2014	909	1,463	(554)
Patriots Park	October 2, 2014	18,722	21,166	(2,444)

130 Third Avenue land parcel	October 24, 2014	162		162
75 Ames Street	December 30, 2014	456	459	(3)
Total		$ 24,362	$ 27,949	$ (3,587)

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Real Estate Operating Expenses

Real estate operating expenses from our Properties Sold Portfolio increased approximately $423,000 for the year ended December 31, 2014 compared to 2013, as detailed below:

Property	Date Sold	Real Estate Operating Expenses for the year ended December 31, 2014	2013	Change
		(in thousands)		
Mountain View Technology Park	July 29, 2014	$ 456	$ 554	$ (98)
Mountain View Research Park Building Sixteen	July 29, 2014	235	255	(20)
Broad Run Business Park land parcel	August 22, 2014	240	364	(124)
Patriots Park	October 2, 2014	6,057	5,537	520
130 Third Avenue land parcel	October 24, 2014	250	105	145
75 Ames Street	December 30, 2014			
Total		$ 7,238	$ 6,815	$ 423

Depreciation and Amortization Expense

Depreciation and amortization expense for our Properties Sold Portfolio decreased by approximately $1.6 million for the year ended December 31, 2014 compared to 2013 as detailed below:

Property	Date Sold	Depreciation and Amortization Expenses for the year ended December 31, 2014	2013	Change
		(in thousands)		
Mountain View Technology Park	July 29, 2014	$ 1,783	$ 2,320	$ (537)
Mountain View Research Park Building Sixteen	July 29, 2014	1,012	1,304	(292)
Broad Run Business Park land parcel	August 22, 2014	8	14	(6)
Patriots Park	October 2, 2014	4,126	4,863	(737)
130 Third Avenue land parcel	October 24, 2014			
75 Ames Street	December 30, 2014			
Total		$ 6,929	$ 8,501	$ (1,572)

Other Operating Income and Expense Items

Residential Net Operating Income

Net operating income for our residential properties, including The Avant at Reston Town Center which was fully placed in-service during the first quarter of 2014, increased by approximately $83,000 for the year ended December 31, 2014 compared to 2013.

The following reflects our occupancy and rate information for The Lofts at Atlantic Wharf, the Residences on The Avenue and The Avant at Reston Town Center for the year ended December 31, 2014 and 2013.

	The Lofts at Atlantic Wharf			Residences on The Avenue(1)			The Avant at Reston Town Center (2)		
	2014	2013	Percentage Change	2014	2013	Percentage Change	2014	2013	Percentage Change
Average Physical Occupancy(3)	96.3%	98.6%	(2.3)%	92.3%	93.4%	(1.2)%	38.8%	N/A	N/A
Average Economic Occupancy(4)	96.5%	97.6%	(1.1)%	91.5%	93.0%	(1.6)%	34.2%	N/A	N/A
Average Monthly Rental Rate(5)	$ 3,926	$ 3,778	3.9%	$ 3,148	$ 3,295	(4.5)%	$ 2,235	N/A	N/A
Average Rental Rate Per Occupied Square Foot	$ 4.37	$ 4.20	4.0%	$ 3.86	$ 4.04	(4.5)%	$ 2.44	N/A	N/A

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(1) See Note 20 to the Consolidated Financial Statements.
(2) This property was initially placed in-service during the fourth quarter of 2013 and fully placed in-service during the first quarter of 2014. For the operating results refer to *Results of Operations Properties Placed in-Service Portfolio* within *Item 7 Management s Discussion and Analysis of Financial Condition and Results of Operations.*
(3) Average Physical Occupancy is defined as the average number of occupied units divided by the total number of units, expressed as a percentage.
(4) Average Economic Occupancy is defined as total possible revenue less vacancy loss as a percentage of total possible revenue. Total possible revenue is determined by valuing average occupied units at contract rates and average vacant units at Market Rents. Vacancy loss is determined by valuing vacant units at current Market Rents. By measuring vacant units at their Market Rents, Average Economic Occupancy takes into account the fact that units of different sizes and locations within a residential property have different economic impacts on a residential property s total possible gross revenue. Market Rents used by us in calculating Economic Occupancy are based on the current market rates set by the managers of our residential properties based on their experience in renting their residential property s units and publicly available market data. Trends in market rents for a region as reported by others could vary. Market Rents for a period are based on the average Market Rents during that period and do not reflect any impact for cash concessions.
(5) Average Monthly Rental Rates are calculated by us as rental revenue in accordance with GAAP, divided by the weighted monthly average number of occupied units.

Hotel Net Operating Income

Net operating income for the Boston Marriott Cambridge (formerly Cambridge Center Marriott) hotel property increased by approximately $2.3 million for the year ended December 31, 2014 compared to 2013 due primarily to improvements in revenue per available room (REVPAR) and occupancy. We expect our hotel net operating income for fiscal 2015 to be between $12 million and $14 million.

The following reflects our occupancy and rate information for the Boston Marriott Cambridge (formerly Cambridge Center Marriott) hotel for the year ended December 31, 2014 and 2013.

	2014	2013	Percentage Change
Occupancy	80.9%	79.8%	1.4%
Average daily rate	$ 254.96	$ 233.95	9.0%
REVPAR	$ 206.22	$ 186.71	10.4%

Development and Management Services

Development and management services income decreased approximately $4.4 million for the year ended December 31, 2014 compared to 2013. The decrease was due to decreases in development fee and management fee income of approximately $2.2 million and $2.2 million, respectively. The decrease in development fees was primarily due to a decrease in fees associated with tenant improvement project management, as well as a decrease in the development fees earned due to the completion of several projects in the Boston and Washington, DC regions. The decrease in management fees is due primarily to a decrease in management and leasing fees earned from our joint ventures primarily due to the consolidation of 767 Fifth Avenue (the General Motors Building), the acquisition of the Mountain View assets and the sale of 125 West 55th Street, partially offset by leasing fees earned at one of our unconsolidated joint ventures in Washington, DC related to a large lease that was signed. For fiscal 2015 we expect our development and management fees to be between $17 million and $22 million. Our 2015 estimates are less than 2014 due to the completion of several large, third-party development fee projects in 2014, including the Broad Institute expansion in Cambridge, Massachusetts and the George Washington University Science Center in Washington, DC, and our increased focus on delivering our

new development projects as opposed to third-party assignments.

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General and Administrative

General and administrative expenses decreased approximately $16.4 million for the year ended December 31, 2014 compared to 2013 due primarily to the timing of the recognition of expenses under the Transition Benefits Agreement that we entered into with Mortimer B. Zuckerman in 2013. On March 11, 2013, we announced that Owen D. Thomas would succeed Mr. Zuckerman as our Chief Executive Officer, effective April 2, 2013. Mr. Zuckerman continued to serve as Executive Chairman for a transition period and as of January 1, 2015 Mr. Zuckerman serves as the non-executive Chairman of the Board. Because Mr. Zuckerman remained employed by us through July 1, 2014, he received, on January 1, 2015, a lump sum cash payment of $6.7 million and an equity award with a value of approximately $11.1 million. The cash payment and equity award vested in three equal installments on each of March 10, 2013, October 1, 2013 and July 1, 2014. As a result, we recognized approximately $13.8 million of compensation expense during the year ended December 31, 2013 and approximately $4.0 million of compensation expense during the year ended December 31, 2014 related to the Transition Benefits Agreement. Under the Transition Benefits Agreement, during the year ended December 31, 2013, we accelerated the remaining approximately $12.9 million of stock-based compensation expense associated with Mr. Zuckerman s unvested long-term equity awards. In addition, for the year ended December 31, 2014 compared to 2013 we had an approximately $1.7 million increase in our capitalized wages due to the signing of several large leases. The increase in capitalized wages is shown as a decrease in general and administrative expenses as these costs are capitalized and included in real estate assets or deferred charges on our Consolidated Balance Sheets (see below). We also had an approximately $1.9 million decrease in the value of our deferred compensation plan. These decreases were partially offset by the following increases: (1) approximately $2.3 million related to the net effect of the termination of the 2011 OPP Awards and the issuance of the 2014 MYLTIP Units (See Note 17 to the Consolidated Financial Statements), (2) an approximately $4.4 million increase in overall compensation expense, (3) approximately $0.3 million related to the write off of the remaining fees associated with our ATM program that expired on June 2, 2014 and (4) approximately $2.9 million related to other general and administrative expenses. We expect our fiscal 2015 general and administrative expenses to be between $96 million and $100 million.

Wages 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 the useful lives of the real estate. Capitalized wages for the year ended December 31, 2014 and 2013 were approximately $14.5 million and $12.8 million, respectively. These costs are not included in the general and administrative expenses discussed above.

Transaction Costs

Transaction costs increased approximately $1.4 million for the year ended December 31, 2014 compared to 2013, primarily due to costs associated the formation of several new joint venture agreements and pending and completed asset sales.

Impairment Loss

On March 28, 2013, we executed a binding contract for the sale of our 303 Almaden Boulevard property located in San Jose, California for a sale price of $40.0 million. The pending sale of this asset caused us to evaluate our strategy for development of the adjacent Almaden land parcel, which can accommodate approximately 840,000 square feet of office development. Based on a shorter than expected hold period, we reduced the carrying value of the land parcel to its fair market value and recognized an impairment loss of approximately $8.3 million during the three months ended March 31, 2013.

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Other Income and Expense Items

Income from Unconsolidated Joint Ventures

For the year ended December 31, 2014 compared to 2013, income from unconsolidated joint ventures decreased by approximately $62.3 million due primarily to an approximately $46.5 million decrease in our share of net income from 125 West 55th Street due to its sale on May 30, 2013, an approximately $11.2 million decrease in our share of net income from the sale of the Eighth Avenue and 46th Street project in New York City on July 19, 2013, an approximately $7.7 million decrease in our share of net income from 767 Fifth Avenue (the General Motors Building) related to its consolidation on June 1, 2013 and an approximately $0.4 million decrease in our share of net income from the sale of Mountain View Research Park and Mountain View Technology Parks to us on April 10, 2013. These decreases were partially offset by an approximately $3.5 million increase in our share of net income from our other unconsolidated joint ventures, which was primarily related to increased leasing and occupancy at 540 Madison Avenue in New York City.

On April 10, 2013, we acquired the Mountain View Research Park and Mountain View Technology Park properties from the Value-Added Fund for an aggregate net purchase price of approximately $233.1 million. Prior to the acquisition, our ownership interest in the properties was approximately 39.5%. As a result of the acquisition, we owned 100% of the properties and accounted for them on a consolidated basis.

On May 30, 2013, a joint venture in which we have a 60% interest completed the sale of its 125 West 55th Street property located in New York City for a sale price of $470.0 million, including the assumption by the buyer of the mortgage loan collateralized by the property totaling approximately $198.6 million. The mortgage loan bore interest at a fixed rate of 6.09% per annum and was scheduled to mature on March 10, 2020. Net cash proceeds totaled approximately $253.7 million, of which our share was approximately $152.2 million, after the payment of transaction costs. 125 West 55th Street is a Class A office property totaling approximately 588,000 net rentable square feet. We had previously recognized an impairment loss on our investment in the unconsolidated joint venture. As a result, we recognized a gain on sale of real estate totaling approximately $43.2 million. Prior to the sale, the property contributed approximately $3.3 million of net income for the year ended December 31, 2013.

On May 31, 2013, our two joint venture partners in 767 Venture, LLC (the entity that owns 767 Fifth Avenue (the General Motors Building) in New York City) transferred all of their interests in the joint venture to third parties. In connection with the transfer, we and our new joint venture partners modified our relative decision making authority and consent rights with respect to the joint venture s assets and operations. These changes resulted in us having sufficient financial and operating control over 767 Venture, LLC such that we now account for the assets, liabilities and operations of 767 Venture, LLC on a consolidated basis in our financial statements instead of under the equity method of accounting. Our ownership interest in 767 Venture, LLC remained unchanged at 60%. Prior to the consolidation, the property contributed approximately $7.7 million of net income for the year ended December 31, 2013.

On July 19, 2013, a joint venture in which we have a 50% interest completed the sale of its Eighth Avenue and 46th Street project located in New York City for an imputed sale price of $45.0 million. Eighth Avenue and 46th Street is comprised of an assemblage of land parcels and air-rights. Net cash proceeds to us totaled approximately $21.8 million, after the payment of transaction costs. The joint venture had previously recognized an impairment loss on the property. As a result, the joint venture recognized a gain on sale of real estate totaling approximately $12.6 million, of which our share was approximately $11.3 million.

For the consolidated operating results for 767 Fifth Avenue (the General Motors Building), Mountain View Research Park and Mountain View Technology Park refer to *Results of Operations Properties Acquired or Consolidation Portfolio and Properties Sold Portfolio* within

Item 7 Management s Discussion and Analysis of Financial Condition and Results of Operations.

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Gains on Consolidation of Joint Ventures

On April 10, 2013, we acquired the Mountain View Research Park and Mountain View Technology Park properties from our Value-Added Fund for an aggregate purchase price of approximately $233.5 million. Prior to the acquisition, our ownership interest in the properties was approximately 39.5%. As a result of the acquisition, we own 100% of the properties and account for them on a consolidated basis. During the year ended December 31, 2013, we recognized a gain on consolidation totaling approximately $26.5 million.

On May 31, 2013, our two joint venture partners in 767 Venture, LLC (the entity that owns 767 Fifth Avenue (the General Motors Building) in New York City) transferred all of their interests in the joint venture to third parties. In connection with the transfer, we and our new joint venture partners modified our relative decision making authority and consent rights with respect to the joint venture s assets and operations. These changes resulted in us having sufficient financial and operating control over 767 Venture, LLC such that we now account for the assets, liabilities and operations of 767 Venture, LLC on a consolidated basis in our financial statements instead of under the equity method of accounting. Our ownership interest in 767 Venture, LLC remained unchanged at 60%. During the year ended December 31, 2013, we recognized a non-cash gain on our investment of approximately $359.5 million. The gain on consolidation resulted from us recognizing the assets, liabilities and equity (including noncontrolling interests) of the joint venture at fair value on the date of consolidation resulting in the recognition of a gain on consolidation equal to the difference between the fair value of our equity interest totaling approximately $721.3 million (as reflected in the business combination table appearing in Note 3 to the Consolidated Financial Statements) and the carrying value of our previously held equity interest totaling approximately $361.8 million. The fair value was determined based on the purchase price paid by the new joint venture partners through a sales process managed by a major New York City sales brokerage firm.

Interest and Other Income

Interest and other income increased approximately $0.5 million for the year ended December 31, 2014 compared to 2013, primarily due to a tax refund we received during the year ended December 31, 2014 from the District of Columbia.

Gains from Investments in Securities

Gains from investments in securities for the year ended December 31, 2014 and 2013 related to investments that we have made to reduce our market risk relating to a deferred compensation plan that we maintain for our officers. Under this deferred compensation plan, each officer who is eligible to participate is permitted to defer a portion of the officer s current income on a pre-tax basis and receive a tax-deferred return on these deferrals based on the performance of specific investments selected by the officer. In order to reduce our market risk relating to this plan, we typically acquire, in a separate account that is not restricted as to its use, similar or identical investments as those selected by each officer. This enables us to generally match our liabilities to our officers under the deferred compensation plan with equivalent assets and thereby limit our market risk. The performance of these investments is recorded as gains from investments in securities. During the year ended December 31, 2014 and 2013, we recognized gains of approximately $1.0 million and $2.9 million, respectively, on these investments. By comparison, our general and administrative expense increased by approximately $1.1 million and $2.9 million during the year ended December 31, 2014 and 2013, respectively, as a result of increases in our liability under our deferred compensation plan that were associated with the performance of the specific investments selected by our officers participating in the plan.

Gains (Losses) from Early Extinguishments of Debt

On December 15, 2014, our Operating Partnership used available cash to redeem $300.0 million in aggregate principal amount of its 5.625% senior notes due 2015 (the 5.625% Notes) and $250.0 million in

aggregate principal amount of its 5.000% senior notes due 2015 (the 5.000% Notes). The redemption price for the 5.625% Notes was determined in accordance with the applicable indenture and totaled approximately $308.0 million. The redemption price included approximately $2.8 million of accrued and unpaid interest to, but not including, the redemption date. Excluding such accrued and unpaid interest, the redemption price was approximately 101.73% of the principal amount being redeemed. The redemption price for the 5.000% Notes was determined in accordance with the applicable indenture and totaled approximately $255.8 million. The redemption price included approximately $0.5 million of accrued and unpaid interest to, but not including, the redemption date. Excluding such accrued and unpaid interest, the redemption price was approximately 102.13% of the principal amount being redeemed. We recognized a loss on early extinguishment of debt totaling approximately $10.6 million, which amount included the payment of the redemption premium totaling approximately $10.5 million.

On April 1, 2013, we used available cash to repay the mortgage loan collateralized by our 140 Kendrick Street property located in Needham, Massachusetts totaling approximately $47.6 million. The mortgage loan bore interest at a fixed rate of 7.51% per annum and was scheduled to mature on July 1, 2013. There was no prepayment penalty. We recognized a gain on early extinguishment of debt totaling approximately $0.3 million related to the acceleration of the remaining balance of the historical fair value debt adjustment, which was the result of purchase accounting.

On April 15, 2013, we announced that holders of our Operating Partnership s 3.75% Exchangeable Senior Notes due 2036 (the Notes) had the right to surrender their Notes for purchase by our Operating Partnership (the Put Right) on May 18, 2013. On April 15, 2013, we also announced that our Operating Partnership issued a notice of redemption to the holders of the Notes to redeem, on May 18, 2013 (the Redemption Date), all of the Notes outstanding on the Redemption Date. In connection with the notice of redemption, holders of the Notes had the right to exchange their Notes on or prior to May 16, 2013. Notes with respect to which the Put Right was not exercised and that were not surrendered for exchange on or prior to May 16, 2013, were redeemed by our Operating Partnership at a redemption price equal to 100% of the principal amount of the Notes plus accrued and unpaid interest thereon to, but excluding, the Redemption Date. Based on final information provided to our Operating Partnership by the trustee for the Notes, no Notes were validly tendered and accepted for purchase in the Put Right. Pursuant to the notice of redemption, an aggregate principal amount of $990,000 of the Notes was redeemed on May 18, 2013. The remaining aggregate principal amount of $449,010,000 of the Notes was surrendered for exchange and, in addition to the repayment of the principal in cash, we issued an aggregate of 419,116 shares of our common stock in exchange for the Notes. We recognized a loss on early extinguishment of debt totaling approximately $0.1 million consisting of transaction costs.

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Interest Expense

Interest expense for the Total Property Portfolio increased approximately $8.9 million for the year ended December 31, 2014 compared to 2013 as detailed below:

Component	Change in interest expense for the year ended December 31, 2014 compared to December 31, 2013 (in thousands)
Increases to interest expense due to:	
Interest associated with the consolidation of the $1.6 billion of debt outstanding for 767 Fifth Avenue (the General Motors Building)(1)	$ 20,993
Decrease in capitalized interest (2)	15,677
Partner s share of the interest for the outstanding Outside Members Notes Payable for 767 Fifth Avenue (the General Motors Building) (2)	12,235
Issuance of $700 million in aggregate principal of our Operating Partnership s 3.800% senior notes due 2024 on June 27, 2013	13,207
Issuance of $500 million in aggregate principal of our Operating Partnership s 3.125% senior notes due 2023 on April 11, 2013	4,328
Total increases to interest expense	$ 66,440
Decreases to interest expense due to:	
Repayment of $747.5 million in aggregate principal of our Operating Partnership s 3.625% exchangeable senior notes due 2014	$ (25,225)
Interest expense associated with the accretion of the adjustment for the equity component allocation of our Operating Partnership s unsecured exchangeable debt (3)	(20,614)
Repurchases/redemption/exchange of $450.0 million in aggregate principal of our Operating Partnership s 3.75% exchangeable senior notes due 2036	(6,281)
Repayment of mortgage financings (4)	(2,572)
Amortization of finance fees	(1,698)
Redemption of $300.0 million in aggregate principal of our Operating Partnership s 5.625% senior notes due 2015	(703)
Redemption of $250.0 million in aggregate principal of our Operating Partnership s 5.000% senior notes due 2015	(376)
Other interest expense (including senior notes)	(108)
Total decreases to interest expense	$ (57,577)
Total change in interest expense	$ 8,863

(1) This property was consolidated on May 31, 2013. For additional information about the transaction refer to *Properties Acquired or Consolidated Portfolio* within *Item 7 Management s Discussion and Analysis of Financial Condition and Results of Operations.*

(2) Decrease primarily due to the completion of several development projects including, 300 Binney Street (formerly Seventeen Cambridge Center), 250 West 55th Street, 680 Folsom Street and The Avant at Reston Town Center.

(3) All of our exchangeable senior notes were repaid as of February 18, 2014. See Note 8 to the Consolidated Financial Statements.

(4) Includes the repayment of Kingstowne One, 140 Kendrick Street and New Dominion Technology Park Building Two.

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Interest expense directly related to the development of rental properties is not included in our operating results. These costs are capitalized and included in real estate assets on our Consolidated Balance Sheets and amortized over the useful lives of the real estate. Interest capitalized for the year ended December 31, 2014 and 2013 was approximately $52.5 million and $68.2 million, respectively. These costs are not included in the interest expense referenced above.

We anticipate net interest expense for 2015 will be approximately $415 million to $425 million. This estimate assumes approximately $40 million to $50 million of capitalized interest. These estimates also assume that we will not incur any additional indebtedness, make additional prepayments or repurchases of existing indebtedness and that there will not be any fluctuations in interest rates or any changes in our development activity.

At December 31, 2014, our variable rate debt consisted of our Operating Partnership s $1.0 billion Unsecured Line of Credit, of which no amount was outstanding at December 31, 2014. For a summary of our consolidated debt as of December 31, 2014 and December 31, 2013 refer to the heading *Liquidity and Capital Resources Capitalization Debt Financing* within *Item 7 Management s Discussion and Analysis of Financial Condition and Results of Operations.*

Discontinued Operations

On April 10, 2014, the FASB issued ASU 2014-08, Reporting Discontinued Operations and Disclosures of Disposals of Components of an Entity (ASU 2014-08). ASU 2014-08 clarifies that discontinued operations presentation applies only to disposals representing a strategic shift that has (or will have) a major effect on an entity s operations and financial results (e.g., a disposal of a major geographical area, a major line of business, a major equity method investment or other major parts of an entity). ASU 2014-08 is effective prospectively for reporting periods beginning after December 15, 2014. Early adoption is permitted, and we early adopted ASU 2014-08 during the first quarter of 2014. Our adoption of ASU 2014-08 resulted in the operating results and gains on sales of real estate from operating properties sold during the year ended December 31, 2014 not being reflected within Discontinued Operations in our Consolidated Statements of Operations (See Note 3 to the Consolidated Financial Statements).

Prior to the adoption of ASU 2014-08, we had the following properties that were considered discontinued operations for the year ended December 31, 2013: Montvale Center, 303 Almaden Boulevard, 1301 New York Avenue, 10 & 20 Burlington Mall Road and One Preserve Parkway. Each of these dispositions is discussed below.

On February 20, 2013, the foreclosure sale of our Montvale Center property was ratified by the court. As a result of the ratification, the mortgage loan totaling $25.0 million was extinguished and the related obligations were satisfied with the transfer of the real estate resulting in the recognition of a gain on forgiveness of debt totaling approximately $20.2 million during the year ended December 31, 2013. The operating results of the property through the date of ratification have been classified as discontinued operations on a historical basis for all periods presented.

On June 28, 2013, we completed the sale of our 303 Almaden Boulevard property located in San Jose, California for a sale price of $40.0 million. Net cash proceeds totaled approximately $39.3 million. 303 Almaden Boulevard is a Class A office property totaling approximately 158,000 net rentable square feet. Because we entered into the related purchase and sale agreement on March 28, 2013 and the carrying value of the property exceeded its net sale price, we recognized an impairment loss totaling approximately $3.2 million during the three months ended March 31, 2013. As a result, there was no loss on sale of real estate recognized during the year ended December 31, 2013. The impairment loss and operating results of this property have been classified as discontinued operations on a historical basis for all periods presented.

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On August 22, 2013, we completed the sale of our 1301 New York Avenue property located in Washington, DC for a net contract sale price of approximately $121.7 million. After adjusting for outstanding lease and other transaction costs assumed by the buyer, the gross sale price was approximately $135.0 million. Net cash proceeds totaled approximately $121.5 million, resulting in a gain on sale of approximately $86.4 million. 1301 New York Avenue is a Class A office property totaling approximately 201,000 net rentable square feet. The operating results of the property through the date of sale have been classified as discontinued operations on a historical basis for all periods presented.

On December 20, 2013, we completed the sale of our 10 & 20 Burlington Mall Road property located in Burlington, Massachusetts for a sale price of approximately $30.0 million. Net cash proceeds totaled approximately $29.4 million, resulting in a gain on sale of approximately $20.5 million. 10 & 20 Burlington Mall Road consists of two Class A office properties aggregating approximately 152,000 net rentable square feet. The operating results of the property through the date of sale have been classified as discontinued operations on a historical basis for all periods presented.

On December 20, 2013, we completed the sale of our One Preserve Parkway property located in Rockville, Maryland for a sale price of approximately $61.3 million. Net cash proceeds totaled approximately $59.9 million, resulting in a gain on sale of approximately $5.9 million. One Preserve Parkway is a Class A office property totaling approximately 184,000 net rentable square feet. The operating results of the property through the date of sale have been classified as discontinued operations on a historical basis for all periods presented.

Gains on Sales of Real Estate

On July 29, 2014, we completed the sale of our Mountain View Technology Park properties and Mountain View Research Park Building Sixteen property located in Mountain View, California for an aggregate sale price of approximately $92.1 million. Net cash proceeds totaled approximately $90.6 million, resulting in a gain on sale of real estate totaling approximately $35.9 million. Mountain View Technology Park is a seven-building complex of Office/Technical properties aggregating approximately 135,000 net rentable square feet. Mountain View Research Park Building Sixteen is an Office/Technical property with approximately 63,000 net rentable square feet.

On August 20, 2014, a portion of the land parcel at our One Reston Overlook property located in Reston, Virginia was taken by eminent domain. Net cash proceeds totaled approximately $2.6 million, resulting in a gain on sale of real estate totaling approximately $1.2 million.

On August 22, 2014, we completed the sale of a parcel of land within our Broad Run Business Park property located in Loudoun County, Virginia for a sale price of approximately $9.8 million. Net cash proceeds totaled approximately $9.7 million, resulting in a gain on sale of real estate totaling approximately $4.3 million. The parcel is an approximately 15.5 acre land parcel subject to a ground lease that was scheduled to expire on October 31, 2048 with a tenant that exercised its purchase option under the ground lease.

On October 2, 2014, we completed the sale of Patriots Park located in Reston, Virginia for a gross sale price of $321.0 million. Patriots Park consists of three Class A office properties aggregating approximately 706,000 net rentable square feet. Net cash proceeds totaled approximately $319.1 million, resulting in a gain on sale of real estate totaling approximately $84.6 million. We have agreed to provide rent support payments to the buyer with a maximum obligation of up to approximately $12.3 million related to the leasing of 17,762 net rentable square feet at the properties, which has been recorded as a reduction to the gain on sale.

On October 24, 2014, we completed the sale of a parcel of land at 130 Third Avenue in Waltham, Massachusetts that is permitted for 129,000 square feet for a sale price of approximately $14.3 million. Net cash proceeds totaled approximately $13.6 million, resulting in a gain on sale of real estate totaling approximately $8.3 million.

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On December 30, 2014, we completed the conveyance to an unrelated third party of a condominium interest in our 75 Ames Street property located in Cambridge, Massachusetts. On May 23, 2011, we had entered into a ground lease for the vacant land parcel at 75 Ames Street and had also entered into a development agreement to serve as project manager for a 250,000 square foot research laboratory building to be developed on the site at the ground lessee s expense and to also serve, upon completion of development, as property manager. Gross proceeds to us were approximately $56.8 million, including $11.4 million in development fees for our services, and were received beginning in May 2011. The cash received under the ground lease was initially recognized as unearned revenue and recognized over the 99-year term of the ground lease as ground lease revenue totaling approximately $459,000 per year prior to the conveyance of the condominium interest. The terms of the ground lease required us to form a condominium for the site upon completion of the development, at which time each party would subject their respective interests in the buildings and land to the condominium and would in turn be conveyed a condominium unit comprised of their respective building as well as an undivided ownership interest in the land. As a result of the conveyance and the transfer of title, we recognized a gain on sale of real estate totaling approximately $33.8 million during the year ended December 31, 2014.

Noncontrolling interests in property partnerships

Noncontrolling interests in property partnerships increased by approximately $29.2 million for the year ended December 31, 2014 compared to 2013 as detailed below.

Property	Date of Consolidation	Partners noncontrolling interest for the year ended December 31, 2014	2013	Change
			(in thousands)	
505 9th Street	October 1, 2007	$ 2,332	$ 2,423	$ (91)
Fountain Square	October 4, 2012	11,083	6,636	4,447
767 Fifth Avenue (the General Motors Building)	May 31, 2013	(14,990)	(13,531)	(1,459)
Times Square Tower	October 9, 2013	26,736	5,819	20,917
601 Lexington Avenue	October 30, 2014	3,177		3,177
100 Federal Street	October 30, 2014	646		646
Atlantic Wharf Office Building	October 30, 2014	1,577		1,577
		$ 30,561	$ 1,347	$ 29,214

During the year ended December 31, 2014 we made an out-of-period adjustment for our Fountain Square property of approximately $1.9 million related to the cumulative non-cash adjustment to the accretion of the changes in the redemption value of the noncontrolling interest (See Note 2 to the Consolidated Financial Statements).

Noncontrolling Interest Common Units of the Operating Partnership

Noncontrolling interest common units of the Operating Partnership decreased by approximately $19.2 million for the year ended December 31, 2014 compared to 2013 due to a decrease in allocable income partially offset by an increase in the noncontrolling interest s ownership percentage.

Comparison of the year ended December 31, 2013 to the year ended December 31, 2012

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 33.5 million net rentable square feet of space, excluding unconsolidated joint ventures. The Same Property Portfolio includes

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properties acquired or placed in-service on or prior to January 1, 2012 and owned and in service through December 31, 2013. The Total Property Portfolio includes the effects of the other properties either placed in-service, acquired or in development or redevelopment after January 1, 2012 or disposed of on or prior to December 31, 2013. This table includes a reconciliation from the Same Property Portfolio to the Total Property Portfolio by also providing information for the year ended December 31, 2013 and 2012 with respect to the properties which were placed in-service, acquired or in development or redevelopment.

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	Same Property Portfolio				Properties Acquired or Consolidated Portfolio		Properties Placed In-Service Portfolio		Properties in Development or Redevelopment Portfolio		Total Property Portfolio			
in thousands)	2013	2012	Increase/ (Decrease)	% Change	2013	2012	2013	2012	2013	2012	2013	2012	Increase/ (Decrease)	% Cha
evenue:														
evenue	$ 1,704,582	$ 1,650,516	$ 54,066	3.28%	$ 289,905	$ 61,692	$ 43,650	$ 25,141	$ 2,248	$ 7,098	$ 2,040,385	$ 1,744,447	$ 295,938	1
tion Income	2,399	7,625	(5,226)	(68.54)%			408	2,571			2,807	10,196	(7,389)	(7
ntal Revenue	1,706,981	1,658,141	48,840	2.95%	289,905	61,692	44,058	27,712	2,248	7,098	2,043,192	1,754,643	288,549	1
ate Operating s	618,119	593,976	24,143	4.06%	99,284	25,378	12,998	7,604	421	1,138	730,822	628,096	102,726	1
rating Income, g residential l	1,088,862	1,064,165	24,697	2.32%	190,621	36,314	31,060	20,108	1,827	5,960	1,312,370	1,126,547	185,823	1
ial Net g Income(1)	10,395	9,576	819	8.55%			(207)				10,188	9,576	612	
et Operating 1)	11,883	9,795	2,088	21.32%							11,883	9,795	2,088	2
lated Net g Income(1)	1,111,140	1,083,536	27,604	2.55%	190,621	36,314	30,853	20,108	1,827	5,960	1,334,441	1,145,918	188,523	1
evenue:														
ment and ment services											29,695	34,060	(4,365)	(1
xpenses:														
and rative expense											115,329	90,129	25,200	2
ion costs											1,744	3,653	(1,909)	(5
ent loss											8,306		8,306	10
tion and tion	405,355	401,833	3,522	0.88%	135,236	27,310	15,467	10,598	4,579	6,134	560,637	445,875	114,762	2
her Expenses	405,355	401,833	3,522	0.88%	135,236	27,310	15,467	10,598	4,579	6,134	686,016	539,657	146,359	2
g Income	705,785	681,703	24,082	3.53%	55,385	9,004	15,386	9,510	(2,752)	(174)	678,120	640,321	37,799	
come:														
from lidated joint											75,074	49,078	25,996	5
consolidation ventures											385,991		385,991	10
and other											8,310	10,091	(1,781)	(1
om ents in s											2,911	1,389	1,522	10
osses) from inguishments											122	(4,453)	4,575	10
xpenses:														
expense											446,880	410,970	35,910	
											703,648	285,456	418,192	14

from ng operations				
nued ns:				
from nued ns	8,022	9,806	(1,784)	(1
sales of real om nued ns	112,829	36,877	75,952	20
forgiveness of n discontinued ns	20,182		20,182	10
ent loss from nued ns	(3,241)		(3,241)	(10
me	841,440	332,139	509,301	15
me ble to rolling :				
rolling in property nips	(1,347)	(3,792)	2,445	6
rolling redeemable d units of the g Partnership	(6,046)	(3,497)	(2,549)	(7
rolling common units perating nip	(70,085)	(30,125)	(39,960)	(13
rolling interest tinued ns common he Operating nip	(14,151)	(5,075)	(9,076)	(17
me ble to Boston es, Inc.	$ 749,811	$ 289,650	$ 460,161	15
d dividends	(8,057)		(8,057)	(10
me ble to Boston es, Inc. shareholders	$ 741,754	$ 289,650	$ 452,104	15

(1) For a detailed discussion of NOI, including the reasons management believes NOI is useful to investors, see page 61. Residential Net Operating Income for the year ended December 31, 2013 and 2012 are comprised of Residential Revenue of $22,318 and $20,568 less Residential Expenses of $12,130 and $10,992, respectively. Hotel Net Operating Income for the year ended December 31, 2013 and 2012 are comprised of Hotel Revenue of $40,330 and $37,915 less Hotel Expenses of $28,447 and $28,120, respectively, per the Consolidated Statements of Operations.

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Same Property Portfolio

Rental Revenue

Rental revenue from the Same Property Portfolio increased approximately $54.1 million for the year ended December 31, 2013 compared to 2012. The increase was primarily the result of an increase of approximately $46.9 million in rental revenue from our leases and increases in parking and other recoveries of approximately $4.9 million and $3.2 million, respectively, partially offset by a decrease in other income of approximately $0.9 million. The increase in parking was primarily related to transient parking. The increase in rental revenue from our leases of approximately $46.9 million was the result of our average revenue increasing by approximately $0.97 per square foot, contributing approximately $29.5 million, and an approximately $17.4 million increase due to an increase in average occupancy from 91.4% to 92.3%.

Termination Income

Termination income decreased by approximately $5.2 million for the year ended December 31, 2013 compared to 2012.

Termination income for the year ended December 31, 2013 resulted from the termination of twenty-two tenants across the Same Property Portfolio which totaled approximately $2.4 million, of which approximately $1.0 million was negotiated termination income from one of our Reston, Virginia properties in order to accommodate growth of an existing tenant.

Termination income for the year ended December 31, 2012 resulted from the termination of twenty-eight tenants across the Same Property Portfolio which totaled approximately $7.6 million of which approximately $3.6 million was from the settlement of a bankruptcy claim against a former tenant that rejected our lease in 2009 and approximately $0.9 million was a negotiated termination from one of our Reston, Virginia properties in order to accommodate growth of an existing tenant.

Real Estate Operating Expenses

Operating expenses from the Same Property Portfolio increased approximately $24.1 million for the year ended December 31, 2013 compared to 2012 due primarily to (1) an increase of approximately $13.9 million, or 5.3%, in real estate taxes, which increases primarily occurred in our Boston and New York regions, (2) an increase of approximately $4.9 million, or 5.3%, in utilities expense, that was primarily due to an increase in the delivery rate for steam in the Boston region, (3) an increase of approximately $5.3 million, or 5.8%, in property repairs and maintenance expense and (4) an increase of approximately $3.2 million, or 2.3%, in other operating expenses. This was partially offset by an approximately $3.2 million cumulative non-cash straight-line adjustment for ground rent expense that occurred in 2012 and did not recur in 2013.

We have modified the presentation of expenses to operate our San Francisco and Princeton regional offices to reflect the growing activity in our San Francisco region and to have a consistent presentation across our company. These expenses, which totaled approximately $8.1 million and $7.7 million for the year ended December 31, 2013 and 2012, respectively, were previously included in Rental Operating Expenses and are now included in General and Administrative Expenses for all periods presented.

Depreciation and Amortization Expense

Depreciation and amortization expense for the Same Property Portfolio increased approximately $3.5 million, or 0.9%, for the year ended December 31, 2013 compared to 2012.

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Properties Acquired or Consolidated Portfolio

On March 1, 2012, we acquired 453 Ravendale Drive located in Mountain View, California for a purchase price of approximately $6.7 million in cash. 453 Ravendale Drive is an approximately 30,000 net rentable square foot Office/Technical property.

On March 13, 2012, we acquired 100 Federal Street in Boston, Massachusetts for an aggregate investment of approximately $615.0 million in cash. In connection with the transaction, we entered into a long-term lease with an affiliate of Bank of America for approximately 732,000 square feet. 100 Federal Street is an approximately 1,265,000 net rentable square foot, 37-story Class A office tower.

On October 4, 2012, we completed the formation of a joint venture which owns and operates Fountain Square located in Reston, Virginia, adjacent to our other Reston properties. Fountain Square is an office and retail complex aggregating approximately 756,000 net rentable square feet, comprised of approximately 522,000 net rentable square feet of Class A office space and approximately 234,000 net rentable square feet of retail space. We own 50% of, and are consolidating, the joint venture.

On April 10, 2013, we acquired the Mountain View Research Park and Mountain View Technology Park properties from the Value-Added Fund for an aggregate net purchase price of approximately $233.1 million. Prior to the acquisition, our ownership interest in the properties was approximately 39.5%. As a result of the acquisition, we owned 100% of the properties and accounted for them on a consolidated basis. Mountain View Research Park is an approximately 604,000 net rentable square foot, sixteen building Office/Technical complex. Mountain View Technology Park is an approximately 135,000 net rentable square foot, seven building Office/Technical complex.

On May 31, 2013, our two joint venture partners in 767 Venture, LLC (the entity that owns 767 Fifth Avenue (the General Motors Building) in New York City) transferred all of their interests in the joint venture to third parties. In connection with the transfer, we and our new joint venture partners modified our relative decision making authority and consent rights with respect to the joint venture s assets and operations. These changes resulted in us having sufficient financial and operating control over 767 Venture, LLC such that we now account for the assets, liabilities and operations of 767 Venture, LLC on a consolidated basis in our financial statements instead of under the equity method of accounting. Our ownership interest in 767 Venture, LLC remained unchanged at 60%. 767 Fifth Avenue (the General Motors Building) is an approximately 1.8 million net rentable square foot, 59-story Class A office tower.

Rental Revenue

Rental revenue from our Properties Acquired or Consolidated Portfolio increased approximately $228.2 million for the year ended December 31, 2013 compared to 2012, as detailed below:

Property	Date Acquired	Rental Revenue for the year ended December 31, 2013	2012	Change
		(in thousands)		
453 Ravendale Drive	March 1, 2012	$ 582	$ 494	$ 88
100 Federal Street	March 13, 2012	67,848	52,529	15,319
Fountain Square	October 4, 2012	37,035	8,669	28,366

Mountain View Research Park	April 10, 2013	13,508		13,508
Mountain View Technology Park	April 10, 2013	3,168		3,168
767 Fifth Avenue (the General Motors Building)	May 31, 2013	167,764		167,764
Total		$ 289,905	$ 61,692	$ 228,213

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Real Estate Operating Expenses

Real estate operating expenses from our Properties Acquired or Consolidated Portfolio increased approximately $73.9 million for the year ended December 31, 2013 compared to 2012, as detailed below:

Property	Date Acquired	Real Estate Operating Expenses for the year ended December 31, 2013	2012	Change
		(in thousands)		
453 Ravendale Drive	March 1, 2012	$ 161	$ 149	$ 12
100 Federal Street	March 13, 2012	28,704	22,141	6,563
Fountain Square	October 4, 2012	12,411	3,088	9,323
Mountain View Research Park	April 10, 2013	2,996		2,996
Mountain View Technology Park	April 10, 2013	554		554
767 Fifth Avenue (the General Motors Building)	May 31, 2013	54,458		54,458
Total		$ 99,284	$ 25,378	$ 73,906

Depreciation and Amortization Expense

Depreciation and amortization expense for our Properties Acquired or Consolidated Portfolio increased by approximately $107.9 million for the year ended December 31, 2013 compared to 2012 as a result of the acquisition or consolidation of properties after December 31, 2012, as well as the additional depreciation expense incurred for the year ended December 31, 2013 associated with 453 Ravendale Drive, 100 Federal Street and Fountain Square, which were acquired on March 1, 2012, March 13, 2012 and October 4, 2012, respectively, and, as a result, were not recognizing depreciation expense for the full year ended December 31, 2012.

For a discussion of the operating results for 767 Fifth Avenue (the General Motors Building), Mountain View Research Park and Mountain View Technology Park for the period prior to consolidation / acquisition refer to *Results of Operations Other Income and Expense Items Income from Unconsolidated Joint Ventures* within *Item 7 Management s Discussion and Analysis of Financial Condition and Results of Operations.*

Properties Placed In-Service Portfolio

We had six properties that were placed in-service or partially placed in-service between January 1, 2012 and December 31, 2013. The square footage amount for the four properties that are fully placed in-service is approximately 1.1 million. One and Two Patriots Park is a two-phase redevelopment project for a single tenant.

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Rental Revenue

Rental revenue from our Properties Placed In-Service Portfolio increased approximately $16.5 million for the year ended December 31, 2013 compared to 2012, as detailed below:

Property	Quarter Initially Placed In-Service	Quarter Fully Placed In-Service	Rental Revenue for the year ended December 31, 2013	2012 (in thousands)	Change
Office					
510 Madison Avenue	Second Quarter, 2011	Second Quarter, 2012	$ 22,141	$ 19,577	$ 2,564
One and Two Patriots Park	Second Quarter, 2012 (Phase I) and First Quarter, 2013 (Phase II)	Second Quarter, 2012 (Phase I) and First Quarter, 2013 (Phase II)	15,889	8,135	7,754
300 Binney Street (formerly Seventeen Cambridge Center)	Second Quarter, 2013	Second Quarter, 2013	5,717		5,717
250 West 55th Street	Third Quarter, 2013	N/A	311		311
			$ 44,058	$ 27,712	$ 16,346
Residential					
The Avant at Reston Town Center	Fourth Quarter, 2013	N/A	$ 157	$	$ 157
Total			$ 44,215	$ 27,712	$ 16,503

Termination Income

Included above for the year ended December 31, 2013 is approximately $0.4 million of termination income related to two tenants, of which approximately $0.3 million was related to a retail tenant at our 510 Madison Avenue building.

Included above for the year ended December 31, 2012 is the remaining approximately $2.6 million of termination income related to lease amendments we signed on July 1, 2011 with the existing tenant at our three-building Patriots Park complex on Sunrise Valley Drive in Reston, Virginia. Under the amendments, the existing tenant terminated early its leases for approximately 523,000 square feet at the complex and was responsible for certain payments to us aggregating approximately $15.7 million.

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Real Estate Operating Expenses

Real estate operating expenses from our Properties Placed In-Service Portfolio increased approximately $5.8 million for the year ended December 31, 2013 compared to 2012, as detailed below:

Property	Quarter Initially Placed In-Service	Quarter Fully Placed In-Service	Real Estate Operating Expenses for the year ended December 31, 2013	2012	Change
			(in thousands)		
Office					
510 Madison Avenue	Second Quarter, 2011	Second Quarter, 2012	$ 7,082	$ 6,223	$ 859
One and Two Patriots Park	Second Quarter, 2012 (Phase I) and First Quarter, 2013 (Phase II)	Second Quarter, 2012 (Phase I) and First Quarter, 2013 (Phase II)	4,223	1,381	2,842
300 Binney Street (formerly Seventeen Cambridge Center)	Second Quarter, 2013	Second Quarter, 2013	353		353
250 West 55th Street	Third Quarter, 2013	N/A	1,340		1,340
			$ 12,998	$ 7,604	$ 5,394
Residential					
The Avant at Reston Town Center	Fourth Quarter, 2013	N/A	$ 364	$	$ 364
Total			$ 13,362	$ 7,604	$ 5,758

Depreciation and Amortization Expense

Depreciation and amortization expense for our Properties Placed In-Service Portfolio increased by approximately $4.9 million for the year ended December 31, 2013 compared to 2012.

Properties in Development or Redevelopment Portfolio

At December 31, 2013 and 2012, the Properties in Development or Redevelopment Portfolio consisted primarily of our 601 Massachusetts Avenue property located in Washington, DC.

On April 25, 2013, we commenced development of our 601 Massachusetts Avenue property, which is expected to be completed during the fourth quarter of 2015. Prior to the commencement of development, this building was operational and, during the year ended December 31, 2013 and 2012, had revenue of approximately $2.2 million and $7.1 million, respectively, and operating expenses of approximately $0.4 million and $1.1 million, respectively. In addition, the decrease in depreciation expense of approximately $1.6 million is the result of the property being taken out of service on April 25, 2013 and therefore not incurring a full year of depreciation expense.

Other Operating Income and Expense Items

Residential Net Operating Income

Net operating income for our residential properties increased by approximately $0.8 million for the year ended December 31, 2013 compared to 2012.

The following reflects our occupancy and rate information for The Lofts at Atlantic Wharf, the Residences on The Avenue for the year ended December 31, 2013 and 2012. The Avant at Reston Town Center was partially

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placed in-service during the fourth quarter of 2013 and therefore no statistics on occupancy and rate information are being disclosed.

	The Lofts at Atlantic Wharf			Residences on The Avenue		
	2013	2012	Percentage Change	2013	2012	Percentage Change
Average Physical Occupancy (1)	98.6%	95.8%	2.9%	93.4%	90.0%	3.8%
Average Economic Occupancy (2)	97.6%	92.0%	6.1%	93.0%	89.2%	4.3%
Average Monthly Rental Rate (3)	$ 3,778	$ 3,640	3.8%	$ 3,295	$ 3,213	2.6%
Average Rental Rate Per Occupied Square Foot	$ 4.20	$ 4.08	2.9%	$ 4.04	$ 3.94	2.5%

(1) Average Physical Occupancy is defined as the average number of occupied units divided by the total number of units, expressed as a percentage.

(2) Average Economic Occupancy is defined as total possible revenue less vacancy loss as a percentage of total possible revenue. Total possible revenue is determined by valuing average occupied units at contract rates and average vacant units at Market Rents. Vacancy loss is determined by valuing vacant units at current Market Rents. By measuring vacant units at their Market Rents, Average Economic Occupancy takes into account the fact that units of different sizes and locations within a residential property have different economic impacts on a residential property s total possible gross revenue. Market Rents used by us in calculating Economic Occupancy are based on the current market rates set by the managers of our residential properties based on their experience in renting their residential property s units and publicly available market data. Trends in market rents for a region as reported by others could vary. Market Rents for a period are based on the average Market Rents during that period and do not reflect any impact for cash concessions.

(3) Average Monthly Rental Rates are calculated by us as rental revenue in accordance with GAAP, divided by the weighted monthly average number of occupied units.

Hotel Net Operating Income

Net operating income for the Boston Marriott Cambridge (formerly Cambridge Center Marriott) hotel property increased by approximately $2.1 million for the year ended December 31, 2013 compared to 2012 due primarily to improvements in revenue per available room (REVPAR) and occupancy.

The following reflects our occupancy and rate information for the Boston Marriott Cambridge (formerly Cambridge Center Marriott) hotel for the year ended December 31, 2013 and 2012.

	2013	2012	Percentage Change
Occupancy	79.8%	78.8%	1.3%
Average daily rate	$ 233.95	$ 226.58	3.3%
REVPAR	$ 186.71	$ 178.66	4.5%

Development and Management Services

Development and management services income decreased approximately $4.4 million for the year ended December 31, 2013 compared to 2012. The decrease was due to decreases in development and management fee income of approximately $1.4 million and $3.0 million, respectively. The decrease in development fees is primarily due to a decrease in fees associated with tenant improvement project management. The net

decrease in management fees is due primarily to a decrease in management fees earned from our joint ventures primarily due to the consolidation/acquisition of 767 Fifth Avenue (the General Motors Building) and the Mountain View assets and the sale of 125 West 55th Street in New York City, partially offset by an increase in tenant service income.

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General and Administrative

General and administrative expenses increased approximately $25.2 million for the year ended December 31, 2013 compared to 2012. On March 11, 2013, we announced that Owen D. Thomas would succeed Mortimer B. Zuckerman as our Chief Executive Officer, effective April 2, 2013. Mr. Zuckerman continued to serve as Executive Chairman for a transition period and as of January 1, 2015 Mr. Zuckerman serves as the non-executive Chairman of the Board. In connection with the succession, Mr. Zuckerman entered into a Transition Benefits Agreement with us. The agreement provided that if Mr. Zuckerman remains employed by us through July 1, 2014, he would be entitled to receive, on January 1, 2015, a lump sum cash payment of $6.7 million and an equity award with a targeted value of approximately $11.1 million. The cash payment and equity award vested one-third on each of March 10, 2013, October 1, 2013 and July 1, 2014. As a result, we recognized approximately $13.8 million of compensation expense during the year ended December 31, 2013. We recognized approximately $4.0 million of compensation expense over the remaining vesting period and, accordingly, expensed approximately $4.0 million in 2014. In addition, during the year ended December 31, 2013, we accelerated the remaining approximately $12.9 million of stock-based compensation expense associated with Mr. Zuckerman s unvested long-term equity awards. During the year ended December 31, 2012, we recognized approximately $4.6 million of amortization that occurred prior to the accelerated vesting of the $12.9 million of stock-based compensation expense associated with the Transition Benefits Agreement. The remaining increase was primarily due to (1) an approximately $2.6 million increase related to the issuance of the 2013 MYLTIP Units and non-qualified stock options, (2) an approximately $1.3 million increase in health insurance costs, (3) an approximately $1.7 million increase in the value of our deferred compensation plan, (4) an approximately $0.8 million increases in taxes and (5) an approximately $3.1 million increase in other general and administrative expenses, which includes compensation expenses. This increase was partially offset by (1) approximately $1.9 million of amortization that occurred for a member of senior management in 2012 that did not recur in 2013 due to the fact that this person reached retirement age and therefore became fully vested in time-based equity awards and we no longer recognized expense on a quarterly basis and (2) our recognition of approximately $4.5 million of expense during the first quarter of 2012 in connection with the resignation of E. Mitchell Norville, our Chief Operating Officer, on February 29, 2012, which did not recur in 2013.

We have modified the presentation of expenses to operate our San Francisco and Princeton regional offices to reflect the growing activity in our San Francisco region and to have a consistent presentation across our company. These expenses, which totaled approximately $8.1 million and $7.7 million for the year ended December 31, 2013 and 2012, respectively, were previously included in Rental Operating Expenses and are now included in General and Administrative Expenses for all periods presented.

Wages 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 the useful lives of the real estate. Capitalized wages for the year ended December 31, 2013 and 2012 were approximately $12.8 million and $12.7 million, respectively. These costs are not included in the general and administrative expenses discussed above.

Transaction Costs

During the year ended December 31, 2013 we incurred approximately $1.7 million of transaction costs of which approximately $0.6 million related to the acquisition of the Mountain View Research Park and Mountain View Technology Park properties in Mountain View, California, approximately $0.4 million related to Salesforce Tower in San Francisco, California, approximately $0.5 million related to transaction costs for transactions in New York City and approximately $0.2 million related to the pursuit of other transactions.

During the year ended December 31, 2012, we incurred approximately $3.7 million of transaction pursuit costs of which approximately $0.6 million related to the acquisition of 680 Folsom Street in San Francisco, California, approximately $0.5 million related to the acquisition of Fountain Square in Reston, Virginia,

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approximately $0.3 million related to the forming of a joint venture to pursue the acquisition of land in San Francisco, California to construct the Salesforce Tower, approximately $0.6 million related to the acquisition of 100 Federal Street in Boston, Massachusetts and approximately $1.7 million related to the pursuit of other transactions.

Impairment Loss

On March 28, 2013, we executed a binding contract for the sale of our 303 Almaden Boulevard property located in San Jose, California for a sale price of $40.0 million. The pending sale of this asset caused us to evaluate our strategy for development of the adjacent Almaden land parcel which can accommodate approximately 840,000 square feet of office development. Based on a shorter than expected hold period, we reduced the carrying value of the land parcel to its fair market value and recognized an impairment loss of approximately $8.3 million during the three months ended March 31, 2013.

Other Income and Expense Items

Income from Unconsolidated Joint Ventures

For the year ended December 31, 2013 compared to 2012, income from unconsolidated joint ventures increased by approximately $26.0 million due primarily to (1) an increase of approximately $41.1 million in our share of net income from the sale of 125 West 55th Street on May 30, 2013 and (2) an increase of approximately $11.3 million in our share of net income from the sale of the Eighth Avenue and 46th Street project in New York City partially offset by the following: (1) an approximately $21.0 million decrease in our share of net income from 767 Fifth Avenue (the General Motors Building) related to the consolidation on June 1, 2013 and termination income that was received during 2012 that did not recur in 2013, (2) an approximately $3.2 million decrease in our share of net income from 540 Madison Avenue due to lease expirations, (3) an approximately $1.1 million decrease in our share of net income from the Value-Added Fund due to our acquisition of the Mountain View assets on April 10, 2013 which includes approximately $0.2 million of gain recognized during 2012 related to the sale of 300 Billerica Road in Chelmsford, Massachusetts and (4) an approximately $1.1 million decrease in our share of net income from our other unconsolidated joint ventures.

On July 19, 2013, a joint venture in which we have a 50% interest completed the sale of its Eighth Avenue and 46th Street project located in New York City for an imputed sale price of $45.0 million. Eighth Avenue and 46th Street is comprised of an assemblage of land parcels and air-rights. Net cash proceeds to us totaled approximately $21.8 million, after the payment of transaction costs. The joint venture had previously recognized an impairment loss on the property. As a result, the joint venture recognized a gain on sale of real estate totaling approximately $12.6 million, of which our share was approximately $11.3 million.

On May 31, 2013, our two joint venture partners in 767 Venture, LLC (the entity that owns 767 Fifth Avenue (the General Motors Building) in New York City) transferred all of their interests in the joint venture to third parties. In connection with the transfer, we and our new joint venture partners modified our relative decision making authority and consent rights with respect to the joint venture s assets and operations. These changes resulted in us having sufficient financial and operating control over 767 Venture, LLC such that we now account for the assets, liabilities and operations of 767 Venture, LLC on a consolidated basis in our financial statements instead of under the equity method of accounting. Our ownership interest in 767 Venture, LLC remained unchanged at 60%. Due to the consolidation effective June 1, 2013, only five months of activity are being shown for the year ended December 31, 2013 compared to a full year in 2012 resulting in a decrease in income from unconsolidated joint ventures of approximately $9.2 million. In aggregate, the total decrease, which includes the termination income detailed below, and the decrease in income due to consolidation is approximately $21.0 million for the year ended December 31, 2013 compared to 2012.

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On May 14, 2012, an unconsolidated joint venture in which we have a 60% interest entered into a lease termination agreement with an existing tenant at 767 Fifth Avenue (the General Motors Building) in New York City. Under the agreement, the tenant terminated early its lease for approximately 36,000 square feet at the building and is responsible for certain payments to the unconsolidated joint venture aggregating approximately $28.4 million through May 1, 2014 (of which our share is approximately $17.0 million). As a result of the termination, we recognized termination income totaling approximately $11.8 million (which is net of the write-off of the accrued straight-line rent balance) during the year ended ended December 31, 2012.

On May 30, 2013, a joint venture in which we have a 60% interest completed the sale of its 125 West 55th Street property located in New York City for a sale price of $470.0 million, including the assumption by the buyer of the mortgage loan collateralized by the property totaling approximately $198.6 million. The mortgage loan bore interest at a fixed rate of 6.09% per annum and was scheduled to mature on March 10, 2020. Net cash proceeds totaled approximately $253.7 million, of which our share was approximately $152.2 million, after the payment of transaction costs. 125 West 55th Street is a Class A office property totaling approximately 588,000 net rentable square feet. We had previously recognized an impairment loss on our investment in the unconsolidated joint venture. As a result, we recognized a gain on sale of real estate totaling approximately $43.2 million. Due to the sale on May 30, 2013, only five months of activity are being shown for the year ended December 31, 2013 compared to a full year in 2012 resulting in a decrease in income from unconsolidated joint ventures of approximately $2.1 million.

On April 10, 2013, we acquired the Mountain View Research Park and Mountain View Technology Park properties from the Value-Added Fund for an aggregate net purchase price of approximately $233.1 million. Prior to the acquisition, our ownership interest in the properties was approximately 39.5%. As a result of the acquisition, we owned 100% of the properties and accounted for them on a consolidated basis. Due to the acquisition, the Value-Added Fund, excluding the gain on the sale of 300 Billerica Road in Chelmsford, Massachusetts, contributed an approximately $1.3 million loss to our share of the income for the year ended December 31, 2013 compared to 2012.

For the consolidated operating results for 767 Fifth Avenue (the General Motors Building), Mountain View Research Park and Mountain View Technology Park refer to *Results of Operations Properties Acquired Portfolio* within *Item 7 Management s Discussion and Analysis of Financial Condition and Results of Operations.*

Gains on Consolidation of Joint Ventures

On April 10, 2013, we acquired the Mountain View Research Park and Mountain View Technology Park properties from our Value-Added Fund for an aggregate purchase price of approximately $233.5 million. Prior to the acquisition, our ownership interest in the properties was approximately 39.5%. As a result of the acquisition, we own 100% of the properties and account for them on a consolidated basis. During the year ended December 31, 2013, we recognized a gain on consolidation totaling approximately $26.5 million.

On May 31, 2013, our two joint venture partners in 767 Venture, LLC (the entity that owns 767 Fifth Avenue (the General Motors Building) in New York City) transferred all of their interests in the joint venture to third parties. In connection with the transfer, we and our new joint venture partners modified our relative decision making authority and consent rights with respect to the joint venture s assets and operations. These changes resulted in us having sufficient financial and operating control over 767 Venture, LLC such that we now account for the assets, liabilities and operations of 767 Venture, LLC on a consolidated basis in our financial statements instead of under the equity method of accounting. Our ownership interest in 767 Venture, LLC remained unchanged at 60%. During the year ended December 31, 2013, we recognized a non-cash gain on our investment of approximately $359.5 million. The gain on consolidation resulted from us recognizing the assets, liabilities and equity (including noncontrolling interests) of the joint venture at fair value on the date of consolidation resulting in the recognition of a gain on consolidation equal to the difference between the fair value

of our equity interest totaling approximately $721.3 million (as reflected in the business combination table appearing in Note 3 to the Consolidated Financial Statements) and the carrying value of our previously held equity interest totaling approximately $361.8 million. The fair value was determined based on the purchase price paid by the new joint venture partners through a sales process managed by a major New York City sales brokerage firm.

Interest and Other Income

Interest and other income decreased approximately $1.8 million for the year ended December 31, 2013 compared to 2012, of which $1.1 million was related to an insurance claim that we received during 2012 that did not recur in 2013 and the remaining decrease of approximately $0.7 million related to interest income. The decrease in interest income was due primarily to interest income that we recognized related to the loans that we made to our Value-Added Fund. On April 10, 2013 we acquired the Mountain View properties from the Value-Added Fund and the loans were repaid. The loans to the Value-Added Fund had been reflected in Related Party Note Receivable on our Consolidated Financial Statements.

Gains from Investments in Securities

Gains from investments in securities for the year ended December 31, 2013 and 2012 related to investments that we have made to reduce our market risk relating to a deferred compensation plan that we maintain for our officers. Under this deferred compensation plan, each officer who is eligible to participate is permitted to defer a portion of the officer s current income on a pre-tax basis and receive a tax-deferred return on these deferrals based on the performance of specific investments selected by the officer. In order to reduce our market risk relating to this plan, we typically acquire, in a separate account that is not restricted as to its use, similar or identical investments as those selected by each officer. This enables us to generally match our liabilities to our officers under the deferred compensation plan with equivalent assets and thereby limit our market risk. The performance of these investments is recorded as gains from investments in securities. During the year ended December 31, 2013 and 2012, we recognized gains of approximately $2.9 million and $1.4 million, respectively, on these investments. By comparison, our general and administrative expense increased by approximately $2.9 million and $1.3 million during the year ended December 31, 2013 and 2012, respectively, as a result of increases in our liability under our deferred compensation plan that were associated with the performance of the specific investments selected by our officers participating in the plan.

Gains (Losses) from Early Extinguishments of Debt

For the year ended December 31, 2013, we had a gain from early extinguishments of debt of approximately $0.1 million due to the following transactions:

On April 15, 2013, we announced that holders of our Operating Partnership s 3.75% Exchangeable Senior Notes due 2036 (the Notes) had the right to surrender their Notes for purchase by our Operating Partnership (the Put Right) on May 18, 2013. On April 15, 2013, we also announced that our Operating Partnership issued a notice of redemption to the holders of the Notes to redeem, on May 18, 2013 (the Redemption Date), all of the Notes outstanding on the Redemption Date. In connection with the notice of redemption, holders of the Notes had the right to exchange their Notes on or prior to May 16, 2013. Notes with respect to which the Put Right was not exercised and that were not surrendered for exchange on or prior to May 16, 2013, were redeemed by our Operating Partnership at a redemption price equal to 100% of the principal amount of the Notes plus accrued and unpaid interest thereon to, but excluding, the Redemption Date. Based on final information provided to our Operating Partnership by the trustee for the Notes, no Notes were validly tendered and accepted for purchase in the Put Right. Pursuant to the notice of redemption, an aggregate principal amount of $990,000 of the Notes was redeemed on May 18, 2013. The remaining aggregate principal amount

of $449,010,000 of the Notes was surrendered for exchange and, in addition to the repayment of the principal in cash, we issued an aggregate of

419,116 shares of our common stock in exchange for the Notes. We recognized a loss on early extinguishment of debt totaling approximately $0.1 million consisting of transaction costs.

On April 1, 2013, we used available cash to repay the mortgage loan collateralized by our 140 Kendrick Street property located in Needham, Massachusetts totaling approximately $47.6 million. The mortgage loan bore interest at a fixed rate of 7.51% per annum and was scheduled to mature on July 1, 2013. There was no prepayment penalty. We recognized a gain on early extinguishment of debt totaling approximately $0.3 million related to the acceleration of the remaining balance of the historical fair value debt adjustment, which was the result of purchase accounting.

For the year ended December 31, 2012, we had a loss from early extinguishments of debt of approximately $4.5 million due to the following transactions:

On September 4, 2012, we used available cash to repay the mortgage loan collateralized by our Sumner Square property located in Washington, DC totaling approximately $23.2 million. The mortgage financing bore interest at a fixed rate of 7.35% per annum and was scheduled to mature on September 1, 2013. We recognized a loss on early extinguishment of debt totaling approximately $0.3 million, which included a prepayment penalty totaling approximately $0.2 million associated with the early repayment.

On August 24, 2012, our Operating Partnership used available cash to redeem the remaining $225.0 million in aggregate principal amount of its 6.25% senior notes due 2013. The redemption price was determined in accordance with the applicable indenture and totaled approximately $231.6 million. The redemption price included approximately $1.5 million of accrued and unpaid interest to, but not including, the redemption date. Excluding such accrued and unpaid interest, the redemption price was approximately 102.25% of the principal amount being redeemed. We recognized a loss on early extinguishment of debt totaling approximately $5.2 million, which amount included the payment of the redemption premium totaling approximately $5.1 million.

On April 2, 2012, we used available cash to repay the mortgage loan collateralized by our One Freedom Square property located in Reston, Virginia totaling $65.1 million. The mortgage financing bore interest at a fixed rate of 7.75% per annum and was scheduled to mature on June 30, 2012. There was no prepayment penalty. We recognized a gain on early extinguishment of debt totaling approximately $0.3 million related to the acceleration of the remaining balance of the historical fair value debt adjustment, which was the result of purchase accounting.

On March 12, 2012, we used available cash to repay the mortgage loan collateralized by our Bay Colony Corporate Center property located in Waltham, Massachusetts totaling $143.9 million. The mortgage financing bore interest at a fixed rate of 6.53% per annum and was scheduled to mature on June 11, 2012. There was no prepayment penalty. We recognized a gain on early extinguishment of debt totaling approximately $0.9 million related to the acceleration of the remaining balance of the historical fair value debt adjustment, which was the result of purchase accounting.

In connection with the repurchase and redemption in February 2012 of our Operating Partnership s 2.875% Exchangeable Senior Notes due 2037, we recognized a loss on early extinguishment of debt of approximately $0.1 million related to the expensing of transaction related costs.

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Interest Expense

Interest expense for the Total Property Portfolio increased approximately $35.9 million for the year ended December 31, 2013 compared to 2012 as detailed below:

Component	Change in interest expense for the year ended December 31, 2013 compared to December 31, 2012 (in thousands)
Increases to interest expense due to:	
Interest associated with the consolidation of the $1.6 billion of debt outstanding for 767 Fifth Avenue (the General Motors Building)	$ 31,397
Issuance of $1.0 billion in aggregate principal of our Operating Partnership s 3.850% senior notes due 2023 on June 11, 2012	17,173
Partner s share of the interest for the outstanding Outside Members Notes Payable for 767 Fifth Avenue (the General Motors Building)	16,044
Issuance of $700 million in aggregate principal of our Operating Partnership s 3.800% senior notes due 2024 on June 27, 2013	13,634
Issuance of $500 million in aggregate principal of our Operating Partnership s 3.125% senior notes due 2023 on April 11, 2013	11,514
New mortgage/properties placed in-service financings	4,572
Total increases to interest expense	$ 94,334
Decreases to interest expense due to:	
Increase in capitalized interest	$ (23,873)
Repurchases/redemption/exchange of $450.0 million in aggregate principal of our Operating Partnership s 3.75% exchangeable senior notes due 2036	(10,594)
Redemption of $225.0 million in aggregate principal of our Operating Partnership s 6.25% senior notes due 2013	(8,014)
Repayment of mortgage financings	(6,418)
Interest expense associated with the accretion of the adjustment for the equity component allocation of our unsecured exchangeable debt	(6,004)
Repurchases/redemption of $576.2 million in aggregate principal of our Operating Partnership s 2.875% exchangeable senior notes due 2037	(3,053)
Other interest expense (excluding senior notes)	(468)
Total decreases to interest expense	$ (58,424)
Total change in interest expense	$ 35,910

The following property is included in the new mortgages/properties placed in-service financings line item: Fountain Square. The following properties are included in the repayment of mortgage financings line item: Bay Colony Corporate Center, One Freedom Square, Sumner Square, Kingstowne One and 140 Kendrick Street. As properties are placed in-service, we cease capitalizing interest and interest is then expensed.

Interest expense directly related to the development of rental properties is not included in our operating results. These costs are capitalized and included in real estate assets on our Consolidated Balance Sheets and amortized over the useful lives of the real estate. Interest capitalized for the year ended December 31, 2013 and 2012 was approximately $68.2 million and $44.3 million, respectively. These costs are not included in the interest expense referenced above.

At December 31, 2013, our variable rate debt consisted of our Operating Partnership s $1.0 billion Unsecured Line of Credit, of which no amount was outstanding at December 31, 2013.

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Discontinued Operations

On December 20, 2013, we completed the sale of our 10 & 20 Burlington Mall Road property located in Burlington, Massachusetts for a sale price of approximately $30.0 million. Net cash proceeds totaled approximately $29.4 million, resulting in a gain on sale of approximately $20.5 million. 10 & 20 Burlington Mall Road consists of two Class A office properties aggregating approximately 152,000 net rentable square feet. The operating results of the property through the date of sale have been classified as discontinued operations on a historical basis for all periods presented.

On December 20, 2013, we completed the sale of our One Preserve Parkway property located in Rockville, Maryland for a sale price of approximately $61.3 million. Net cash proceeds totaled approximately $59.9 million, resulting in a gain on sale of approximately $5.9 million. One Preserve Parkway is a Class A office property totaling approximately 184,000 net rentable square feet. The operating results of the property through the date of sale have been classified as discontinued operations on a historical basis for all periods presented.

On August 22, 2013, we completed the sale of our 1301 New York Avenue property located in Washington, DC for a net contract sale price of approximately $121.7 million. After adjusting for outstanding lease and other transaction costs assumed by the buyer, the gross sale price was approximately $135.0 million. Net cash proceeds totaled approximately $121.5 million, resulting in a gain on sale of approximately $86.4 million. 1301 New York Avenue is a Class A office property totaling approximately 201,000 net rentable square feet. The operating results of the property through the date of sale have been classified as discontinued operations on a historical basis for all periods presented.

On June 28, 2013, we completed the sale of our 303 Almaden Boulevard property located in San Jose, California for a sale price of $40.0 million. Net cash proceeds totaled approximately $39.3 million. 303 Almaden Boulevard is a Class A office property totaling approximately 158,000 net rentable square feet. Because we entered into the related purchase and sale agreement on March 28, 2013 and the carrying value of the property exceeded its net sale price, we recognized an impairment loss totaling approximately $3.2 million during the three months ended March 31, 2013. As a result, there was no loss on sale of real estate recognized during the year ended December 31, 2013. The impairment loss and operating results of this property have been classified as discontinued operations on a historical basis for all periods presented.

On February 20, 2013, the foreclosure sale of our Montvale Center property was ratified by the court. As a result of the ratification, the mortgage loan totaling $25.0 million was extinguished and the related obligations were satisfied with the transfer of the real estate resulting in the recognition of a gain on forgiveness of debt totaling approximately $20.2 million during the year ended December 31, 2013. The operating results of the property through the date of ratification have been classified as discontinued operations on a historical basis for all periods presented.

On May 17, 2012, we completed the sale of our Bedford Business Park properties located in Bedford, Massachusetts for approximately $62.8 million in cash. Net cash proceeds totaled approximately $62.0 million, resulting in a gain on sale of approximately $36.9 million. Bedford Business Park is comprised of two Office/Technical buildings and one Class A office building aggregating approximately 470,000 net rentable square feet. The operating results of the property through the date of sale have been classified as discontinued operations on a historical basis for all periods presented.

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Noncontrolling interests in property partnerships

Noncontrolling interests in property partnerships decreased by approximately $2.4 million for the year ended December 31, 2013 compared to 2012 as detailed below:

Property	Date of Consolidation	Partners noncontrolling interest for the year ended December 31, 2013	2012	Change
		(in thousands)		
505 9th Street	October 1, 2007	$ 2,423	$ 1,989	$ 434
Fountain Square	October 4, 2012	6,636	1,803	4,833
767 Fifth Avenue (the General Motors Building)	May 31, 2013	(13,531)		(13,531)
Times Square Tower	October 9, 2013	5,819		5,819
		$ 1,347	$ 3,792	$ (2,445)

Noncontrolling Interest Common Units of the Operating Partnership

Noncontrolling interest common units of the Operating Partnership increased by approximately $40.0 million for the year ended December 31, 2013 compared to 2012 due to a increase in allocable income partially offset by a decrease in the noncontrolling interest s ownership percentage.

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 dividend requirements on our Series B Preferred Stock;
- redeem our Operating Partnership s Series Four Preferred Units:
- 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:

- cash flow from operations;
- distribution of cash flows from joint ventures;
- cash and cash equivalent balances;
- issuances of our equity securities and/or additional preferred or common units of partnership interest in our Operating Partnership;
- our Operating Partnership s Unsecured Line of Credit or other short-term bridge facilities;
- construction loans;
- long-term secured and unsecured indebtedness (including unsecured exchangeable indebtedness); and
- sales of real estate.

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We draw on multiple financing sources to fund our long-term capital needs. Our current consolidated development properties are expected to be funded with our available cash balances. Our Operating Partnership s Unsecured Line of Credit is utilized primarily as a bridge facility to fund acquisition opportunities, refinance outstanding indebtedness and meet short-term development and working capital needs. Although we generally seek to fund our development projects with construction loans, which may be guaranteed by our Operating Partnership, the financing for each particular project ultimately depends on several factors, including, among others, the project s size and duration, the extent of pre-leasing and our available cash and access to cost effective capital at the given time.

The following table presents information on properties under construction as of December 31, 2014 (dollars in thousands):

Construction Properties	Estimated Stabilization Date	Location	# of Buildings	Square feet	Investment to Date(1)	Estimated Total Investment(1)	Percentage Leased(2)
Annapolis Junction Building Seven (50% ownership) (3)	Third Quarter, 2015	Annapolis, MD	1	125,000	$ 14,588	$ 17,500	100%
690 Folsom Street (4)	Fourth Quarter, 2015	San Francisco, CA	1	25,000	13,271	17,900	58%
Prudential Retail Expansion	Fourth Quarter, 2015	Boston, MA		15,000	336	10,330	%
804 Carnegie Center	First Quarter, 2016	Princeton, NJ	1	130,000	11,178	45,500	100%
Annapolis Junction Building Eight (50% ownership) (3)	First Quarter, 2016	Annapolis, MD	1	125,000	11,651	18,500	%
99 Third Avenue Retail	Second Quarter, 2016	Waltham, MA	1	16,500	10,508	16,900	84%
535 Mission Street (5)	Third Quarter, 2016	San Francisco, CA	1	307,000	176,792	215,000	66%
10 CityPoint	Second Quarter, 2017	Waltham, MA	1	245,000	24,713	100,400	74%
601 Massachusetts Avenue	Fourth Quarter, 2017	Washington, DC	1	478,000	228,910	360,760	83%
888 Boylston Street	Fourth Quarter, 2017	Boston, MA	1	425,000	35,932	271,500	36%
Salesforce Tower (95% ownership)	First Quarter, 2019	San Francisco, CA	1	1,400,000	348,924	1,073,500	51%
Total Properties under Construction			10	3,291,500	$ 876,803	$ 2,147,790	59%

(1) Represents our share. Includes net revenue during lease up period, acquisition expenses and approximately $67.4 million of construction cost and leasing commission accruals.
(2) Represents percentage leased as of February 23, 2015, including leases with future commencement dates.
(3) This development project has a construction loan.
(4) As of February 23, 2015, this property was 58% placed in-service.
(5) As of February 23, 2015, this property was 31% placed in-service.

Contractual rental revenue, recoveries from tenants, other income from operations, available cash balances and draws on our Operating Partnership s 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 enable us to maintain our REIT qualification. We seek to maximize 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 property management, leasing, and development and construction businesses, as well as the sale of assets from time to time. 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 dividends and distributions, debt service payments and tenant improvements. In addition, a material adverse change in the cash provided by our operations may affect our ability to comply with the financial covenants under our Operating Partnership s Unsecured Line of Credit and unsecured senior notes.

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Our primary use of capital will be the completion of our ongoing developments, which, through 2019, have remaining costs to fund of approximately $1.3 billion. We believe that our strong liquidity, including available cash as of February 23, 2015 of approximately $1.1 billion, which includes approximately $342.2 million of restricted cash which is being held for possible investment in a like-kind exchange in accordance with Section 1031 of the Internal Revenue Code, the approximately $983.5 million available under our Operating Partnership s Unsecured Line of Credit and proceeds from potential asset sales provide sufficient capacity to meet our debt obligations and fund our remaining capital requirements on existing development projects and pursue additional attractive investment opportunities. We also have full availability under our $600 million ATM program. Given the relatively low interest rates currently available to us in the debt markets, we may seek to enhance our liquidity in the future, which may result in us carrying additional cash and cash equivalents pending our Operating Partnership s use of the proceeds, and we have entered and may consider entering into derivatives to hedge the interest rate risk associated with one or more future financings (See Note 20 to the Consolidated Financial Statements). We also may consider the early refinancing of our mortgages that expire in 2016 and 2017 which have a relatively high weighted-average coupon/stated interest rate of 5.9%, even though we may be obligated to pay prepayment charges. In order to reduce future cash interest payments, as well as future amounts due at maturity or upon redemption, we may also, 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.

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 (excluding capital gains and with certain other adjustments). Our policy is to distribute at least 100% of our taxable income, including capital gains, to avoid paying federal tax. On December 2, 2013, we announced that our Board of Directors declared a special cash dividend of $2.25 per common share payable on January 29, 2014 to shareholders of record as of the close of business on December 31, 2013. The decision to declare a special dividend was primarily a result of the sale of a 45% interest in our Times Square Tower property in October 2013. The Board of Directors did not make any change in our policy with respect to regular quarterly dividends. Holders of common units of limited partnership interest in Boston Properties Limited Partnership, our Operating Partnership, as of the close of business on December 31, 2013 received the same distribution on January 29, 2014. On December 8, 2014, we announced that our Board of Directors declared a special cash dividend of $4.50 per common share payable on January 28, 2015 to shareholders of record as of the close of business on December 31, 2014. The decision to declare a special dividend was primarily a result of the taxable gains associated with the sale of approximately $2.3 billion of assets during 2014 partially offset by our election to deduct costs that were capitalized in prior years that may now be deducted under the new Tangible Property Regulations, discussed below. The Board of Directors did not make any change in our policy with respect to regular quarterly dividends. Holders of common units of limited partnership interest in Boston Properties Limited Partnership, our Operating Partnership, as of the close of business on December 31, 2014 received the same distribution on January 28, 2015. Our Board of Directors will continue to evaluate our dividend rate in light of our actual and projected taxable income, liquidity requirements and other circumstances, and there can be no assurance that the future dividends declared by our Board of Directors will not differ materially.

Application of Recent Regulations

In September 2013, the Internal Revenue Service released final regulations governing when taxpayers like us must capitalize and depreciate costs for acquiring, maintaining, repairing and replacing tangible property and when they can deduct such costs. These final regulations are effective for tax years beginning on or after January 1, 2014. These regulations permitted us to deduct certain types of expenditures that were previously

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required to be capitalized by us. They also allowed us to make a one-time election to immediately deduct certain amounts that were capitalized in previous years that are not required to be capitalized under the new regulations. We analyzed how the application of the new regulations affects our business and decided to make the election for the 2014 tax year. Although such an election had an immaterial impact on our GAAP financial statements or Funds from Operations, it materially reduced our taxable income and therefore our dividend payout requirements under applicable REIT tax regulations for 2014. It also could have an impact on our dividend payout requirements in future years, as the amounts deducted in 2014 will no longer be depreciated over time, and amounts expended and deducted in future periods will vary, potentially resulting in more variation in our distribution requirement from year to year depending on our annual cost of now-deductible expenditures that previously would have been capitalized. Although we made the election for tax year 2014, there can be no assurance concerning the impact, if any, on the dividends declared by our Board of Directors in future taxable years.

Sales

To the extent that we sell assets at a gain 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 $1.8 billion and $2.4 billion at December 31, 2014 and 2013, respectively, representing an decrease of approximately $0.6 billion. The following table sets forth changes in cash flows:

	Year ended December 31,		
	2014	2013	Increase (Decrease)
		(in thousands)	
Net cash provided by operating activities	$ 695,553	$ 777,926	$ (82,373)
Net cash used in investing activities	(665,124)	(532,640)	(132,484)
Net cash provided by (used in) financing activities	(632,487)	1,077,873	(1,710,360)

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 6.8 years with occupancy rates historically in the range of 91% to 94%. Our properties generate 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.

For the year ended December 31, 2014, our total dividend payments exceeded our cash flow from operating activities due to the special dividend which was declared in December 2013 and paid to common stockholders and common unitholders of our Operating Partnership in January 2014. The cash flows distributed were

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primarily a result of the sale of a 45% interest in our Times Square Tower property in October 2013 and were included as part of cash flows provided by financing activities. Dividends will generally exceed cash flows from operating activities during periods in which we sell significant real estate assets and the distribution of gains occurs in a different period.

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 to enhance or maintain their market position. Cash used in investing activities for the year ended December 31, 2014 and 2013 consisted primarily of funding our development projects, acquisitions and the proceeds from the sales of real estate, as detailed below:

	Year ended December 31,	
	2014	2013
	(in thousands)	
Acquisitions of real estate	$ (4,670)	$ (522,900)
Construction in progress	(405,942)	(396,835)
Building and other capital improvements	(82,479)	(73,821)
Tenant improvements	(106,003)	(105,425)
Proceeds from sales of real estate	419,864	250,078
Proceeds from sales of real estate and sales of interests in property partnerships placed in escrow	(1,912,347)	
Proceeds from sales of real estate and sales of interests in property partnerships released from escrow	1,478,794	
Cash recorded upon consolidation		79,468
Issuance of notes receivable, net		12,491
Capital contributions to unconsolidated joint ventures	(52,052)	
Capital distributions from unconsolidated joint ventures	1,491	225,862
Investments in securities, net	(1,780)	(1,558)
Net cash used in investing activities	$ (665,124)	$ (532,640)

Cash used in investing activities changed primarily due to the following:

On February 6, 2013, we completed the acquisition of 535 Mission Street, a development site, in San Francisco, California for an aggregate purchase price of approximately $71.0 million in cash, including work completed and materials purchased to date.

On March 26, 2013, the consolidated joint venture in which we have a 95% interest completed the acquisition of a land parcel in San Francisco, California which will support a 61-story, 1.4 million square foot office Salesforce Tower. The purchase price for the land was approximately $192.0 million.

On March 29, 2013, we completed the acquisition of a parcel of land located in Reston, Virginia for a purchase price of approximately $27.0 million.

On April 10, 2013, we acquired the Mountain View Research Park and Mountain View Technology Park properties from our Value-Added Fund for an aggregate net purchase price of approximately $233.1 million. Mountain View Research Park is a 16-building complex of Office/Technical properties aggregating approximately 604,000 net rentable square feet. Mountain View Technology Park is a seven-building complex of Office/Technical properties aggregating approximately 135,000 net rentable square

feet. In conjunction with the acquisition, the Value-Added Fund repaid the Mountain View Research Park and Mountain View Technology Park properties outstanding loans payable to our Operating Partnership totaling approximately $8.6 million and $3.7 million, respectively.

On November 6, 2014, we entered into an option agreement pursuant to which we have been granted an option to purchase real property located at 425 Fourth Street in San Francisco, California. In connection with the execution of the agreement, we paid a non-refundable option payment to the current owner of

$1.0 million. We intend to pursue the entitlements necessary to develop the property. The purchase price has not been determined and is dependent on the entitlements obtained. There can be no assurance that we will be successful in obtaining the desired entitlements or that we will ultimately determine to exercise the option.

On November 12, 2014, we completed the acquisition of a parcel of land at 804 Carnegie Center in Princeton, New Jersey for a purchase price of approximately $3.7 million. 804 Carnegie Center is a build-to-suit project with approximately 130,000 net rentable square feet of Class A office space which is currently under construction. We expect that the building will be complete and available for occupancy during the first quarter of 2016.

Construction in progress for the year ended December 31, 2013 includes expenditures associated with our continued development and redevelopment of The Avant at Reston Town Center, 250 West 55th Street, 680 Folsom Street, 535 Mission Street, 601 Massachusetts Avenue, 804 Carnegie Center and Salesforce Tower and expenditures associated with Two Patriots Park, 300 Binney Street (formerly Seventeen Cambridge Center) and the Kendall Center Connector (formerly Cambridge Center Connector), which were fully placed in-service during the year ended December 31, 2013. Construction in progress for the year ended December 31, 2014 includes ongoing expenditures associated with The Avant at Reston Town Center, 250 West 55th Street, 680 Folsom Street, 535 Mission Street and 690 Folsom Street which were fully or partially placed in-service during the year ended December 31, 2014. In addition, we incurred costs associated with our continued development of 601 Massachusetts Avenue, 804 Carnegie Center, Salesforce Tower, 888 Boylston Street, 10 CityPoint, 99 Third Avenue Retail and the Prudential Center retail expansion.

On June 28, 2013, we completed the sale of our 303 Almaden Boulevard property located in San Jose, California for a sale price of $40.0 million. Net cash proceeds totaled approximately $39.3 million.

On August 22, 2013, we completed the sale of our 1301 New York Avenue property located in Washington, DC for a net contract sale price of approximately $121.7 million. After adjusting for outstanding lease and other transaction costs assumed by the buyer, the gross sale price was approximately $135.0 million. Net cash proceeds totaled approximately $121.5 million.

On December 20, 2013, we completed the sale of our 10 & 20 Burlington Mall Road property located in Burlington, Massachusetts for a sale price of approximately $30.0 million. Net cash proceeds totaled approximately $29.4 million.

On December 20, 2013, we completed the sale of our One Preserve Parkway property located in Rockville, Maryland for a sale price of approximately $61.3 million. Net cash proceeds totaled approximately $59.9 million.

On July 29, 2014, we completed the sale of our Mountain View Technology Park properties and Mountain View Research Park Building Sixteen property located in Mountain View, California for an aggregate sale price of approximately $90.6 million. Net cash proceeds totaled approximately $90.6 million. As of December 31, 2014, we have placed in escrow approximately $90.2 million of the proceeds, which are being held for possible investment in a like-kind exchange in accordance with Section 1031 of the Internal Revenue Code.

On August 20, 2014, a portion of the land parcel at our One Reston Overlook property located in Reston, Virginia was taken by eminent domain. Net cash proceeds totaled approximately $2.6 million.

On August 22, 2014, we completed the sale of a parcel of land within our Broad Run Business Park property located in Loudoun County, Virginia for a sale price of approximately $9.8 million. Net cash proceeds totaled approximately $9.7 million. The parcel is an approximately 15.5 acre land parcel subject to a ground lease that was scheduled to expire on October 31, 2048 with a tenant that exercised its purchase option under the ground lease. As of December 31, 2014, we have placed in escrow approximately $9.7 million of the proceeds, which are being held for possible investment in a like-kind exchange in accordance with Section 1031 of the Internal Revenue Code.

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On October 2, 2014, we completed the sale of Patriots Park located in Reston, Virginia for a gross sale price of $321.0 million. Patriots Park consists of three Class A office properties aggregating approximately 706,000 net rentable square feet. Net cash proceeds totaled approximately $319.1 million. As of December 31, 2014, we have placed in escrow approximately $320.2 million of the proceeds, which are being held for possible investment in a like-kind exchange in accordance with Section 1031 of the Internal Revenue Code.

On October 24, 2014, we completed the sale of a parcel of land at 130 Third Avenue in Waltham, Massachusetts that is permitted for 129,000 square feet for a sale price of approximately $14.3 million. Net cash proceeds totaled approximately $13.6 million. As of December 31, 2014, we have placed in escrow approximately $13.6 million of the proceeds, which are being held for possible investment in a like-kind exchange in accordance with Section 1031 of the Internal Revenue Code.

On May 31, 2013, we recorded approximately $79.5 million of cash upon consolidating the joint venture that owns 767 Fifth Avenue (the General Motors Building).

Capital contributions to unconsolidated joint ventures primarily increased due to cash contributions of approximately $39.0 million, $5.4 million and $4.2 million to our 1001 6th Street (formerly known as 501 K Street), Annapolis Junction and North Station (Phase 1 -Air Rights) joint ventures, respectively.

Capital distributions from unconsolidated joint ventures decreased by approximately $224.4 million due to the sale of the Eighth Avenue and 46th Street project and 125 West 55th Street in New York City and the Value-Added Fund selling Mountain View Research and Technology Parks during the year ended December 31, 2013.

Cash used in financing activities for the year ended December 31, 2014 totaled approximately $632.5 million. This consisted primarily of us selling a 45% interest in each of 601 Lexington Avenue in New York City and Atlantic Wharf Office Building and 100 Federal Street in Boston, the repayment at maturity of $747.5 million of 3.625% exchangeable senior notes due 2014, the repayment of $300 million of 5.625% and $250 million of 5.000% unsecured senior notes due in 2015, the payments of regular and special dividends and distributions to our shareholders and unitholders and repayment of secured mortgage debt. Future debt payments are discussed below under the heading Capitalization-Debt Financing.

Capitalization

At December 31, 2014, our total consolidated debt was approximately $9.9 billion. The GAAP weighted-average annual interest rate on our consolidated indebtedness was 4.40% (with a coupon/stated rate of 4.98%) and the weighted-average maturity was approximately 5.0 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 $32.1 billion at December 31, 2014. Our total consolidated market capitalization was calculated using the December 31, 2014 closing stock price of $128.69 per common share and the following: (1) 153,113,945 shares of our common stock, (2) 16,453,670 outstanding common units of partnership interest in our Operating Partnership (excluding common units held by us), (3) an aggregate of 1,496,799 common units issuable upon conversion of all outstanding LTIP Units, assuming all conditions have been met for the conversion of the LTIP Units, (4) 12,667 Series Four Preferred Units of partnership interest in our Operating Partnership multiplied by the fixed liquidation preference of $50 per unit, (5) 80,000 shares (8,000,000 depositary shares, each representing 1/100th of a share) of our 5.25% Series B Cumulative Redeemable Preferred Stock, at a price of $2,500 per share ($25 per depositary share) and (6) our consolidated debt totaling approximately $9.9 billion. Our total consolidated debt, which excludes debt collateralized by our unconsolidated joint ventures, at December 31, 2014, represented approximately 30.84% of our total consolidated market capitalization.

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Following the consolidation of 767 Venture, LLC (the entity that owns 767 Fifth Avenue (the General Motors Building)), effective June 1, 2013, our consolidated debt increased significantly compared to prior periods even though our economic interest in 767 Venture, LLC remained substantially unchanged. As a result, we believe the presentation of total adjusted debt may provide investors with a more complete picture of our share of consolidated and unconsolidated debt. Total adjusted debt is defined as our total consolidated debt, plus our share of unconsolidated joint venture debt, minus our joint venture partners share of consolidated debt, and was approximately $9.1 billion at December 31, 2014. In addition, in light of the difference between our total consolidated debt and our total adjusted debt, we believe that also presenting our total adjusted debt to total adjusted market capitalization ratio may provide investors with a more complete picture of our leverage in relation to the overall size of our company. The calculation of the total adjusted debt to total adjusted market capitalization ratio is the same as consolidated debt to total consolidated market capitalization ratio except that the total adjusted debt balance is used in lieu of the total consolidated debt balance. Our total adjusted debt at December 31, 2014, represented approximately 29.01% of our total adjusted market capitalization

The calculation of total consolidated and adjusted market capitalization does not include 394,590 2012 OPP Units, 313,936 2013 MYLTIP Units and 482,032 2014 MYLTIP Units because, unlike other LTIP Units, they are not earned until certain return thresholds are achieved. These percentages 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 and the adjusted debt to total adjusted 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 *Liquidity and Capital Resources Capitalization Off-Balance Sheet Arrangements Joint Venture Indebtedness* within *Item 7 Management s Discussion and Analysis of Financial Condition and Results of Operations.*

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Debt Financing

As of December 31, 2014, we had approximately $9.9 billion of outstanding consolidated indebtedness, representing approximately 30.84% of our total consolidated market capitalization as calculated above consisting of approximately (1) $5.288 billion (net of discount) in publicly traded unsecured senior notes (excluding exchangeable senior notes) having a GAAP weighted-average interest rate of 4.42% per annum and maturities in 2018, 2019, 2020, 2021, 2023 and 2024; (2) $4.3 billion of property-specific mortgage debt having a GAAP weighted-average interest rate of 4.30% per annum and weighted-average term of 3.2 years and (3) $0.3 million of mezzanine notes payable associated with 767 Fifth Avenue (the General Motors Building), having a GAAP interest rate of 5.53% per annum and maturing in 2017. The table below summarizes our mortgage and mezzanine notes payable, our unsecured senior notes and our Unsecured Line of Credit at December 31, 2014 and December 31, 2013:

	2014	2013
	(Dollars in thousands)	
Debt Summary:		
Balance		
Fixed rate mortgage notes payable	$ 4,309,484	$ 4,449,734
Variable rate mortgage notes payable		
Unsecured senior notes, net of discount	5,287,704	5,835,854
Unsecured exchangeable senior notes, net of discount and adjustment for the equity component allocation		744,880
Unsecured Line of Credit		
Mezzanine notes payable	309,796	311,040
Total	$ 9,906,984	$ 11,341,508
Percent of total debt:		
Fixed rate	100.00%	100.00%
Variable rate	%	%
Total	100.00%	100.00%
GAAP Weighted-average interest rate at end of period:		
Fixed rate	4.40%	4.60%
Variable rate	%	%
Total	4.40%	4.60%
Coupon/Stated Weighted-average interest rate at end of period:		
Fixed rate	4.98%	4.93%
Variable rate	%	%
Total	4.98%	4.93%

Unsecured Line of Credit

On July 26, 2013, our Operating Partnership amended and restated the revolving credit agreement governing its Unsecured Line of Credit, which, among other things, (1) increased the total commitment from $750.0 million to $1.0 billion, (2) extended the maturity date from June 24, 2014 to July 26, 2018 and (3) reduced the per annum variable interest rates and other fees. Our Operating Partnership may increase the total

commitment to $1.5 billion, subject to syndication of the increase and other conditions. At our Operating Partnership s option, loans outstanding under the Unsecured Line of Credit will bear interest at a rate per annum equal to (1), in the case of loans denominated in Dollars, Euro or Sterling, LIBOR or, in the case of loans denominated in Canadian Dollars, CDOR, in each case, plus a margin ranging from 0.925% to 1.70% based on our Operating Partnership s credit rating or (2) an alternate base rate equal to the greatest of (a) the Administrative Agent s prime rate, (b) the Federal Funds rate plus 0.5% or (c) LIBOR for a one month period plus 1.00%, in each case, plus a margin ranging from 0.0% to 0.70% based on our Operating Partnership s credit rating. The Unsecured Line of Credit

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also contains a competitive bid option that allows banks that are part of the lender consortium to bid to make loan advances to our Operating Partnership at a reduced interest rate. In addition, our Operating Partnership is also obligated to pay (1) in quarterly installments a facility fee on the total commitment at a rate per annum ranging from 0.125% to 0.35% based on our Operating Partnership s credit rating and (2) an annual fee on the undrawn amount of each letter of credit equal to the LIBOR margin. Based on our Operating Partnership s current credit rating, the LIBOR and CDOR margin is 1.00%, the alternate base rate margin is 0.0% and the facility fee is 0.15%. Our ability to borrow under our Operating Partnership s 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 one year;
- 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 one year;
- 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 December 31, 2014 and February 23, 2015, we had no borrowings and letters of credit totaling approximately $16.5 million outstanding under the Unsecured Line of Credit, with the ability to borrow approximately $983.5 million.

Unsecured Senior Notes

The following summarizes the unsecured senior notes outstanding as of December 31, 2014 (dollars in thousands):

	Coupon/ Stated Rate	Effective Rate(1)	Principal Amount	Maturity Date(2)
10 Year Unsecured Senior Notes	5.875%	5.967%	$ 700,000	October 15, 2019
10 Year Unsecured Senior Notes	5.625%	5.708%	700,000	November 15, 2020
10 Year Unsecured Senior Notes	4.125%	4.289%	850,000	May 15, 2021
7 Year Unsecured Senior Notes	3.700%	3.853%	850,000	November 15, 2018
11 Year Unsecured Senior Notes	3.850%	3.954%	1,000,000	February 1, 2023
10.5 Year Unsecured Senior Notes	3.125%	3.279%	500,000	September 1, 2023

10.5 Year Unsecured Senior Notes	3.800%	3.916%	700,000	February 1, 2024
Total principal			5,300,000	
Net unamortized discount			(12,296)	
Total			$ 5,287,704	

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

Our unsecured senior notes are redeemable at our option, in whole or in part, at a redemption price equal to the greater of (1) 100% of their principal amount or (2) 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 (or 20 basis points in the case of the $500 million of notes that mature on September 1, 2023, 25 basis points in the case of the $700 million of notes that mature on February 1, 2024, 40 basis points in the case of the $700 million of notes that mature on October 15, 2019 and 30 basis points in the

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case of the $700 million and $850 million of notes that mature on November 15, 2020 and May 15, 2021, respectively), in each case plus accrued and unpaid interest to the redemption date. The indenture under which our unsecured senior 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 greater than 1.50, and (4) unencumbered asset value to be no less than 150% of our unsecured debt. As of December 31, 2014, we believe we were in compliance with each of these financial restrictions and requirements.

Mortgage Notes Payable

The following represents the outstanding principal balances due under the mortgage notes payable at December 31, 2014:

Properties	Stated Interest Rate	GAAP Interest Rate(1)	Stated Principal Amount	Historical Fair Value Adjustment	Carrying Amount	Maturity Date
				(Dollars in thousands)		
767 Fifth Avenue (the General Motors Building)	5.95%	2.44%	$ 1,300,000	$ 121,083	$ 1,421,083(1)(2)(3)(4)	October 7, 2017
599 Lexington Avenue	5.57%	5.41%	750,000		750,000(4)(5)	March 1, 2017
601 Lexington Avenue	4.75%	4.79%	710,932		710,932(6)	April 10, 2022
John Hancock Tower	5.68%	5.05%	640,500	8,608	649,108(1)(4)(7)	January 6, 2017
Embarcadero Center Four	6.10%	7.02%	354,680		354,680(8)	December 1, 2016
Fountain Square	5.71%	2.56%	211,250	8,883	220,133(1)(4)(9)(10)	October 11, 2016
505 9th Street	5.73%	5.87%	118,919		118,919(9)	November 1, 2017
New Dominion Tech Park, Bldg. One	7.69%	7.84%	40,975		40,975	January 15, 2021
Kingstowne Two and Retail	5.99%	5.61%	31,227	137	31,364(1)	January 1, 2016
University Place	6.94%	6.99%	12,290		12,290	August 1, 2021
Total			$ 4,170,773	$ 138,711	$ 4,309,484	

(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 to reflect loans at their fair values upon acquisition or consolidation. All adjustments to reflect loans at their fair value upon acquisition or consolidation are noted above.
(2) This property is owned by a consolidated joint venture in which we have a 60% interest.
(3) 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 December 31, 2014, the maximum funding obligation under the guarantee was approximately $32.0 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.
(4) The mortgage loan requires interest only payments with a balloon payment due at maturity.
(5) 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 GAAP 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.
(6) This property is owned by a consolidated joint venture in which we have a 55% interest.
(7) In connection with the mortgage financing we have agreed to guarantee approximately $25.7 million related to our obligation to provide funds for certain tenant re-leasing costs.
(8) 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 are reclassifying 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 Sheets within Accumulated Other Comprehensive Loss resulting in an effective interest rate of 7.02% per annum.
(9) This property is owned by a consolidated joint venture in which we have a 50% interest.
(10) In connection with the mortgage financing we have agreed to guarantee approximately $0.7 million related to its obligation to provide funds for certain tenant re-leasing costs.

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Contractual aggregate principal payments of mortgage notes payable at December 31, 2014 are as follows:

Year	Principal Payments (in thousands)
2015	$ 26,184
2016	608,879
2017	2,821,750
2018	18,633
2019	19,670
Thereafter	675,657
	$ 4,170,773

Mezzanine Notes Payable

The following represents the outstanding principal balances due under the mezzanine notes payable at December 31, 2014:

Property Debt is Associated With	Stated Interest Rate	GAAP Interest Rate(1)	Stated Principal Amount	Historical Fair Value Adjustment	Carrying Amount	Maturity Date
				(Dollars in thousands)		
767 Fifth Avenue (the General Motors Building)	6.02%	5.53%	$ 306,000	$ 3,796	$309,796(1)(2)(3)	October 7, 2017

(1) GAAP interest rate differs from the stated interest rate due to adjustments required to reflect loans at their fair values upon acquisition or consolidation. All adjustments to reflect loans at their fair value upon acquisition are noted above.
(2) This property is owned by a consolidated joint venture in which we have a 60% interest.
(3) The mortgage loan requires interest only payments with a balloon payment due at maturity.

Outside Members Notes Payable

In conjunction with the consolidation of 767 Fifth Avenue (the General Motors Building), we recorded loans payable to the joint venture s partners totaling $450.0 million and related accrued interest payable totaling approximately $175.8 million. The member loans bear interest at a fixed rate of 11.0% per annum and mature on June 9, 2017. We have eliminated in consolidation our member loan totaling $270.0 million and our share of the related accrued interest payable of approximately $133.0 million at December 31, 2014. The remaining notes payable to the outside joint venture partners and related accrued interest payable totaling $180.0 million and approximately $88.6 million as of December 31, 2014 have been reflected as Outside Members Notes Payable and within Accrued Interest Payable, respectively, on our Consolidated Balance Sheets. The related interest expense from the Outside Members Notes Payable totaling approximately $28.3 million for the year ended December 31, 2014 is fully allocated to the outside joint venture partners as an adjustment to Noncontrolling Interests in Property Partnerships in our Consolidated Statements of Operations.

Market Risk

Market risk is the risk of loss from adverse changes in market prices and interest rates. Our future earnings, cash flows and fair values relevant to financial instruments are dependent upon prevalent market interest rates. Our primary market risk results from our indebtedness, which bears interest at fixed and variable rates. The fair value of our debt obligations are affected by changes in the market interest rates. We manage our market risk by matching long-term leases with long-term, fixed-rate, non-recourse debt of similar duration. We continue to follow a conservative strategy of generally pre-leasing development projects on a long-term basis to creditworthy tenants in order to achieve the most favorable construction and permanent financing terms. All of our outstanding

debt, excluding our unconsolidated joint ventures, has fixed interest rates, which minimizes the interest rate risk through the maturity of such outstanding debt. We also manage our market risk by entering into hedging arrangements with financial institutions. Our primary objectives when undertaking hedging transactions and derivative positions is to reduce our floating rate exposure and to fix a portion of the interest rate for anticipated financing and refinancing transactions. This in turn, reduces the risks that the variability of cash flows imposes on variable rate debt. Our strategy mitigates against future increases in our interest rates.

At December 31, 2014 our weighted-average coupon/stated rate on all of our outstanding debt, all of which had a fixed interest rate, was 4.98% per annum. At December 31, 2014, we had no outstanding variable rate debt. The weighted-average coupon/stated rate for our senior notes was 4.34%.

Funds from Operations

Pursuant to the revised definition of Funds from Operations adopted by the Board of Governors of NAREIT, we calculate Funds from Operations, or FFO, by adjusting net income (loss) attributable to Boston Properties, Inc. (computed in accordance with GAAP, including non-recurring items) for gains (or losses) from sales of properties, impairment losses on depreciable real estate of consolidated real estate, impairment losses on investments in unconsolidated joint ventures driven by a measurable decrease in the fair value of depreciable real estate held by the unconsolidated joint ventures, real estate related depreciation and amortization, and after adjustment for unconsolidated partnerships, joint ventures and preferred distributions. 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, impairment losses on depreciable real estate of consolidated real estate, impairment losses on investments in unconsolidated joint ventures driven by a measurable decrease in the fair value of depreciable real estate held by the unconsolidated joint ventures 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. Amount represents our share, which was 89.81%, 89.99%, 89.48%, 88.57% and 87.25% for the years ended December 31, 2014, 2013, 2012, 2011 and 2010, respectively, after allocation to the noncontrolling interests in the Operating Partnership.

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.

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The following table presents a reconciliation of net income attributable to Boston Properties, Inc. to FFO and FFO, as adjusted, for the years ended December 31, 2014, 2013, 2012, 2011 and 2010:

	Year ended December 31,				
	2014	2013	2012	2011	2010
			(in thousands)		
Net income attributable to Boston Properties, Inc.	$ 433,111	$ 741,754	$ 289,650	$ 272,679	$ 159,072
Add:					
Preferred dividends	10,500	8,057			
Noncontrolling interest in discontinued operations common units of the Operating Partnership		14,151	5,075	1,243	1,290
Noncontrolling interest common units of the Operating Partnership	50,862	70,085	30,125	35,007	22,809
Noncontrolling interest in gains on sales of real estate common units of the Operating Partnership					349
Noncontrolling interest redeemable preferred units of the Operating Partnership	1,023	6,046	3,497	3,339	3,343
Noncontrolling interests in property partnerships	30,561	1,347	3,792	1,558	3,464
Impairment loss from discontinued operations		3,241			
Less:					
Gain on forgiveness of debt from discontinued operations		20,182			
Gains on sales of real estate from discontinued operations		112,829	36,877		
Income from discontinued operations		8,022	9,806	10,876	10,121
Gains on sales of real estate	168,039				2,734
Income from continuing operations	358,018	703,648	285,456	302,950	177,472
Add:					
Real estate depreciation and amortization (1)	646,463	610,352	542,753	541,791	450,546
Income from discontinued operations		8,022	9,806	10,876	10,121
Less:					
Gains on sales of real estate included within income from unconsolidated joint ventures (2)		54,501	248	46,166	572
Gains on consolidation of joint ventures (3)		385,991			
Noncontrolling interests in property partnerships share of Funds from Operations	93,864	33,930	5,684	3,412	6,862
Noncontrolling interest redeemable preferred units of the Operating Partnership (4)	1,023	4,079	3,497	3,339	3,343
Preferred dividends	10,500	8,057			
Funds from Operations attributable to the Operating Partnership	899,094	835,464	828,586	802,700	627,362
Less:					
Noncontrolling interest common units of the Operating Partnership s share of Funds from Operations	91,588	84,000	87,167	91,709	80,006
Funds from Operations attributable to Boston Properties, Inc.	$ 807,506	$ 751,464	$ 741,419	$ 710,991	$ 547,356
Our percentage share of Funds from Operations basic	89.81%	89.99%	89.48%	88.57%	87.25%
Weighted average shares outstanding basic	153,089	152,201	152,120	145,693	139,440

(1) Real estate depreciation and amortization consists of depreciation and amortization from the Consolidated Statements of Operations of $628,573, $560,637, $445,875, $429,742 and $329,749, our share of unconsolidated joint venture real estate depreciation and amortization of $19,251, $46,214, $90,076, $103,970 and $113,945, and depreciation and amortization from discontinued operations of $0, $4,760, $8,169, $9,442 and $8,622, less corporate related depreciation and amortization of $1,361, $1,259, $1,367, $1,363 and $1,770, respectively, for the years ended December 31, 2014, 2013, 2012, 2011 and 2010, respectively.

(2) Consists of the portion of income from unconsolidated joint ventures related to (1) the gain on sale of Eighth Avenue and 46th Street totaling approximately $11.3 million and (2) the gain on sale of 125 West 55th Street totaling approximately $43.2 million for the year ended December 31, 2013. Consists of approximately $0.2 million related to the gain on sale of real estate associated with the sale of 300 Billerica Road for the year ended December 31, 2012. Consists of approximately $46.2 million related to the gain on sale of real estate associated with the sale of Two Grand Central Tower for the year ended December 31, 2011. Consists of approximately $0.6 million related to our share of the gain on sale associated with the sale of our 5.0% equity interest in the unconsolidated joint venture entity that owns the retail portion of the Wisconsin Place mixed-use property for the year ended December 31, 2010.

(3) The gains on consolidation of joint ventures consisted of (1) 767 Fifth Avenue (The General Motors Building) totaling approximately $359.5 million and (2) our Value-Added Fund s Mountain View properties totaling approximately $26.5 million during the year ended December 31, 2013.

(4) Excludes approximately $2.0 million for the year ended December 31, 2013 of income allocated to the holders of Series Two Preferred Units to account for their right to participate on an as-converted basis in the special dividend that was primarily the result of the sale of a 45% interest in our Times Square Tower property.

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Reconciliation to Diluted Funds from Operations:

	For the years ended December 31,									
	2014		2013		2012		2011		2010	
	(Dollars in thousands)									
	Income (Numerator)	Shares/Units (Denominator)	Income (Numerator)	Shares/Units (Denominator)	Income (Numerator)	Shares/Units (Denominator)	Income (Numerator)	Shares/Units (Denominator)	Income (Numerator)	Shares/Units (Denominator)
Basic Funds from Operations	$ 899,094	170,453	$ 835,464	169,126	$ 828,586	167,769	$ 802,700	164,486	$ 627,362	159,821
Effect of Dilutive Securities:										
Convertible Preferred Units (1)	760	312	3,150	1,221	3,079	1,345	3,339	1,461	3,343	1,461
Stock based compensation and exchangeable senior notes		219		320		591		525		618
Diluted Funds from Operations	$ 899,854	170,984	$ 838,614	170,667	$ 831,665	169,705	$ 806,039	166,472	$ 630,705	161,900
Less: Noncontrolling interest common units of the Operating Partnership s share of diluted Funds from Operations	91,381	17,364	83,167	16,925	86,493	17,649	90,992	18,793	79,400	20,382
Diluted Funds from Operations attributable to Boston Properties, Inc. (2)	$ 808,473	153,620	$ 755,447	153,742	$ 745,172	152,056	$ 715,047	147,679	$ 551,305	141,518

(1) Excludes approximately $2.0 million for the year ended December 31, 2013 of income allocated to the holders of Series Two Preferred Units to account for their right to participate on an as-converted basis in the special dividend that was primarily the result of the sale of a 45% interest in our Times Square Tower property.

(2) Our share of diluted Funds from Operations was 89.84%, 90.08%, 89.60%, 88.71% and 87.41% for the years ended December 31, 2014, 2013, 2012, 2011 and 2010, respectively.

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Net Operating Income

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 net income attributable to noncontrolling interests, impairment loss from discontinued operations, losses (gains) from early extinguishments of debt, interest expense, depreciation and amortization, suspension of development, impairment loss, transaction costs and general and administrative expense, less gain on forgiveness of debt from discontinued operations, gains on sales of real estate from discontinued operations, income from discontinued operations, gains on sales of real estate, gains (losses) from investments in securities, interest and other income, gains on consolidation of joint ventures, income from unconsolidated joint ventures 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 our properties 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 and real estate companies 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.

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The following sets forth a reconciliation of NOI to net income attributable to Boston Properties, Inc. for the fiscal years 2010 through 2014.

	Years ended December 31,				
	2014	2013	2012	2011	2010
			(in thousands)		
Net operating income	$ 1,507,156	$ 1,334,441	$ 1,145,918	$ 1,090,590	$ 969,186
Add:					
Development and management services income	25,316	29,695	34,060	33,406	41,202
Income from unconsolidated joint ventures	12,769	75,074	49,078	85,896	36,774
Gains on consolidation of joint ventures		385,991			
Interest and other income	8,765	8,310	10,091	5,358	7,332
Gains (losses) from investments in securities	1,038	2,911	1,389	(443)	935
Gains on sales of real estate	168,039				2,734
Income from discontinued operations		8,022	9,806	10,876	10,121
Gains on sales of real estate from discontinued operations		112,829	36,877		
Gain on forgiveness of debt from discontinued operations		20,182			
Less:					
General and administrative	98,937	115,329	90,129	87,101	87,459
Transaction costs	3,140	1,744	3,653	1,987	2,876
Impairment loss		8,306			
Suspension of development					(7,200)
Depreciation and amortization	628,573	560,637	445,875	429,742	329,749
Interest expense	455,743	446,880	410,970	391,533	375,403
Losses (gains) from early extinguishments of debt	10,633	(122)	4,453	1,494	89,670
Impairment loss from discontinued operations		3,241			
Noncontrolling interests in property partnerships	30,561	1,347	3,792	1,558	3,464
Noncontrolling interest redeemable preferred units of the Operating Partnership	1,023	6,046	3,497	3,339	3,343
Noncontrolling interests common units of the Operating Partnership	50,862	70,085	30,125	35,007	23,158
Noncontrolling interest in discontinued operations common units of the Operating Partnership		14,151	5,075	1,243	1,290
Preferred dividends	10,500	8,057			
Net income attributable to Boston Properties, Inc. common shareholders	$ 433,111	$ 741,754	$ 289,650	$ 272,679	$ 159,072

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Contractual Obligations

As of December 31, 2014, we were subject to contractual payment obligations as described in the table below.

	Payments Due by Period						
	Total	2015	2016	2017	2018	2019	Thereafter
	(Dollars in thousands)						
Contractual Obligations:							
Long-term debt							
Mortgage debt(1)	$ 5,243,699	$ 279,078	$ 856,050	$ 3,253,650	$ 53,271	$ 53,267	$ 748,383
Unsecured senior notes(1)	6,795,978	227,738	227,738	227,738	1,077,738	896,288	4,138,738
Unsecured line of credit(1)							
Ground leases (2)	954,587	13,507	13,732	13,963	14,198	14,461	884,726
Tenant obligations(3)(4)	347,636	211,376	70,683	54,211	6,804	1,940	2,622
Construction contracts on development projects(4)	1,252,532	726,670	325,104	134,466	42,069	24,223	
Other obligations (5)	16,583	3,195	2,081	11,058	81	81	87
Total Contractual Obligations	$ 14,611,015	$ 1,461,564	$ 1,495,388	$ 3,695,086	$ 1,194,161	$ 990,260	$ 5,774,556

(1) Amounts include principal and interest payments.
(2) On January 15, 2015, we entered into a contract for the sale of our Residences on The Avenue property located in Washington, DC. The Residences on The Avenue is subject to a ground lease that expires on February 1, 2068. The sale is subject to the satisfaction of customary closing conditions and there can be no assurance that the sale will be consummated on the terms currently contemplated or at all. If the sale does occur the ground lease obligations for 2015, 2016, 2017, 2018, 2019 and Thereafter will be reduced by $3.1 million, $3.2 million, $3.2 million, $3.3 million, $3.4 million and $273.5 million, respectively.
(3) Committed tenant-related obligations based on executed leases as of December 31, 2014 (tenant improvements and lease commissions).
(4) Includes 100% of the obligations for our consolidated joint ventures and only our share for the unconsolidated joint ventures.
(5) Includes the maximum revenue support obligation that we may be required to pay related to the sale of our Patriots Park properties, see Note 3 to the Consolidated Financial Statements.

We have various standing or renewable service contracts with vendors related to our property management. In addition, we have certain other contracts we enter into in the ordinary course of business that may extend beyond one year. These contracts are not included as part of our contractual obligations because they include terms that provide for cancellation with insignificant or no cancellation penalties. Contract terms are generally between three to five years.

During 2014, we paid approximately $205.1 million to fund tenant-related obligations, including tenant improvements and leasing commissions, and incurred approximately $426 million of new tenant-related obligations associated with approximately 6.4 million square feet of second generation leases, or approximately $65 per square foot. In addition, we signed leases for approximately 1.3 million square feet at our development properties. The tenant-related obligations for the development properties are included within the projects Estimated Total Investment referred to in *Item 7 Management s Discussion and Analysis of Financial Condition and Results of Operations Liquidity and Capital Resources.* In the aggregate, during 2014, we signed leases for approximately 7.7 million square feet of space and incurred aggregate tenant-related obligations of approximately $553 million, or approximately $72 per square foot.

Off-Balance Sheet Arrangements Joint Venture Indebtedness

We have investments in unconsolidated joint ventures with our effective ownership interests ranging from 25% to 60%. Six of these joint ventures have mortgage indebtedness. We exercise significant influence over, but

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do not control, these entities and therefore they are presently accounted for using the equity method of accounting. See also Note 5 to the Consolidated Financial Statements. At December 31, 2014, the aggregate carrying amount of debt, including both our and our partners share, incurred by these ventures was approximately $830.1 million (of which our proportionate share is approximately $351.5 million). The table below summarizes the outstanding debt of these joint venture properties at December 31, 2014. From time to time, we (or the applicable joint venture) have also agreed to guarantee portions of the principal, interest or other amounts in connection with other unconsolidated joint venture borrowings. In addition, we have agreed to customary construction completion guarantees for construction loans, 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		Maturity Date
			(Dollars in thousands)			
540 Madison Avenue	60%	1.66%	1.83%	$ 120,000	(2)(3)	June 5, 2018
Metropolitan Square	51%	5.75%	5.81%	171,375		May 5, 2020
Market Square North	50%	4.85%	4.91%	127,692		October 1, 2020
Annapolis Junction Building One	50%	1.90%	2.06%	40,713	(4)	March 31, 2018
Annapolis Junction Building Six	50%	2.41%	2.55%	13,809	(2)(5)	November 17, 2015
Annapolis Junction Building Seven	50%	1.81%	2.37%	14,128	(2)(6)	April 4, 2016
Annapolis Junction Building Eight	50%	1.66%	2.09%	12,358	(2)(7)	June 23, 2017
500 North Capitol Street	30%	4.15%	4.19%	105,000	(2)	June 6, 2023
901 New York Avenue	25%	3.61%	3.68%	225,000		January 5, 2025
Total				$ 830,075		

(1) GAAP interest rate differs from the stated interest rate due to the inclusion of the amortization of financing charges.
(2) The loan requires interest only payments with a balloon payment due at maturity.
(3) Mortgage loan bears interest at a variable rate equal to LIBOR plus 1.50% per annum.
(4) Mortgage loan bears interest at a variable rate equal to LIBOR plus 1.75% per annum and matures on March 31, 2018 with one, three-year extension option, subject to certain conditions.
(5) Construction financing bears interest at a variable rate equal to LIBOR plus 2.25% per annum.
(6) The construction financing bears interest at a variable rate equal to LIBOR plus 1.65% per annum and matures on April 4, 2016 with two, one-year extension option, subject to certain conditions.
(7) The construction financing bears interest at a variable rate equal to LIBOR plus 1.50% per annum and matures on June 23,2017 with two, one-year extension option, subject to certain conditions.

Environmental Matters

It is our policy to retain independent environmental consultants to conduct or update Phase I environmental assessments (which generally do not involve invasive techniques such as soil or ground water sampling) and asbestos surveys in connection with our acquisition of properties. These pre-purchase environmental assessments have not revealed environmental conditions that we believe will have a material adverse effect on our business, assets, financial condition, results of operations or liquidity, and we are not otherwise aware of environmental conditions with respect to our properties that we believe would have such a material adverse effect. However, from time to time environmental conditions at our properties have required and may in the future require environmental testing and/or regulatory filings, as well as remedial action.

In February 1999, we (through a joint venture) acquired from Exxon Corporation a property in Massachusetts that was formerly used as a petroleum bulk storage and distribution facility and was known by the state regulatory authority to contain soil and groundwater contamination. We developed an office park on the property. We engaged a specially licensed environmental consultant to oversee the management of contaminated soil and groundwater that was disturbed in the course of construction. Under the property acquisition agreement, Exxon agreed to

(1) bear the liability arising from releases or discharges of oil and hazardous substances which occurred at the site prior to our ownership,
(2) continue monitoring and/or remediating such releases and

discharges as necessary and appropriate to comply with applicable requirements, and (3) indemnify us for certain losses arising from preexisting site conditions. Any indemnity claim may be subject to various defenses, and there can be no assurance that the amounts paid under the indemnity, if any, would be sufficient to cover the liabilities arising from any such releases and discharges.

Environmental investigations at some of our properties and certain properties owned by our affiliates have identified groundwater contamination migrating from off-site source properties. In each case we engaged a licensed environmental consultant to perform the necessary investigations and assessments, and to prepare any required submittals to the regulatory authorities. In each case the environmental consultant concluded that the properties qualify under the regulatory program or the regulatory practice for a status which eliminates certain deadlines for conducting response actions at a site. We also believe that these properties qualify for liability relief under certain statutory provisions or regulatory practices regarding upgradient releases. Although we believe that the current or former owners of the upgradient source properties may bear responsibility for some or all of the costs of addressing the identified groundwater contamination, we will take such further response actions (if any) that we deem necessary or advisable. Other than periodic testing at some of these properties, no such additional response actions are anticipated at this time.

Some of our properties and certain properties owned by our affiliates are located in urban, industrial and other previously developed areas where fill or current or historical use of the areas have caused site contamination. Accordingly, it is sometimes necessary to institute special soil and/or groundwater handling procedures and/or include particular building design features in connection with development, construction and other property operations in order to achieve regulatory closure and/or ensure that contaminated materials are addressed in an appropriate manner. In these situations it is our practice to investigate the nature and extent of detected contamination and estimate the costs of required response actions and special handling procedures. We then use this information as part of our decision-making process with respect to the acquisition and/or development of the property. For example, we own a parcel in Massachusetts which was formerly used as a quarry/asphalt batching facility. Pre-purchase testing indicated that the site contained relatively low levels of certain contaminants. We have developed an office park on this property. Prior to and during redevelopment activities, we engaged a specially licensed environmental consultant to monitor environmental conditions at the site and prepare necessary regulatory submittals based on the results of an environmental risk characterization. A submittal has been made to the regulatory authorities in order to achieve regulatory closure at this site. The submittal included an environmental deed restriction that mandates compliance with certain protective measures in a portion of the site where low levels of residual soil contamination have been left in place in accordance with applicable laws.

We expect that resolution of the environmental matters described above will not have a material impact on our business, assets, financial condition, results of operations or liquidity. However, we cannot assure you that we have identified all environmental liabilities at our properties, that all necessary remediation actions have been or will be undertaken at our properties, that we will be indemnified, in full or at all, or that we will have insurance coverage in the event that such environmental liabilities arise.

Out of Period Adjustment, Revision and Adoption of New Accounting Pronouncements

Out of Period Adjustment

During the year ended December 31, 2014, we recorded an allocation of net income to the noncontrolling interest holder in our Fountain Square consolidated joint venture totaling approximately $1.9 million related to the cumulative non-cash adjustment to the accretion of the changes in the redemption value of the noncontrolling interest. This resulted in the overstatement of Noncontrolling Interests in Property Partnerships by approximately $1.9 million during the year ended December 31, 2014 and an understatement of Noncontrolling Interests in Property Partnerships in the aggregate amount of approximately $1.9 million in periods prior to 2014. Because this adjustment was not material to the prior periods consolidated financial statements and the impact of

recording the adjustment in 2014 was not material to our consolidated financial statements, we recorded the related adjustment during the year ended December 31, 2014. The out of period adjustment was identified and recorded during the second quarter of 2014.

Revision

During the fourth quarter of 2014, we revised the presentation of certain investments in unconsolidated joint ventures with deficit balances to reflect the deficit balances within Other Liabilities on our Consolidated Balance Sheets instead of within Investments in Unconsolidated Joint Ventures. The revision resulted in an aggregate of approximately $14.0 million at December 31, 2013 being presented within Other Liabilities on our Consolidated Balance Sheets, which revision was not material to the period.

Recent Accounting Pronouncements

On April 10, 2014, the FASB issued ASU 2014-08, Reporting Discontinued Operations and Disclosures of Disposals of Components of an Entity (ASU 2014-08). ASU 2014-08 clarifies that discontinued operations presentation applies only to disposals representing a strategic shift that has (or will have) a major effect on an entity s operations and financial results (e.g., a disposal of a major geographical area, a major line of business, a major equity method investment or other major parts of an entity). ASU 2014-08 is effective prospectively for reporting periods beginning after December 15, 2014. Early adoption is permitted, and the Company early adopted ASU 2014-08 during the first quarter of 2014. Our adoption of ASU 2014-08 resulted in the operating results and gains on sales of real estate from operating properties sold during the year ended December 31, 2014 not being reflected within Discontinued Operations in our Consolidated Statements of Operations (See Note 3 to the Consolidated Financial Statements).

In May 2014, the FASB issued ASU 2014-09, Revenue from Contract with Customers (Topic 606) (ASU 2014-09). The objective of ASU 2014-09 is to establish a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers and will supersede most of the existing revenue recognition guidance, including industry-specific guidance. The core principle is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. In applying ASU 2014-09, companies will perform a five-step analysis of transactions to determine when and how revenue is recognized. ASU 2014-09 applies to all contracts with customers except those that are within the scope of other topics in the FASB s Accounting Standards Codification (ASC). ASU 2014-09 is effective for annual reporting periods (including interim periods within that reporting period) beginning after December 15, 2016 and shall be applied using either a full retrospective or modified retrospective approach. Early adoption is not permitted. We are currently assessing the potential impact that the adoption of ASU 2014-09 will have on our consolidated financial statements.

In June 2014, the FASB issued ASU 2014-12, Accounting for Share-Based Payments When the Terms of an Award Provide That a Performance Target Could Be Achieved after the Requisite Service Period (ASU 2014-12). The amendments in ASU 2014-12 require that a performance target that affects vesting and that could be achieved after the requisite service period be treated as a performance condition. A reporting entity should apply existing guidance in ASC Topic No. 718, Compensation Stock Compensation (ASC 718), as it relates to awards with performance conditions that affect vesting to account for such awards. The amendments in ASU 2014-12 are effective for annual periods and interim periods within those annual periods beginning after December 15, 2015. Early adoption is permitted. Entities may apply the amendments in ASU 2014-12 either: (a) prospectively to all awards granted or modified after the effective date; or (b) retrospectively to all awards with performance targets that are outstanding as of the beginning of the earliest annual period presented in the financial statements and to all new or modified awards thereafter. We do not expect the adoption of ASU 2014-12 to have a material impact on our consolidated financial statements.

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In August 2014, the FASB issued ASU 2014-15, Presentation of Financial Statements Going Concern: Disclosure of Uncertainties about an Entity s Ability to Continue as a Going Concern (ASU 2014-15). ASU 2014-15 requires an entity to evaluate whether there are conditions or events that raise substantial doubt about the entity s ability to continue as a going concern within one year after the date that the financial statements are issued (or within one year after the financial statements are available to be issued when applicable) and to provide related footnote disclosures in certain circumstances. ASU 2014-15 is effective for the annual period ending after December 15, 2016, and for annual and interim periods thereafter with early adoption permitted. We do not expect the adoption of ASU 2014-15 to have a material impact on our consolidated financial statements.

In November 2014, the FASB issued ASU 2014-16, Determining Whether the Host Contract in a Hybrid Financial Instrument Issued in the Form of a Share Is More Akin to Debt or to Equity (ASU 2014-16). ASU 2014-16 clarifies how current GAAP should be interpreted in evaluating the economic characteristics and risks of a host contract in a hybrid financial instrument that is issued in the form of a share. Specifically, the amendments clarify that an entity should consider all relevant terms and features including the embedded derivative feature being evaluated for bifurcation in evaluating the nature of the host contract. Furthermore, the amendments clarify that no single term or feature would necessarily determine the economic characteristics and risks of the host contract. Rather, the nature of the host contract depends upon the economic characteristics and risks of the entire hybrid financial instrument. ASU 2014-16 is effective for fiscal years and interim periods beginning after December 15, 2015. Early adoption is permitted. We do not expect the adoption of ASU 2014-16 to have a material impact on our consolidated financial statements.

In February 2015, the FASB issued ASU 2015-02, Consolidation (Topic 810): Amendments to the Consolidation Analysis (ASU 2015-02). ASU 2015-02 affects reporting entities that are required to evaluate whether they should consolidate certain legal entities. ASU 2015-02 modifies the evaluation of whether limited partnerships and similar legal entities are VIEs or voting interest entities, eliminates the presumption that a general partner should consolidate a limited partnership and affects the consolidation analysis of reporting entities that are involved with VIEs, particularly those that have fee arrangements and related party relationships. ASU 2015-02 is effective for fiscal years, and for interim periods within those fiscal years, beginning after December 15, 2015. Early adoption is permitted. A reporting entity may apply the amendments in ASU 2015-02 using: (a) a modified retrospective approach by recording a cumulative-effect adjustment to equity as of the beginning of the fiscal year of adoption; or (b) by applying the amendments retrospectively. We are currently assessing the potential impact that the adoption of ASU 2015-02 will have on our consolidated financial statements.

Inflation

Substantially all of our leases provide for separate real estate tax and operating expense escalations over a base amount. In addition, many of our leases provide for fixed base rent increases or indexed increases. We believe that inflationary increases in costs may be at least partially offset by the contractual rent increases and operating expense escalations.

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Item 7A *Quantitative and Qualitative Disclosures about Market Risk.*

As of December 31, 2014, approximately $9.9 billion of our consolidated borrowings bore interest at fixed rates and none of our consolidated borrowings bore interest at variable rates. The fair value of these instruments is affected by changes in market interest rates. The table below does not include our unconsolidated joint venture debt. For a discussion concerning our unconsolidated joint venture debt, refer to Note 5 to the Consolidated Financial Statements and *Item 7 Management s Discussion and Analysis of Financial Condition and Results of Operations Capitalization Off-Balance Sheet Arrangements Joint Venture Indebtedness.*

	2015	2016	2017	2018	2019	2020+	Total	Estimated Fair Value
				(Dollars in thousands)				
				Mortgage debt				
Fixed Rate	$ 80,071	$ 659,511	$ 2,855,942	$ 18,633	$ 19,670	$ 675,657	$ 4,309,484	$ 4,449,541
GAAP Average Interest Rate	5.87%	5.32%	3.92%	5.52%	5.53%	4.93%	4.30%	
Variable Rate								
				Mezzanine debt				
Fixed Rate	$ 1,314	$ 1,389	$ 307,093	$	$	$	$ 309,796	$ 306,156
GAAP Average Interest Rate			5.53%				5.53%	
Variable Rate								
				Unsecured debt				
Fixed Rate	$ (1,644)	$ (1,681)	$ (1,749)	$ 848,226	$ 698,447	$ 3,746,105	$ 5,287,704	$ 5,645,819
GAAP Average Interest Rate				3.85%	5.97%	4.26%	4.42%	
Variable Rate								
Total Debt	$ 79,741	$ 659,219	$ 3,161,286	$ 866,859	$ 718,117	$ 4,421,762	$ 9,906,984	$ 10,401,516

At December 31, 2014, the weighted-average coupon/stated rates on all of our outstanding debt, all of which had a fixed interest rate, was 4.98% per annum. At December 31, 2014 we had no outstanding variable rate debt. The weighted-average coupon/stated rates for our unsecured debt was 4.34% per annum.

The fair value 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.

Additional disclosure about market risk is incorporated herein by reference from *Item 7 Management s Discussion and Analysis of Financial Condition and Results of Operations Liquidity and Capital Resources Market Risk.*

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Item 8. ***Financial Statements and Supplementary Data***

BOSTON PROPERTIES, INC.

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All other schedules for which a provision is made in the applicable accounting regulations of the SEC are not required under the related instructions or are inapplicable, and therefore have been omitted.

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Management s Report on Internal Control over

Financial Reporting

Management of Boston Properties, Inc. (the Company) is responsible for establishing and maintaining adequate internal control over financial reporting for the Company. The Company s internal control over financial reporting is a process designed under the supervision of the Company s principal executive officer and principal financial officer to provide reasonable assurance regarding the reliability of financial reporting and the preparation of the Company s financial statements for external reporting purposes in accordance with U.S. generally accepted accounting principles.

As of the end of the Company s 2014 fiscal year, management conducted assessments of the effectiveness of the Company s internal control over financial reporting based on the framework established in Internal Control Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Based on these assessments, management has determined that the Company s internal control over financial reporting as of December 31, 2014 was effective.

Our internal control over financial reporting includes policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect transactions and dispositions of our assets; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with U.S. generally accepted accounting principles, and that receipts and expenditures are being made only in accordance with authorizations of management and the directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company s assets that could have a material effect on our financial statements.

The effectiveness of the Company s internal control over financial reporting as of December 31, 2014 has been audited by PricewaterhouseCoopers LLP, an independent registered public accounting firm, as stated in their report appearing on page 118, which expresses an unqualified opinion on the effectiveness of the Company s internal control over financial reporting as of December 31, 2014.

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Report of Independent Registered Public Accounting Firm

To the Board of Directors and Shareholders

of Boston Properties, Inc.:

In our opinion, the consolidated financial statements listed in the accompanying index present fairly, in all material respects, the financial position of Boston Properties, Inc. and its subsidiaries at December 31, 2014 and December 31, 2013, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2014 in conformity with accounting principles generally accepted in the United States of America. In addition, in our opinion, the financial statement schedule listed in the accompanying index presents fairly, in all material respects, the information set forth therein when read in conjunction with the related consolidated financial statements. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2014, based on criteria established in Internal Control Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The Company s management is responsible for these financial statements and financial statement schedule, for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management s Report on Internal Control over Financial Reporting. Our responsibility is to express opinions on these financial statements, on the financial statement schedule, and on the Company s internal control over financial reporting based on our integrated audits. We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

As discussed in Note 2 to the consolidated financial statements, the Company changed the manner in which it accounts for discontinued operations in 2014.

A company s internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company s internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company s assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ PricewaterhouseCoopers LLP

Boston, MA

March 2, 2015

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BOSTON PROPERTIES, INC.

CONSOLIDATED BALANCE SHEETS

(in thousands, except for share and par value amounts)

	December 31, 2014	December 31, 2013
ASSETS		
Real estate, at cost	$ 19,236,403	$ 18,978,765
Less: accumulated depreciation	(3,547,659)	(3,161,571)
Total real estate	15,688,744	15,817,194
Cash and cash equivalents	1,763,079	2,365,137
Cash held in escrows	487,321	57,201
Investments in securities	19,459	16,641
Tenant and other receivables (net of allowance for doubtful accounts of $1,142 and $1,636, respectively)	46,595	59,464
Accrued rental income (net of allowance of $1,499 and $3,636, respectively)	691,999	651,603
Deferred charges, net	831,744	884,450
Prepaid expenses and other assets	164,432	184,477
Investments in unconsolidated joint ventures	193,394	140,097
Total assets	$ 19,886,767	$ 20,176,264
LIABILITIES AND EQUITY		
Liabilities:		
Mortgage notes payable	$ 4,309,484	$ 4,449,734
Unsecured senior notes (net of discount of $12,296 and $14,146, respectively)	5,287,704	5,835,854
Unsecured exchangeable senior notes (net of discount of $0 and $182, respectively)		744,880
Unsecured line of credit		
Mezzanine notes payable	309,796	311,040
Outside members notes payable	180,000	180,000
Accounts payable and accrued expenses	243,263	202,470
Dividends and distributions payable	882,472	497,242
Accrued interest payable	163,532	167,523
Other liabilities	502,255	592,982
Total liabilities	11,878,506	12,981,725
Commitments and contingencies		
Noncontrolling interests:		
Redeemable preferred units of the Operating Partnership	633	51,312
Redeemable interest in property partnership	104,692	99,609
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;		
5.25% Series B cumulative redeemable preferred stock, $.01 par value, liquidation preference $2,500 per share, 92,000 shares authorized, 80,000 shares issued and outstanding at December 31, 2014 and December 31, 2013, respectively	200,000	200,000
Common stock, $.01 par value, 250,000,000 shares authorized, 153,192,845 and 153,062,001 issued and 153,113,945 and 152,983,101 outstanding at December 31, 2014 and December 31, 2013, respectively	1,531	1,530
Additional paid-in capital	6,270,257	5,662,453
Dividends in excess of earnings	(762,464)	(108,552)
Treasury common stock at cost, 78,900 shares at December 31, 2014 and December 31, 2013	(2,722)	(2,722)
Accumulated other comprehensive loss	(9,304)	(11,556)

Total stockholders equity attributable to Boston Properties, Inc.	5,697,298	5,741,153
Noncontrolling interests:		
Common units of the Operating Partnership	603,171	576,333
Property partnerships	1,602,467	726,132
Total equity	7,902,936	7,043,618
Total liabilities and equity	$ 19,886,767	$ 20,176,264

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

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BOSTON PROPERTIES, INC.

CONSOLIDATED STATEMENTS OF OPERATIONS

	For the year ended December 31,		
	2014	2013	2012
	(in thousands, except for per share amounts)		
Revenue			
Rental			
Base rent	$ 1,886,339	$ 1,675,412	$ 1,457,834
Recoveries from tenants	339,365	292,944	228,170
Parking and other	102,593	97,158	89,207
Total rental revenue	2,328,297	2,065,514	1,775,211
Hotel revenue	43,385	40,330	37,915
Development and management services	25,316	29,695	34,060
Total revenue	2,396,998	2,135,539	1,847,186
Expenses			
Operating			
Rental	835,290	742,956	639,088
Hotel	29,236	28,447	28,120
General and administrative	98,937	115,329	90,129
Transaction costs	3,140	1,744	3,653
Impairment loss		8,306	
Depreciation and amortization	628,573	560,637	445,875
Total expenses	1,595,176	1,457,419	1,206,865
Operating income	801,822	678,120	640,321
Other income (expense)			
Income from unconsolidated joint ventures	12,769	75,074	49,078
Gains on consolidation of joint ventures		385,991	
Interest and other income	8,765	8,310	10,091
Gains from investments in securities	1,038	2,911	1,389
Interest expense	(455,743)	(446,880)	(410,970)
(Losses) gains from early extinguishments of debt	(10,633)	122	(4,453)
Income from continuing operations	358,018	703,648	285,456
Discontinued operations			
Income from discontinued operations		8,022	9,806
Gains on sales of real estate from discontinued operations		112,829	36,877
Gain on forgiveness of debt from discontinued operations		20,182	
Impairment loss from discontinued operations		(3,241)	
Income before gains on sales of real estate	358,018	841,440	332,139
Gains on sales of real estate	168,039		
Net income	526,057	841,440	332,139
Net income attributable to noncontrolling interests			
Noncontrolling interests in property partnerships	(30,561)	(1,347)	(3,792)
Noncontrolling interest redeemable preferred units of the Operating Partnership	(1,023)	(6,046)	(3,497)
Noncontrolling interest common units of the Operating Partnership	(50,862)	(70,085)	(30,125)
Noncontrolling interest in discontinued operations common units of the Operating Partnership		(14,151)	(5,075)
Net income attributable to Boston Properties, Inc.	443,611	749,811	289,650
Preferred dividends	(10,500)	(8,057)	

Net income attributable to Boston Properties, Inc. common shareholders	$ 433,111	$ 741,754	$ 289,650
Basic earnings per common share attributable to Boston Properties, Inc. common shareholders:			
Income from continuing operations	$ 2.83	$ 4.06	$ 1.65
Discontinued operations		0.81	0.28
Net income	$ 2.83	$ 4.87	$ 1.93
Weighted average number of common shares outstanding	153,089	152,201	150,120
Diluted earnings per common share attributable to Boston Properties, Inc.common shareholders:			
Income from continuing operations	$ 2.83	$ 4.05	$ 1.64
Discontinued operations		0.81	0.28
Net income	$ 2.83	$ 4.86	$ 1.92
Weighted average number of common and common equivalent shares outstanding	153,308	152,521	150,711

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

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BOSTON PROPERTIES, INC.

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

	For the year ended December 31,		
	2014	2013	2012
		(in thousands)	
Net income	$ 526,057	$ 841,440	$ 332,139
Other comprehensive income:			
Amortization of interest rate contracts (1)	2,508	2,513	2,594
Other comprehensive income	2,508	2,513	2,594
Comprehensive income	528,565	843,953	334,733
Net income attributable to noncontrolling interests	(82,446)	(91,629)	(42,489)
Other comprehensive income attributable to noncontrolling interests	(256)	(252)	(273)
Comprehensive income attributable to Boston Properties, Inc.	$ 445,863	$ 752,072	$ 291,971

(1) Amounts reclassified from comprehensive income primarily to interest expense within the Company s Consolidated Statements of Operations.

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

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BOSTON PROPERTIES, INC.

CONSOLIDATED STATEMENTS OF STOCKHOLDERS EQUITY

(in thousands)

	Common Stock						Accumulated		
	Shares	Amount	Preferred Stock	Additional Paid-in Capital	Dividends in Excess of Earnings	Treasury Stock, at cost	Other Comprehensive Loss	Noncontrolling Interests	Total
Equity, December 31, 2011	148,108	$ 1,481	$	$ 4,936,457	$ (53,080)	$ (2,722)	$ (16,138)	$ 547,518	$ 5,413,516
Redemption of operating partnership units to Common Stock	1,111	11		34,610				(34,621)	
Conversion of redeemable preferred units to common units								5,852	5,852
Allocated net income for the year					289,650			37,189	326,839
Dividends/distributions declared					(346,555)			(41,434)	(387,989)
Sale of common stock, net of offering costs	2,348	24		247,003					247,027
Shares issued pursuant to stock purchase plan	7			781					781
Net activity from stock option and incentive plan	27			5,419				23,705	29,124
Distributions to noncontrolling interests in property partnerships								(2,890)	(2,890)
Amortization of interest rate contracts							2,321	273	2,594
Reallocation of noncontrolling interest				(2,197)				2,197	
Equity, December 31, 2012	151,601	1,516		5,222,073	(109,985)	(2,722)	(13,817)	537,789	5,634,854
Redemption of operating partnership units to common stock	929	10		30,281				(30,291)	
Conversion of redeemable preferred units to common units								16,494	16,494
Allocated net income for the year					749,811			78,946	828,757
Dividends/distributions declared					(748,378)			(83,448)	(831,826)
Issuance of 5.25% Series B cumulative redeemable preferred stock			200,000	(6,377)					193,623
Shares issued in connection with exchange of Exchangeable Senior Notes	419	4		43,830					43,834
Equity component of exchange of Exchangeable Senior Notes				(43,869)					(43,869)
Shares issued pursuant to stock purchase plan	6			681					681
Net activity from stock option and incentive plan	28			7,701				27,870	35,571
Noncontrolling interests in property partnerships recorded upon consolidation								480,861	480,861
Sale of interest in property partnership and contributions from noncontrolling interests in property partnerships				429,600				257,564	687,164
Distributions to noncontrolling interests in property partnerships								(5,039)	(5,039)
Amortization of interest rate contracts							2,261	252	2,513

Reallocation of noncontrolling interest				(21,467)				21,467	
Equity, December 31, 2013	152,983	1,530	200,000	5,662,453	(108,552)	(2,722)	(11,556)	1,302,465	7,043,618
Redemption of operating partnership units to common stock	80	1		2,699				(2,700)	
Conversion of redeemable preferred units to common units								33,306	33,306
Allocated net income for the year					443,611			70,340	513,951
Dividends/distributions declared					(1,097,523)			(126,948)	(1,224,471)
Shares issued pursuant to stock purchase plan	7			761					761
Net activity from stock option and incentive plan	44			6,822				21,177	27,999
Sale of interests in property partnerships and contributions from noncontrolling interests in property partnerships				648,407				887,975	1,536,382
Distributions to noncontrolling interests in property partnerships								(31,118)	(31,118)
Amortization of interest rate contracts							2,252	256	2,508
Reallocation of noncontrolling interest				(50,885)				50,885	
Equity, December 31, 2014	153,114	$ 1,531	$ 200,000	$ 6,270,257	$ (762,464)	$ (2,722)	$ (9,304)	$ 2,205,638	$ 7,902,936

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

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BOSTON PROPERTIES, INC.

CONSOLIDATED STATEMENTS OF CASH FLOWS

	For the year ended December 31,		
	2014	2013	2012
		(in thousands)	
Cash flows from operating activities:			
Net income	$ 526,057	$ 841,440	$ 332,139
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	628,573	565,397	454,044
Non-cash compensation expense	28,099	45,155	29,679
Impairment loss		8,306	
Income from unconsolidated joint ventures	(12,769)	(75,074)	(49,078)
Gains on consolidation of joint ventures		(385,991)	
Distributions of net cash flow from operations of unconsolidated joint ventures	7,372	32,600	47,002
Gains from investments in securities	(1,038)	(2,911)	(1,389)
Non-cash portion of interest expense	(39,343)	2,649	43,131
Settlement of accreted debt discount on repurchases/repayments of unsecured senior notes and unsecured exchangeable senior notes	(94,963)	(56,532)	(69,499)
Losses (gains) from early extinguishments of debt		(264)	(1,000)
Gains on sales of real estate	(168,039)		
Gains on sales of real estate from discontinued operations		(112,829)	(36,877)
Gain on forgiveness of debt from discontinued operations		(20,182)	
Impairment loss from discontinued operations		3,241	
Change in assets and liabilities:			
Cash held in escrows	3,433	315	10,272
Tenant and other receivables, net	12,869	(443)	23,155
Accrued rental income, net	(57,899)	(59,972)	(77,363)
Prepaid expenses and other assets	20,238	12,966	6,990
Accounts payable and accrued expenses	3,903	13,108	3,854
Accrued interest payable	(3,991)	21,302	3,356
Other liabilities	(57,873)	2,073	1,354
Tenant leasing costs	(99,076)	(56,428)	(76,821)
Total adjustments	169,496	(63,514)	310,810
Net cash provided by operating activities	695,553	777,926	642,949
Cash flows from investing activities:			
Acquisitions of real estate	(4,670)	(522,900)	(788,052)
Construction in progress	(405,942)	(396,835)	(356,397)
Building and other capital improvements	(82,479)	(73,821)	(49,943)
Tenant improvements	(106,003)	(105,425)	(139,662)
Proceeds from sales of real estate	419,864	250,078	61,963
Proceeds from sales of real estate and sales of interests in property partnerships placed in escrow	(1,912,347)		
Proceeds from sales of real estate and sales of interests in property partnerships released from escrow	1,478,794		
Cash recorded upon consolidation		79,468	
Issuance of notes receivable, net		12,491	(2,049)
Capital contributions to unconsolidated joint ventures	(52,052)		(6,214)
Capital distributions from unconsolidated joint ventures	1,491	225,862	3,557
Investments in securities, net	(1,780)	(1,558)	(1,235)

Net cash used in investing activities	(665,124)	(532,640)	(1,278,032)

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

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BOSTON PROPERTIES, INC.

CONSOLIDATED STATEMENTS OF CASH FLOWS

	For the year ended December 31,		
	2014	2013	2012
		(in thousands)	
Cash flows from financing activities:			
Repayments of mortgage notes payable	(87,758)	(80,311)	(253,877)
Proceeds from unsecured senior notes		1,194,753	997,790
Redemption/repurchase of unsecured senior notes	(548,016)		(224,261)
Redemption/repurchase of unsecured exchangeable senior notes	(654,521)	(393,468)	(507,434)
Proceeds from real estate financing transaction	14,523		
Payments on real estate financing transaction	(234)		
Deferred financing costs	(31)	(15,195)	(8,468)
Net proceeds from preferred stock issuance		193,623	
Net proceeds from ATM stock issuances			247,027
Net proceeds from equity transactions	1,923	(334)	226
Redemption of preferred units	(17,373)	(43,070)	(18,329)
Dividends and distributions	(840,264)	(451,118)	(372,899)
Sales of interests in property partnerships and contributions from noncontrolling interests in property partnerships	1,536,382	682,617	
Distributions to noncontrolling interests in property partnerships	(37,118)	(9,624)	(5,922)
Net cash provided by (used in) financing activities	(632,487)	1,077,873	(146,147)
Net increase (decrease) in cash and cash equivalents	(602,058)	1,323,159	(781,230)
Cash and cash equivalents, beginning of year	2,365,137	1,041,978	1,823,208
Cash and cash equivalents, end of year	$ 1,763,079	$ 2,365,137	$ 1,041,978
Supplemental disclosures:			
Cash paid for interest	$ 646,516	$ 547,973	$ 480,866
Interest capitalized	$ 52,476	$ 68,152	$ 44,278
Non-cash investing and financing activities:			
Change in real estate included in accounts payable and accrued expenses	$ (1,431)	$ (19,824)	$ 14,059
Real estate and related intangibles recorded upon consolidation	$	$ 3,356,000	$
Debt recorded upon consolidation	$	$ 2,056,000	$
Working capital recorded upon consolidation	$	$ 177,315	$
Noncontrolling interests recorded upon consolidation	$	$ 480,861	$
Investment in unconsolidated joint venture eliminated upon consolidation	$	$ 361,808	$
Mortgage note payable extinguished through foreclosure	$	$ 25,000	$
Real estate transferred upon foreclosure	$	$ 7,508	$

Land improvements contributed by noncontrolling interest in property partnership	$	$ 4,546	$
Mortgage note payable assumed in connection with the acquisition of real estate	$	$	$ 211,250
Redeemable noncontrolling interest in property partnership	$	$	$ 98,787
Preferred units issued in connection with the acquisition of real estate	$	$	$ 79,405
Dividends and distributions declared but not paid	$ 882,472	$ 497,242	$ 110,488
Issuance of common stock in connection with the exchange of exchangeable senior notes	$	$ 43,834	$
Conversions of noncontrolling interests to stockholders equity	$ 2,700	$ 30,291	$ 34,621
Conversion of redeemable preferred units to common units	$ 33,306	$ 16,494	$ 5,852
Issuance of restricted securities to employees and directors	$ 27,445	$ 30,077	$ 26,198

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

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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 December 31, 2014 owned an approximate 89.5% (89.5% at December 31, 2013) 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 2011 and February 2012, the Company issued LTIP Units in connection with the granting to employees of outperformance awards (also referred to as 2011 OPP Units and 2012 OPP Units, respectively, and collectively as OPP Units) (See Note 20). On January 31, 2014, the measurement period for the Company s 2011 OPP Unit awards expired and the Company s total return to shareholders (TRS) was not sufficient for employees to earn and therefore become eligible to vest in any of the 2011 OPP Unit awards. Accordingly, all 2011 OPP Unit awards were automatically forfeited (See Notes 11 and 17). In February 2013 and February 2014, the Company issued LTIP Units in connection with the granting to employees of multi-year, long-term incentive program (MYLTIP) awards (also referred to as 2013 MYLTIP Units and 2014 MYLTIP Units, respectively, and collectively as MYLTIP Units). Because the rights, preferences and privileges of OPP Units and MYLTIP 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 OPP Units and MYLTIP Units (See Notes 11 and 17).

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 is obligated to redeem such OP Unit for cash equal to the value of a share of common stock of the Company (Common Stock) at such time. 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 12).

At December 31, 2014, there were two series of Preferred Units outstanding (i.e., Series Four Preferred Units and Series B Preferred Units).

The Series Four Preferred Units are not convertible into or exchangeable for any common equity of the Operating Partnership or the Company, have a per unit liquidation preference of $50.00 and are entitled to receive quarterly distributions of $0.25 per unit (or an annual rate of 2.00%) (See Note 11).

The Series B Preferred Units were issued to the Company in connection with the Company s issuance of 80,000 shares (8,000,000 depositary shares each representing 1/100th of a share) of 5.25% Series B Cumulative Redeemable Preferred Stock (the Series B Preferred Stock). The Company contributed the net proceeds from the offering to the Operating Partnership in exchange for 80,000 Series B Preferred Units having terms and preferences generally mirroring those of the Series B Preferred Stock (See Note 12).

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.

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Properties

At December 31, 2014, the Company owned or had interests in a portfolio of 169 commercial real estate properties (the Properties) aggregating approximately 45.8 million net rentable square feet, including ten properties under construction totaling approximately 3.3 million net rentable square feet. In addition, the Company has structured parking for approximately 43,824 vehicles containing approximately 15.0 million square feet. At December 31, 2014, the Properties consist of:

- 160 office properties, including 129 Class A office properties (including nine properties under construction) and 31 Office/Technical properties;
- one hotel;
- five retail properties (including one property under construction); and
- three residential properties.

The Company owns or controls undeveloped land parcels totaling approximately 490.8 acres.

The Company considers Class A office properties to be centrally located buildings that are professionally managed and maintained, 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. The Company s definitions of Class A Office and Office/Technical properties may be different than those used by other companies. Net rentable square feet amounts are unaudited.

Basis of Presentation

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., generally executes all significant business relationships other than transactions involving securities of Boston Properties, Inc. All majority-owned subsidiaries and joint ventures 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. At December 31, 2014 and 2013, the Company did not have any VIEs. 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.

2. Summary of Significant Accounting Policies

Real Estate

Upon acquisitions of real estate that constitutes a business, which includes the consolidation of previously unconsolidated joint ventures, the Company assesses the fair value of acquired tangible and intangible assets (including land, buildings, tenant improvements, above- and below-market leases, leasing and assumed financing origination costs, acquired in-place leases, other identified intangible assets and assumed liabilities) and allocates the purchase price to the acquired assets and assumed liabilities, including land and buildings as if vacant. The Company assesses and considers fair value based on estimated cash flow projections that utilize discount and/or capitalization rates that it deems 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. The Company also considers 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 its acquisitions to date, the Company s allocation to customer relationship intangible assets has been immaterial.

The Company records 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 leases and the initial term plus the term of any below-market fixed rate renewal options for below- market leases. Acquired above- and below-market lease values have been reflected within Prepaid Expenses and Other Assets and Other Liabilities, respectively, in the Company s Consolidated Balance Sheets. Other intangible assets acquired include amounts for in-place lease values that are based on the Company s 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, the Company includes 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, the Company considers leasing commissions, legal and other related expenses.

Management reviews its long-lived assets 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 criteria are 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 are considered on an undiscounted basis to determine whether an asset has been impaired, the Company s established strategy of holding properties over the long term directly decreases the likelihood of recording an impairment loss. If the Company s strategy changes or market conditions otherwise dictate an earlier sale date, an impairment loss may be recognized and such loss could be material. If the Company determines that an impairment has occurred, the affected assets must be reduced to their fair value, less cost to sell.

Guidance in Accounting Standards Codification (ASC) 360 Property Plant and Equipment (ASC 360) 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 the Company will not have significant continuing involvement following the sale. The components of the property s net income that are 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). The Company generally considers assets to be held for sale when the transaction has been approved by the Board of Directors, or a committee thereof, and there are no known significant contingencies relating to the sale, such that a sale of the property 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, less cost to sell. On April 10, 2014, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2014-08, Reporting Discontinued Operations and Disclosures of Disposals of Components of an Entity (ASU 2014-08). ASU 2014-08 clarifies that discontinued operations presentation applies only to disposals representing a strategic shift that has (or will have) a major effect on an entity s operations and financial results (e.g., a disposal of a major geographical area, a major line of business, a major equity method investment or other major parts of an entity). ASU 2014-08 is effective prospectively for reporting periods beginning after December 15, 2014. Early adoption is permitted, and the Company early adopted ASU 2014-08 during the first quarter of 2014. The Company s adoption of ASU 2014-08 resulted in the operating results and gains on sales of real estate from operating properties sold during the year ended December 31, 2014 not being reflected within Discontinued Operations in the Company s Consolidated Statements of Operations (See Note 3).

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Real estate is stated at depreciated cost. A variety of costs are incurred in the acquisition, development and leasing of properties. The cost of buildings and improvements includes the purchase price of property, legal fees and other acquisition costs. The Company expenses costs that it incurs to effect a business combination such as legal, due diligence and other closing related 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. 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. The Company s capitalization policy on development properties is guided by guidance in ASC 835-20 Capitalization of Interest and ASC 970 Real Estate-General. 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. The Company begins the capitalization of costs during the pre-construction period which it defines as activities that are necessary to the development of the property. The Company considers 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. The Company ceases capitalization on the portion (1) substantially completed, (2) occupied or held available for occupancy, and capitalizes only those costs associated with the portion under construction or (3) if activities necessary for the development of the property have been suspended. Interest costs capitalized for the years ended December 31, 2014, 2013 and 2012 were $52.5 million, $68.2 million and $44.3 million, respectively. Salaries and related costs capitalized for the years ended December 31, 2014, 2013 and 2012 were $8.5 million, $7.7 million and $7.1 million, respectively.

Expenditures for repairs and maintenance are charged to operations as incurred. Significant betterments are capitalized. When assets are sold or retired, their costs and related accumulated depreciation are removed from the accounts with the resulting gains or losses reflected in net income or loss for the period.

The Company computes depreciation and amortization on properties using the straight-line method based on estimated useful asset lives. In accordance with ASC 805, the Company allocates the acquisition cost of real estate to its components and depreciates or amortizes these assets (or liabilities) 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.

Depreciation is computed on a straight-line basis over the estimated useful lives of the assets as follows:

Land improvements	25 to 40 years
Buildings and improvements	10 to 40 years
Tenant improvements	Shorter of useful life or terms of related lease
Furniture, fixtures, and equipment	3 to 7 years

Cash and Cash Equivalents

Cash and cash equivalents consist of cash on hand and investments with maturities of three months or less from the date of purchase. The majority of the Company s cash and cash equivalents are held at major commercial banks which may at times exceed the Federal Deposit Insurance Corporation limit of $250,000. The Company has not experienced any losses to date on its invested cash.

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Cash Held in Escrows

Escrows include amounts established pursuant to various agreements for security deposits, property taxes, insurance and other costs. Escrows also include cash held by qualified intermediaries for possible investments in a like-kind exchanges in accordance with Section 1031 of the Internal Revenue Code in connection with sales of the Company s properties.

Investments in Securities

The Company accounts 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. The Company maintains a deferred compensation plan that is designed to allow officers of the Company to defer a portion of their current income on a pre-tax basis and receive a tax-deferred return on these deferrals. The Company s obligation under the plan is that of an unsecured promise to pay the deferred compensation to the plan participants in the future. At December 31, 2014 and 2013, the Company had maintained approximately $19.5 million and $16.6 million, respectively, in a separate account, which is not restricted as to its use. The Company recognized gains of approximately $1.0 million, $2.9 million and $1.4 million on its investments in the account associated with the Company s deferred compensation plan during the years ended December 31, 2014, 2013 and 2012, respectively.

Tenant and Other Receivables

Tenant and other accounts receivable, other than accrued rents receivable, are expected to be collected within one year.

Deferred Charges

Deferred charges include leasing costs and financing fees. Leasing costs include an allocation for acquired intangible in-place lease values and direct and incremental fees and costs incurred in the successful negotiation of leases, including brokerage, legal, internal leasing employee salaries and other costs which have been deferred and are being amortized on a straight-line basis over the terms of the respective leases. Internal leasing salaries and related costs capitalized for the years ended December 31, 2014, 2013 and 2012 were $6.0 million, $5.1 million and $5.6 million, respectively. External fees and costs incurred to obtain long-term financing have been deferred and are being amortized over the terms of the respective loans and are included within interest expense. Unamortized financing and leasing costs are charged to expense upon the early repayment or significant modification of the financing or upon the early termination of the lease, respectively. Fully amortized deferred charges are removed from the books upon the expiration of the lease or maturity of the debt.

Investments in Unconsolidated Joint Ventures

The Company consolidates variable interest entities (VIEs) in which it is considered to be the primary beneficiary. VIEs are entities in which the equity investors do not have sufficient equity at risk to finance their endeavors without additional financial support or that the holders of the equity investment at risk do not have a controlling financial interest. The primary beneficiary is defined by the entity having both of the

following characteristics: (1) the power to direct the activities that, when taken together, most significantly impact the variable interest entity s performance, and (2) the obligation to absorb losses and right to receive the returns from the variable interest entity that would be significant to the variable interest entity. For ventures that are not VIEs the Company consolidates entities for which it has significant decision making control over the ventures operations. The Company s judgment with respect to its level of influence or control of an entity involves the consideration of various factors including the form of the Company s ownership interest, its representation in the entity s governance, the size of its investment (including loans), estimates of future cash flows, its ability to participate in policy making decisions and the rights of the other investors to participate in the decision making process and to replace the Company as manager and/or liquidate the venture, if applicable. The Company s assessment of its influence or control over an entity affects the presentation of these investments in the Company s consolidated

financial statements. In addition to evaluating control rights, the Company consolidates entities in which the outside partner has no substantive kick-out rights to remove the Company as the managing member.

Accounts of the consolidated entity are included in the accounts of the Company and the non-controlling interest is reflected on the Consolidated Balance Sheets as a component of equity or in temporary equity between liabilities and equity. Investments in unconsolidated joint ventures are recorded initially at cost, and subsequently adjusted for equity in earnings and cash contributions and distributions. Any difference between the carrying amount of these investments on the 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, the net equity investment of the Company is reflected within the Consolidated Balance Sheets, and the Company s 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, the Company s 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. The Company may account for cash distributions in excess of its investment in an unconsolidated joint venture as income when the Company is not the general partner in a limited partnership and when the Company has neither the requirement nor the intent to provide financial support to the joint venture. The Company s investments in unconsolidated joint ventures are reviewed for impairment periodically and the Company records impairment charges when events or circumstances change indicating that a decline in the fair values below the carrying values has occurred and such decline is other-than-temporary. The ultimate realization of the investment in unconsolidated joint ventures is dependent on a number of factors, including the performance of each investment and market conditions. The Company will record an impairment charge if it determines that a decline in the value below the carrying value of an investment in an unconsolidated joint venture is other-than-temporary.

To the extent that the Company contributes assets to a joint venture, the Company s investment in the joint venture is recorded at the Company s cost basis in the assets that were contributed to the joint venture. To the extent that the Company s cost basis is different than the basis reflected at the joint venture level, the basis difference is amortized over the life of the related asset and included in the Company s share of equity in net income of the joint venture. In accordance with the provisions of ASC 970-323 Investments Equity Method and Joint Ventures (ASC 970-323), the Company will recognize gains on the contribution of real estate to joint ventures, relating solely to the outside partner s interest, to the extent the economic substance of the transaction is a sale.

The combined summarized financial information of the unconsolidated joint ventures is disclosed in Note 5 to the Consolidated Financial Statements.

Equity Offering Costs

Underwriting commissions and offering costs have been reflected as a reduction of additional paid-in capital.

Treasury Stock

The Company s share repurchases are reflected as treasury stock utilizing the cost method of accounting and are presented as a reduction to consolidated stockholders equity.

Dividends

Earnings and profits, which determine the taxability of dividends to stockholders, will differ from income reported for financial reporting purposes due to the differences for federal income tax purposes in the treatment of gains/losses on the sale of real property, revenue and expense recognition, compensation expense, and in the estimated useful lives and basis used to compute depreciation.

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The tax treatment of common dividends per share for federal income tax purposes is as follows:

	For the year ended December 31,					
	2014		2013		2012	
	Per Share	%	Per Share	%	Per Share	%
Ordinary income	$	%	$ 2.31	48.71%	$ 2.29	96.45%
Capital gain income	6.82	100.00%	2.44	51.29%	0.08	3.55%
Total	$ 6.82(1)	100.00%	$ 4.75(2)	100.00%	$ 2.37	100.00%

(1) The fourth quarter 2014 dividend of $5.15 per common share consists of a $4.50 per common share special dividend and a $0.65 per common share regular quarterly dividend, approximately $4.41 per common share was allocable to 2014 and approximately $0.74 per common share is allocable to 2015.

(2) The fourth quarter 2013 dividend of $2.90 per common share consists of a $2.25 per common share special dividend and a $0.65 per common share regular quarterly dividend, approximately $2.44 per common share was allocable to 2013 and approximately $0.46 per common share is allocable to 2014.

Revenue Recognition

In general, the Company commences rental revenue recognition when the tenant takes possession of the leased space and the leased space is substantially ready for its intended use. Contractual rental revenue is reported on a straight-line basis over the terms of the respective leases. The impact of the straight-line rent adjustment increased revenue by approximately $63.1 million, $65.8 million and $77.6 million for the years ended December 31, 2014, 2013 and 2012, respectively, as the revenue recorded exceeded amounts billed. Accrued rental income, as reported on the Consolidated Balance Sheets, represents cumulative rental income earned in excess of rent payments received pursuant to the terms of the individual lease agreements. The Company maintains an allowance against accrued rental income for future potential tenant credit losses. The credit assessment is based on the estimated accrued rental income that is recoverable over the term of the lease. The Company also maintains an allowance for doubtful accounts for estimated losses resulting from the inability of tenants to make required rent payments. The computation of this allowance is based on the tenants payment history and current credit status, as well as certain industry or geographic specific credit considerations. If the Company s estimates of collectability differ from the cash received, then the timing and amount of the Company s reported revenue could be impacted. The credit risk is mitigated by the high quality of the Company s existing tenant base, reviews of prospective tenants risk profiles prior to lease execution and consistent monitoring of the Company s portfolio to identify potential problem tenants.

In accordance with ASC 805, the Company recognizes rental revenue of acquired in-place above- and below-market leases at their fair values over the original term of the respective leases. The impact of the acquired in-place above- and below-market leases increased revenue by approximately $48.3 million, $28.0 million and $14.6 million for the years ended December 31, 2014, 2013 and 2012, respectively. The following table summarizes the scheduled amortization of the Company s acquired above- and below-market lease intangibles for each of the five succeeding years (in thousands). 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.

	Acquired Above-Market Lease Intangibles	Acquired Below-Market Lease Intangibles
2015	$ 22,671	$ 57,019
2016	20,491	51,460
2017	12,277	35,896
2018	8,637	33,215

2019	7,106	27,615

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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). ASC 605-45 requires that these reimbursements be recorded on a gross basis, as the Company is generally the primary obligor with respect to purchasing goods and services from third-party suppliers, has discretion in selecting the supplier and has credit risk. The Company also receives reimbursement of payroll and payroll related costs from third parties which the Company reflects on a net basis.

The Company s parking revenues are derived from leases, monthly parking and transient parking. The Company recognizes parking revenue as earned.

The Company s hotel revenues are derived from room rentals and other sources such as charges to guests for telephone service, movie and vending commissions, meeting and banquet room revenue and laundry services. Hotel revenues are recognized as earned.

The Company receives management and development fees from third parties. Property 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. The Company records 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). 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 sales criteria for the full accrual method are not met, the Company defers some or all of the gain recognition and accounts for the continued operations of the property by applying the finance, leasing, profit sharing, deposit, installment or cost recovery methods, as appropriate, until the sales criteria are met.

Depreciation and Amortization

The Company computes depreciation and amortization on its properties using the straight-line method based on estimated useful asset lives. The Company allocates the acquisition costs of real estate to its components 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.

Ground Leases

The Company has non-cancelable ground lease obligations with various initial term expiration dates through 2068 (See Note 20). The Company recognizes ground rent expense on a straight-line basis over the terms of the respective ground lease agreements. The future contractual minimum lease payments to be made by the Company as of December 31, 2014, under non-cancelable ground leases which expire on various dates through 2068, are as follows:

Years Ending December 31,	(in thousands)
2015	$ 13,507
2016	13,732
2017	13,963
2018	14,198
2019	14,461
Thereafter	884,726

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Earnings Per Share

Basic earnings per share (EPS) is computed by dividing net income available to common shareholders, as adjusted for undistributed earnings (if any) of certain securities issued by the Operating Partnership, by the weighted average number of shares of Common Stock outstanding during the year. Diluted EPS reflects the potential dilution that could occur from shares issuable in connection with awards under stock-based compensation plans, including upon the exercise of stock options, and securities of the Operating Partnership that are exchangeable for Common Stock.

Fair Value of Financial Instruments

The carrying values of cash and cash equivalents, marketable securities, escrows, receivables, accounts payable, accrued expenses and other assets and liabilities are reasonable estimates of their fair values because of the short maturities of these instruments.

The Company follows the authoritative guidance for fair value measurements when valuing its financial instruments for disclosure purposes. The Company determines the fair value of its unsecured senior notes and unsecured exchangeable senior notes using market prices. The inputs used in determining the fair value of the Company s unsecured senior notes and unsecured exchangeable senior notes is categorized at a level 1 basis (as defined in the accounting standards for Fair Value Measurements and Disclosures) due to the fact that the Company uses quoted market rates to value these instruments. However, the inputs used in determining the fair value could be categorized at a level 2 basis if trading volumes are low. The Company determines the fair value of its mortgage notes payable using discounted cash flow analyses by discounting the spread between the future contractual interest payments and hypothetical future interest payments on mortgage debt based on current market rates for similar securities. In determining the current market rates, the Company adds its estimates of market spreads to the quoted yields on federal government treasury securities with similar maturity dates to its debt. The inputs used in determining the fair value of the Company s mortgage notes payable and mezzanine notes payable are categorized at a level 3 basis (as defined in the accounting standards for Fair Value Measurements and Disclosures) due to the fact that the Company considers the rates used in the valuation techniques to be unobservable inputs.

Because the Company s valuations of its financial instruments are based on these types of estimates, the actual fair values 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 December 31, 2014 and December 31, 2013 (in thousands):

	December 31, 2014		December 31, 2013	
	Carrying Amount	Estimated Fair Value	Carrying Amount	Estimated Fair Value
Mortgage notes payable	$ 4,309,484	$ 4,449,541	$ 4,449,734	$ 4,545,283
Mezzanine notes payable	309,796	306,156	311,040	311,064
Unsecured senior notes	5,287,704	5,645,819	5,835,854	6,050,517
Unsecured exchangeable senior notes			744,880(1)	750,266
Total	$ 9,906,984	$ 10,401,516	$ 11,341,508	$ 11,657,130

(1) Includes the net adjustment for the equity component allocation totaling approximately $2.4 million at December 31, 2013.

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

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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. The Company accounts for the effective portion of changes in the fair value of a derivative in other comprehensive income (loss) and subsequently reclassifies the effective portion to earnings over the term that the hedged transaction affects earnings. The Company accounts for the ineffective portion of changes in the fair value of a derivative directly in earnings.

Income Taxes

The Company has elected to be treated as a REIT under Sections 856 through 860 of the Internal Revenue Code of 1986, as amended (the Code), commencing with its taxable year ended December 31, 1997. As a result, the Company generally will not be subject to federal corporate income tax on its taxable income that is distributed to its stockholders. A REIT is subject to a number of organizational and operational requirements, including a requirement that it currently distribute at least 90% of its annual taxable income (with certain adjustments). The Company s policy is to distribute at least 100% of its taxable income. Accordingly, the only provision for federal income taxes in the accompanying consolidated financial statements relates to the Company s consolidated taxable REIT subsidiaries. The Company s taxable REIT subsidiaries did not have significant tax provisions or deferred income tax items. The Company has no uncertain tax positions recognized as of December 31, 2014 and 2013.

The Company owns a hotel property which is managed through a taxable REIT subsidiary. The hotel taxable REIT subsidiary, a wholly owned subsidiary of the Operating Partnership, is the lessee pursuant to the lease for the hotel property. As lessor, the Operating Partnership is entitled to a percentage of gross receipts from the hotel property. Marriott International, Inc. continues to manage the hotel property under the Marriott name and under terms of the existing management agreement. The hotel taxable REIT subsidiary is subject to tax at the federal and state level and, accordingly, the Company has recorded a tax provision in the Company s Consolidated Statements of Operations for the years ended December 31, 2014, 2013 and 2012.

The net difference between the tax basis and the reported amounts of the Company s assets and liabilities is approximately $2.2 billion and $1.7 billion as of December 31, 2014 and 2013, respectively, which is primarily related to the difference in basis of contributed property and accrued rental income.

Certain entities included in the Company s consolidated financial statements are subject to certain state and local taxes. These taxes are recorded as operating expenses in the accompanying consolidated financial statements.

The following table reconciles GAAP net income attributable to Boston Properties, Inc. to taxable income:

	For the year ended December 31,		
	2014	2013	2012
	(in thousands)		
Net income attributable to Boston Properties, Inc.	$ 443,611	$ 749,811	$ 289,650
Straight-line rent adjustments	(91,733)	(74,445)	(80,281)
Book/Tax differences from depreciation and amortization	239,681	170,370	105,599
Book/Tax differences from interest expense	(43,148)	(7,912)	27,660
Book/Tax differences on gains/losses from capital transactions	943,778	(124,413)	(22,408)
Book/Tax differences from stock-based compensation	32,483	42,146	19,660

Tangible Property Regulations (1)	(442,650)		
Other book/tax differences, net	(7,945)	(4,885)	7,801
Taxable income	$ 1,074,077	$ 750,672	$ 347,681

(1) In September 2013, the Internal Revenue Service released final Regulations governing when taxpayers like the Company must capitalize and depreciate costs for acquiring, maintaining, repairing and replacing

tangible property and when taxpayers can deduct such costs. These final Regulations are effective for tax years beginning on or after January 1, 2014. These Regulations permitted the Company to deduct certain types of expenditures that were previously required to be capitalized. The Regulations also allowed the Company to make a one-time election to immediately deduct certain amounts that were capitalized in previous years that are not required to be capitalized under the new Regulations. The one-time deduction included above totaled approximately $385.6 million.

Stock-Based Employee Compensation Plans

At December 31, 2014, the Company has a stock-based employee compensation plan. Effective January 1, 2005, the Company adopted early ASC 718 Compensation Stock Compensation (ASC 718), which revised the fair value based method of accounting for share-based payment liabilities, forfeitures and modifications of stock-based awards and clarified previous guidance in several areas, including measuring fair value, classifying an award as equity or as a liability and attributing compensation cost to reporting periods.

Use of Estimates in the Preparation of Financial Statements

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. These estimates include such items as depreciation and allowances for doubtful accounts. Actual results could differ from those estimates.

Out-of-Period Adjustment

During the year ended December 31, 2014, the Company recorded an allocation of net income to the noncontrolling interest holder in its Fountain Square consolidated joint venture totaling approximately $1.9 million related to the cumulative non-cash adjustment to the accretion of the changes in the redemption value of the noncontrolling interest. This resulted in the overstatement of Noncontrolling Interests in Property Partnerships by approximately $1.9 million during the year ended December 31, 2014 and an understatement of Noncontrolling Interests in Property Partnerships in the aggregate amount of approximately $1.9 million in periods prior to 2014. Because this adjustment was not material to the prior periods consolidated financial statements and the impact of recording the adjustment in 2014 was not material to the Company s consolidated financial statements, the Company recorded the related adjustment during the year ended December 31, 2014. The out of period adjustment was identified and recorded during the second quarter of 2014.

Revision

The Company revised the presentation of certain investments in unconsolidated joint ventures with deficit balances to reflect the deficit balances within Other Liabilities on the Company s Consolidated Balance Sheets instead of within Investments in Unconsolidated Joint Ventures. The revision resulted in an aggregate of approximately $14.0 million at December 31, 2013 being presented within Other Liabilities on the Company s Consolidated Balance Sheets, which revision was not material to the period.

Recent Accounting Pronouncements

On April 10, 2014, the FASB issued ASU 2014-08, Reporting Discontinued Operations and Disclosures of Disposals of Components of an Entity (ASU 2014-08). ASU 2014-08 clarifies that discontinued operations presentation applies only to disposals representing a strategic shift that has (or will have) a major effect on an entity s operations and financial results (e.g., a disposal of a major geographical area, a major line of business, a major equity method investment or other major parts of an entity). ASU 2014-08 is effective prospectively for reporting periods beginning after December 15, 2014. Early adoption is permitted, and the Company early

adopted ASU 2014-08 during the first quarter of 2014. The Company s adoption of ASU 2014-08 resulted in the operating results and gains on sales of real estate from operating properties sold during the year ended December 31, 2014 not being reflected within Discontinued Operations in the Company s Consolidated Statements of Operations (See Note 3).

In May 2014, the FASB issued ASU 2014-09, Revenue from Contracts with Customers (Topic 606) (ASU 2014-09). The objective of ASU 2014-09 is to establish a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers and will supersede most of the existing revenue recognition guidance, including industry-specific guidance. The core principle is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. In applying ASU 2014-09, companies will perform a five-step analysis of transactions to determine when and how revenue is recognized. ASU 2014-09 applies to all contracts with customers except those that are within the scope of other topics in the FASB s Accounting Standards Codification (ASC). ASU 2014-09 is effective for annual reporting periods (including interim periods within that reporting period) beginning after December 15, 2016 and shall be applied using either a full retrospective or modified retrospective approach. Early adoption is not permitted. The Company is currently assessing the potential impact that the adoption of ASU 2014-09 will have on its consolidated financial statements.

In June 2014, the FASB issued ASU 2014-12, Accounting for Share-Based Payments When the Terms of an Award Provide That a Performance Target Could Be Achieved after the Requisite Service Period (ASU 2014-12). The amendments in ASU 2014-12 require that a performance target that affects vesting and that could be achieved after the requisite service period be treated as a performance condition. A reporting entity should apply existing guidance in ASC Topic No. 718, Compensation Stock Compensation (ASC 718), as it relates to awards with performance conditions that affect vesting to account for such awards. The amendments in ASU 2014-12 are effective for annual periods and interim periods within those annual periods beginning after December 15, 2015. Early adoption is permitted. Entities may apply the amendments in ASU 2014-12 either: (a) prospectively to all awards granted or modified after the effective date; or (b) retrospectively to all awards with performance targets that are outstanding as of the beginning of the earliest annual period presented in the financial statements and to all new or modified awards thereafter. The Company does not expect the adoption of ASU 2014-12 to have a material impact on its consolidated financial statements.

In August 2014, the FASB issued ASU 2014-15, Presentation of Financial Statements Going Concern: Disclosure of Uncertainties about an Entity s Ability to Continue as a Going Concern (ASU 2014-15). ASU 2014-15 requires an entity to evaluate whether there are conditions or events that raise substantial doubt about the entity s ability to continue as a going concern within one year after the date that the financial statements are issued (or within one year after the financial statements are available to be issued when applicable) and to provide related footnote disclosures in certain circumstances. ASU 2014-15 is effective for the annual period ending after December 15, 2016, and for annual and interim periods thereafter with early adoption permitted. The Company does not expect the adoption of ASU 2014-15 to have a material impact on its consolidated financial statements.

In November 2014, the FASB issued ASU 2014-16, Determining Whether the Host Contract in a Hybrid Financial Instrument Issued in the Form of a Share Is More Akin to Debt or to Equity (ASU 2014-16). ASU 2014-16 clarifies how current GAAP should be interpreted in evaluating the economic characteristics and risks of a host contract in a hybrid financial instrument that is issued in the form of a share. Specifically, the amendments clarify that an entity should consider all relevant terms and features including the embedded derivative feature being evaluated for bifurcation in evaluating the nature of the host contract. Furthermore, the amendments clarify that no single term or feature would necessarily determine the economic characteristics and risks of the host contract. Rather, the nature of the host contract depends upon the economic characteristics and risks of the entire hybrid financial instrument. ASU 2014-16 is effective for fiscal years and interim periods beginning after December 15, 2015. Early adoption is permitted. The Company does not expect the adoption of ASU 2014-16 to have a material impact on its consolidated financial statements.

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In February 2015, the FASB issued ASU 2015-02, Consolidation (Topic 810): Amendments to the Consolidation Analysis (ASU 2015-02). ASU 2015-02 affects reporting entities that are required to evaluate whether they should consolidate certain legal entities. ASU 2015-02 modifies the evaluation of whether limited partnerships and similar legal entities are VIEs or voting interest entities, eliminates the presumption that a general partner should consolidate a limited partnership and affects the consolidation analysis of reporting entities that are involved with VIEs, particularly those that have fee arrangements and related party relationships. ASU 2015-02 is effective for fiscal years, and for interim periods within those fiscal years, beginning after December 15, 2015. Early adoption is permitted. A reporting entity may apply the amendments in ASU 2015-02 using: (a) a modified retrospective approach by recording a cumulative-effect adjustment to equity as of the beginning of the fiscal year of adoption; or (b) by applying the amendments retrospectively. The Company is currently assessing the potential impact that the adoption of ASU 2015-02 will have on its consolidated financial statements.

3. Real Estate

Real estate consisted of the following at December 31 (in thousands):

	2014	2013
Land	$ 4,785,772	$ 4,450,532
Land held for future development	268,114	297,376
Buildings and improvements	11,666,105	11,065,113
Tenant improvements	1,752,115	1,617,401
Furniture, fixtures and equipment	27,986	25,164
Construction in progress	736,311	1,523,179
Total	19,236,403	18,978,765
Less: Accumulated depreciation	(3,547,659)	(3,161,571)
	$ 15,688,744	$ 15,817,194

Developments

On February 10, 2014, the Company completed and fully placed in-service The Avant at Reston Town Center development project comprised of 359 apartment units and retail space aggregating approximately 355,000 square feet located in Reston, Virginia.

On April 1, 2014, the Company commenced construction of its 99 Third Avenue development project totaling approximately 17,000 net rentable square feet of retail space located in Waltham, Massachusetts.

On April 3, 2014, the Company commenced construction of its 690 Folsom Street development project totaling approximately 25,000 net rentable square feet of office and retail space located in San Francisco, California. This project was partially placed in-service on December 2, 2014.

On April 10, 2014, a consolidated joint venture in which the Company has a 95% interest signed a lease with salesforce.com for 714,000 square feet at the new Salesforce Tower, the 1.4 million square foot, 61-story Class A office development project currently under construction at 415 Mission Street in the South Financial District of San Francisco, California. In conjunction with the lease signing, the Company has commenced construction of the building.

On May 20, 2014, the Company commenced construction of its 888 Boylston Street development project totaling approximately 425,000 net rentable square feet of Class A office space located in Boston, Massachusetts.

On May 20, 2014, the Company commenced construction of its 10 CityPoint development project totaling approximately 245,000 net rentable square feet of Class A office space located in Waltham, Massachusetts.

On August 31, 2014, the Company completed and fully placed in-service 250 West 55th Street, a Class A office project with approximately 988,000 net rentable square feet located in New York City.

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On September 17, 2014, the Company completed and fully placed in-service 680 Folsom Street, a Class A office project with approximately 525,000 net rentable square feet located in San Francisco, California.

On November 1, 2014, the Company partially placed in-service 535 Mission Street, a Class A office project with approximately 307,000 net rentable square feet located in San Francisco, California.

Dispositions

On July 29, 2014, the Company completed the sale of its Mountain View Technology Park properties and Mountain View Research Park Building Sixteen property located in Mountain View, California for an aggregate sale price of approximately $92.1 million. Net cash proceeds totaled approximately $90.6 million, resulting in a gain on sale of real estate totaling approximately $35.9 million. Mountain View Technology Park is a seven-building complex of Office/Technical properties aggregating approximately 135,000 net rentable square feet. Mountain View Research Park Building Sixteen is an Office/Technical property with approximately 63,000 net rentable square feet.

On August 20, 2014, a portion of the land parcel at the Company s One Reston Overlook property located in Reston, Virginia was taken by eminent domain. Net cash proceeds totaled approximately $2.6 million, resulting in a gain on sale of real estate totaling approximately $1.2 million.

On August 22, 2014, the Company completed the sale of a parcel of land within its Broad Run Business Park property located in Loudoun County, Virginia for a sale price of approximately $9.8 million. Net cash proceeds totaled approximately $9.7 million, resulting in a gain on sale of real estate totaling approximately $4.3 million. The parcel is an approximately 15.5 acre land parcel subject to a ground lease that was scheduled to expire on October 31, 2048 with a tenant that exercised its purchase option under the ground lease.

On October 2, 2014, the Company completed the sale of its Patriots Park properties located in Reston, Virginia for a gross sale price of $321.0 million. Patriots Park consists of three Class A office properties aggregating approximately 706,000 net rentable square feet. Net cash proceeds totaled approximately $319.1 million, resulting in a gain on sale of real estate totaling approximately $84.6 million. The Company has agreed to provide rent support payments to the buyer with a maximum obligation of up to approximately $12.3 million related to the leasing of 17,762 net rentable square feet at the properties, which has been recorded as a reduction to the gain on sale. Patriots Park contributed approximately $8.2 million, $10.8 million and $5.3 million of net income to the Company for the period from January 1, 2014 through October 1, 2014 and the years ended December 31, 2013 and 2012, respectively.

On October 22, 2014, the tenant exercised its right to purchase the Company s 415 Main Street property (formerly Seven Cambridge Center) located in Cambridge, Massachusetts on February 1, 2016. As part of its lease signed on July 14, 2004, the tenant was granted an option to purchase the building at the beginning of the 11th lease year for approximately $106 million. 415 Main Street is an Office/Technical property with approximately 231,000 net rentable square feet.

On October 24, 2014, the Company completed the sale of a parcel of land at 130 Third Avenue in Waltham, Massachusetts that is permitted for 129,000 square feet for a sale price of approximately $14.3 million. Net cash proceeds totaled approximately $13.6 million, resulting in a gain on sale of real estate totaling approximately $8.3 million.

On October 30, 2014, the Company completed the sale of a 45% interest in each of 601 Lexington Avenue in New York City and Atlantic Wharf Office Building and 100 Federal Street in Boston for an aggregate gross sale price of approximately $1.827 billion in cash, less the partner s pro rata share of the indebtedness collateralized by 601 Lexington Avenue. Net cash proceeds totaled approximately $1.497 billion, after the payment of transaction costs. In connection with the sale, the Company formed a limited liability company for each property with the buyer and will provide customary property management and leasing services to the joint ventures. 601 Lexington Avenue is a 1,669,000 square foot Class A office complex located in Midtown Manhattan. The property consists of a 59-story tower as well as a six-story low-rise office and retail building.

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The property is subject to existing mortgage indebtedness of approximately $712.9 million. The Atlantic Wharf Office Building is a 791,000 square foot Class A office tower located on Boston s Waterfront. 100 Federal Street is a 1,323,000 square foot Class A office tower located in Boston s Financial District. The transaction did not qualify as a sale of real estate for financial reporting purposes as the Company continues to effectively control these properties and thus will continue to account for the properties on a consolidated basis in its financial statements. The Company has accounted for the transaction as an equity transaction and has recognized noncontrolling interest in its consolidated balance sheets totaling approximately $849.0 million, which is equal to 45% of the aggregate carrying value of the total equity of the properties immediately prior to the transaction. The difference between the net cash proceeds received and the noncontrolling interest recognized, which was approximately $648.4 million, has not been reflected as a gain on sale of real estate in the Company s consolidated statements of operations and has instead been reflected as an increase in Additional Paid-in Capital in the Company s Consolidated Balance Sheets.

On December 30, 2014, the Company completed the conveyance to an unrelated third party of a condominium interest in its 75 Ames Street property located in Cambridge, Massachusetts. On May 23, 2011, the Company had entered into a ground lease for the vacant land parcel at 75 Ames Street and had also entered into a development agreement to serve as project manager for a 250,000 square foot research laboratory building to be developed on the site at the ground lessee s expense and to also serve, upon completion of development, as property manager. Gross proceeds to the Company were approximately $56.8 million, including $11.4 million in development fees for the Company s services, and were received beginning in May 2011. The cash received under the ground lease was initially recognized as unearned revenue and recognized over the 99-year term of the ground lease as ground lease revenue totaling approximately $459,000 per year prior to the conveyance of the condominium interest. The terms of the ground lease required the Company to form a condominium for the site upon completion of the development, at which time each party would subject their respective interests in the buildings and land to the condominium and would in turn be conveyed a condominium unit comprised of their respective building as well as an undivided ownership interest in the land. As a result of the conveyance and the transfer of title, the Company recognized a gain on sale of real estate totaling approximately $33.8 million.

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The Company did not have any dispositions during the year ended December 31, 2014 that qualified for discontinued operations presentation subsequent to its adoption of ASU 2014-08. The following table summarizes the income from discontinued operations related to One Preserve Parkway, 10 & 20 Burlington Mall Road, 1301 New York Avenue, 303 Almaden Boulevard, Montvale Center and Bedford Business Park and the related gains on sales of real estate, gain on forgiveness of debt and impairment loss for the years ended December 31, 2013 and 2012:

	For the year ended December 31,	
	2013	2012
	(in thousands)	
Total revenue	$ 20,138	$ 32,607
Expenses		
Operating	6,996	12,038
Depreciation and amortization	4,760	8,169
Total expenses	11,756	20,207
Operating income	8,382	12,400
Other expense		
Interest expense	360	2,594
Income from discontinued operations	$ 8,022	$ 9,806
Noncontrolling interest in income from discontinued operations common units of the Operating Partnership	(803)	(1,031)
Income from discontinued operations attributable to Boston Properties, Inc.	$ 7,219	$ 8,775
Gains on sales of real estate from discontinued operations	$ 112,829	$ 36,877
Gain on forgiveness of debt from discontinued operations	20,182	
Impairment loss from discontinued operations	(3,241)	
Noncontrolling interest in gains on sales of real estate, gain on forgiveness of debt and impairment loss from discontinued operations common units of the Operating Partnership	(13,348)	(4,044)
Gains on sales of real estate, gain on forgiveness of debt and impairment loss from discontinued operations attributable to Boston Properties, Inc.	$ 116,422	$ 32,833

Acquisitions

On November 6, 2014, the Company entered into an option agreement pursuant to which the Company has been granted an option to purchase real property located at 425 Fourth Street in San Francisco, California. In connection with the execution of the agreement, the Company paid a non-refundable option payment to the current owner of $1.0 million.

On November 12, 2014, the Company completed the acquisition of a parcel of land at 804 Carnegie Center in Princeton, New Jersey for a purchase price of approximately $3.7 million. 804 Carnegie Center is a build-to-suit project with approximately 130,000 net rentable square feet of Class A office space, which is currently under construction.

Prior Year Acquisitions Included in Pro Forma Information

The accompanying unaudited pro forma information for the years ended December 31, 2013 and 2012 is presented as if the operating property acquisitions of (1) Mountain View Research Park and Mountain View Technology Park on April 10, 2013 and the approximately $26.5 million gain on consolidation and (2) 767 Fifth Avenue (the General Motors Building) on May 31, 2013 and the approximately $359.5 million gain on consolidation, had occurred on January 1, 2012. This unaudited pro forma information is based upon the

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historical consolidated financial statements of the Company and should be read in conjunction with the consolidated financial statements and notes thereto. This pro forma information does not purport to represent what the actual results of operations of the Company would have been had the above occurred, nor do they purport to predict the results of operations of future periods. Additional information for these transactions are provided below.

Pro Forma (Unaudited)	**Year ended December 31,**	
(in thousands, except per share data)	**2013**	**2012**
Total revenue	$ 2,257,098	$ 2,149,391
Income from continuing operations	$ 302,354	$ 634,457
Net income attributable to Boston Properties, Inc.	$ 400,017	$ 626,174
Basic earnings per share:		
Net income per share attributable to Boston Properties, Inc.	$ 2.58	$ 4.15
Diluted earnings per share:		
Net income per share attributable to Boston Properties, Inc.	$ 2.57	$ 4.13

On April 10, 2013, the Company acquired the Mountain View Research Park and Mountain View Technology Park properties from Boston Properties Office Value-Added Fund, L.P. (the Value-Added Fund) for an aggregate net purchase price of approximately $233.1 million. Mountain View Research Park is a 16-building complex of Office/Technical properties aggregating approximately 604,000 net rentable square feet. Mountain View Technology Park is a seven-building complex of Office/Technical properties aggregating approximately 135,000 net rentable square feet. The following table summarizes the allocation of the aggregate purchase price of Mountain View Research Park and Mountain View Technology Park at the date of acquisition (in thousands) in accordance with the guidance in ASC 805 Business Combinations.

Land	$ 126,521
Building and improvements	82,451
Tenant improvements	7,326
In-place lease intangibles	23,279
Above-market rents	843
Below-market rents	(7,336)
Net assets acquired	$ 233,084

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On May 31, 2013, the Company s two joint venture partners in 767 Venture, LLC (the entity that owns 767 Fifth Avenue (the General Motors Building) located in New York City) transferred all of their interests in the joint venture to third parties. 767 Fifth Avenue (the General Motors Building) is a Class A office property totaling approximately 1.8 million net rentable square feet. In connection with the transfer, the Company and its new joint venture partners modified the Company s relative decision making authority and consent rights with respect to the joint venture s assets and operations. These changes resulted in the Company having sufficient financial and operating control over 767 Venture, LLC such that, effective as of May 31, 2013, the Company accounts for the assets, liabilities and operations of 767 Venture, LLC on a consolidated basis in its financial statements instead of under the equity method of accounting (See Note 11). The following table summarizes the allocation of the aggregate purchase price of 767 Fifth Avenue (the General Motors Building) at the date of consolidation on May 31, 2013 (in thousands) in accordance with the guidance in ASC 805 Business Combinations.

Real estate and related intangibles recorded upon consolidation	
Land	$ 1,796,252
Building and improvements	1,447,446
Tenant improvements	85,208
In-place lease intangibles	357,781
Above market rents	101,897
Below market rents	(239,641)
Above market assumed debt adjustments	(192,943)
	$ 3,356,000
Debt recorded upon consolidation	
Mortgage notes payable	$ (1,300,000)
Mezzanine notes payable	(306,000)
Members notes payable	(450,000)(1)
	$ (2,056,000)
Working capital recorded upon consolidation	
Cash and cash equivalents	$ 79,468
Cash held in escrows	2,403
Tenant and other receivables	7,104
Prepaid expenses and other assets	4,269
Accounts payable and accrued expenses	(2,418)
Accrued interest payable	(182,369)(2)
Other liabilities	(6,304)
	$ (97,847)
Noncontrolling interest recorded upon consolidation	
Noncontrolling interests	$ (520,000)
Noncontrolling interests working capital	39,139
	$ (480,861)
Net assets recorded upon consolidation	$ 721,292

(1) The Company s member loan totaling $270.0 million eliminates in consolidation.
(2) The Company s share of the accrued interest payable on the members loans totaling approximately $105.5 million eliminates in consolidation.

Mountain View Research Park and Mountain View Technology Park contributed approximately $16.7 million of revenue and approximately $0.4 million of earnings to the Company for the period from April 10, 2013 through December 31, 2013. 767 Fifth Avenue (the General Motors Building) contributed approximately $168.4 million of revenue and approximately $8.4 million of earnings to the Company for the period from

May 31, 2013 through December 31, 2013.

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4. Deferred Charges

Deferred charges consisted of the following at December 31, (in thousands):

	2014	2013
Leasing costs, including lease related intangibles	$ 1,234,192	$ 1,183,204
Financing costs	69,127	76,798
	1,303,319	1,260,002
Less: Accumulated amortization	(471,575)	(375,552)
	$ 831,744	$ 884,450

The following table summarizes the scheduled amortization of the Company s acquired in-place lease intangibles for each of the five succeeding years (in thousands).

	Acquired In-Place Lease Intangibles
2015	$ 66,390
2016	55,327
2017	38,812
2018	33,964
2019	27,439

5. Investments in Unconsolidated Joint Ventures

The investments in unconsolidated joint ventures consist of the following at December 31, 2014:

Entity	Properties	Nominal % Ownership	Carrying Value of Investment(1) (in thousands)
Square 407 Limited Partnership	Market Square North	50.0%	$ (8,022)
The Metropolitan Square Associates LLC	Metropolitan Square	51.0%	8,539
BP/CRF 901 New York Avenue LLC	901 New York Avenue	25.0%(2)	(1,080)
WP Project Developer LLC	Wisconsin Place Land and Infrastructure	33.3%(3)	45,514
Annapolis Junction NFM, LLC	Annapolis Junction	50.0%(4)	25,246
540 Madison Venture LLC	540 Madison Avenue	60.0%	68,128
500 North Capitol LLC	500 North Capitol Street, NW	30.0%	(2,250)
501 K Street LLC	1001 6th Street (formerly 501 K Street)	50.0%(5)	41,736
Podium Developer LLC	North Station (Phase I Air Rights)	50.0%	4,231
			$ 182,042

(1) Investments with deficit balances aggregating approximately $11.4 million have been reflected within Other Liabilities on the Company s Consolidated Balance Sheets.
(2) The Company s economic ownership has increased based on the achievement of certain return thresholds.
(3) The Company s wholly-owned entity that owns the office component of the project also owns a 33.3% interest in the entity owning the land, parking garage and infrastructure of the project.
(4) The joint venture owns two in-service buildings, two buildings under construction and two undeveloped land parcels.
(5) Under the joint venture agreement, the partner will be entitled to up to two additional payments from the venture based on increases in total square footage of the project above 520,000 square feet and achieving certain project returns at stabilization.

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Certain of the Company s unconsolidated 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.

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

	December 31, 2014	December 31, 2013
	(in thousands)	
ASSETS		
Real estate and development in process, net	$ 1,034,552	$ 924,297
Other assets	264,097	163,149
Total assets	$ 1,298,649	$ 1,087,446
LIABILITIES AND MEMBERS /PARTNERS EQUITY		
Mortgage and notes payable	$ 830,075	$ 749,732
Other liabilities	34,211	28,830
Members /Partners equity	434,363	308,884
Total liabilities and members /partners equity	$ 1,298,649	$ 1,087,446
Company s share of equity	$ 209,828	$ 154,726
Basis differentials (1)	(27,786)	(28,642)
Carrying value of the Company s investments in unconsolidated joint ventures (2)	$ 182,042	$ 126,084

(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.

(2) Investments with deficit balances aggregating approximately $11.4 million and $14.0 million at December 31, 2014 and 2013, respectively, have been reflected within Other Liabilities on the Company s Consolidated Balance Sheets.

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

	For the year ended December 31,		
	2014	2013	2012
		(in thousands)	
Total revenue (1)	$ 158,161	$ 311,548	$ 564,205
Expenses			
Operating	62,974	105,319	162,665
Depreciation and amortization	37,041	86,088	163,134
Total expenses	100,015	191,407	325,799
Operating income	58,146	120,141	238,406
Other income (expense)			
Interest expense	(31,896)	(112,535)	(224,645)
Losses from early extinguishments of debt		(1,677)	
Income from continuing operations	26,250	5,929	13,761
Gains on sales of real estate		14,207	990
Net income	$ 26,250	$ 20,136	$ 14,751
Company s share of net income	$ 11,913	$ 4,612	$ 6,863
Gains on sales of real estate		54,501	
Basis differential	856	(1,017)	1,732
Elimination of inter-entity interest on partner loan		16,978	40,483
Income from unconsolidated joint ventures	$ 12,769	$ 75,074	$ 49,078
Gains on consolidation of joint ventures	$	$ 385,991	$

(1) Includes straight-line rent adjustments of $3.0 million, $7.8 million and $12.0 million for the years ended December 31, 2014, 2013 and 2012, respectively. Includes net above-/below-market rent adjustments of $(0.1) million, $33.7 million and $91.1 million for the years ended December 31, 2014, 2013 and 2012, respectively. Total revenue for the year ended December 31, 2012 includes termination income totaling approximately $19.6 million (of which the Company s share is approximately $11.8 million) related to a lease termination with a tenant at 767 Fifth Avenue (The General Motors Building).

On April 10, 2014, the Company entered into a joint venture with an unrelated third party to acquire a parcel of land located at 1001 6th Street (formerly 501 K Street) in Washington, DC. The Company anticipates the land parcel will accommodate an approximate 520,000 square foot Class A office property to be developed in the future. The joint venture partner contributed the land for a 50% interest in the joint venture and the Company initially contributed cash of approximately $39.0 million for its 50% interest. Under the joint venture agreement, the partner may be entitled to up to two additional payments from the venture based on increases in total square footage of the project above 520,000 square feet and achieving certain project returns at stabilization.

On April 30, 2014, the Company s partner in its Annapolis Junction joint venture contributed a parcel of land and improvements and the Company contributed cash of approximately $5.4 million to the joint venture. The Company has a 50% interest in this joint venture. The joint venture has commenced construction of Annapolis Junction Building Eight, which when completed will consist of a Class A office property with approximately 125,000 net rentable square feet located in Annapolis, Maryland. In addition, on June 23, 2014, the joint venture obtained construction financing collateralized by the development project totaling $26.0 million. The construction financing bears interest at a variable rate equal to LIBOR plus 1.50% per annum and matures on June 23, 2017, with two, one-year extension options, subject to certain conditions.

On October 24, 2014, a joint venture in which the Company has a 50% interest extended the loan collateralized by its Annapolis Junction Building Six property. At the time of the extension, the outstanding

balance of the construction loan totaled approximately $13.9 million and bore interest at a variable rate equal to LIBOR plus 1.65% per annum and was scheduled to mature on November 17, 2014. The extended loan has a total commitment amount of $16.4 million, bears interest at a variable rate equal to LIBOR plus 2.25% per annum and matures on November 17, 2015. Annapolis Junction Building Six is a Class A office property with approximately 119,000 net rentable square feet located in Annapolis, Maryland.

On December 17, 2014, a joint venture in which the Company has a 25% nominal ownership interest refinanced with a new lender its mortgage loan collateralized by 901 New York Avenue located in Washington, DC. The mortgage loan totaling approximately $150.4 million bore interest at a fixed rate of 5.19% per annum and was scheduled to mature on January 1, 2015. The new mortgage loan totaling $225.0 million bears interest at a fixed rate of 3.61% per annum and matures on January 5, 2025.

On December 19, 2014, the Company entered into a joint venture with an unrelated third party to acquire the air rights for the future development of the first phase at North Station, consisting of an atrium hall and podium building containing up to 377,000 net rentable square feet of retail and office space located in Boston, Massachusetts. The joint venture partner contributed air rights parcels and improvements, with a fair value of approximately $13.0 million, for its initial 50% interest in the joint venture. The Company contributed improvements totaling approximately $4.2 million and will contribute cash totaling approximately $8.8 million for its initial 50% interest. In addition, the Company entered into an option and development rights agreement with its partner pursuant to which the Company has the right to develop residential, hotel and office space in future phases, subject to certain terms and conditions including the partner s right to participate as a venture partner in each phase of the project.

6. Mortgage Notes Payable

The Company had outstanding mortgage notes payable totaling approximately $4.3 billion and $4.4 billion as of December 31, 2014 and 2013, respectively, each collateralized by one or more buildings and related land included in real estate assets. The mortgage notes payable are generally due in monthly installments and mature at various dates through April 10, 2022.

Fixed rate mortgage notes payable totaled approximately $4.3 billion and $4.4 billion at December 31, 2014 and 2013, respectively, with contractual interest rates ranging from 4.75% to 7.69% per annum at December 31, 2014 and 2013 (with a weighted-average of 5.70% (excluding the mezzanine notes payable) at December 31, 2014 and 2013).

There were no variable rate mortgage loans at December 31, 2014 and 2013. As of December 31, 2014 and 2013, the LIBOR rate was 0.17%.

On July 1, 2014, the Company used available cash to repay the mortgage loan collateralized by its New Dominion Technology Park Building Two property located in Herndon, Virginia totaling $63.0 million. The mortgage loan bore interest at a fixed rate of 5.55% per annum and was scheduled to mature on October 1, 2014. There was no prepayment penalty.

Four mortgage loans totaling approximately $2.2 billion at December 31, 2014 and 2013 have been accounted for at their fair values on the dates the mortgage loans were assumed. The impact of recording the mortgage loans at fair value resulted in a decrease to interest expense of approximately $52.5 million, $34.4 million and $7.0 million for the years ended December 31, 2014, 2013 and 2012, respectively. The cumulative liability related to the fair value adjustments was $138.7 million and $191.2 million at December 31, 2014 and 2013, respectively, and is included in mortgage notes payable in the Consolidated Balance Sheets.

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Contractual aggregate principal payments of mortgage notes payable at December 31, 2014 are as follows:

	Principal Payments (in thousands)
2015	$ 26,184
2016	608,879
2017	2,821,750
2018	18,633
2019	19,670
Thereafter	675,657
Total aggregate principal payments	4,170,773
Unamortized balance of historical fair value adjustments	138,711
Total carrying value of mortgage notes payable	$ 4,309,484

7. Unsecured Senior Notes

The following summarizes the unsecured senior notes outstanding as of December 31, 2014 (dollars in thousands):

	Coupon/ Stated Rate	Effective Rate(1)	Principal Amount	Maturity Date(2)
10 Year Unsecured Senior Notes	5.875%	5.967%	$ 700,000	October 15, 2019
10 Year Unsecured Senior Notes	5.625%	5.708%	700,000	November 15, 2020
10 Year Unsecured Senior Notes	4.125%	4.289%	850,000	May 15, 2021
7 Year Unsecured Senior Notes	3.700%	3.853%	850,000	November 15, 2018
11 Year Unsecured Senior Notes	3.850%	3.954%	1,000,000	February 1, 2023
10.5 Year Unsecured Senior Notes	3.125%	3.279%	500,000	September 1, 2023
10.5 Year Unsecured Senior Notes	3.800%	3.916%	700,000	February 1, 2024
Total principal			5,300,000	
Net unamortized discount			(12,296)	
Total			$ 5,287,704	

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

On December 15, 2014, the Company s Operating Partnership used available cash to redeem $300.0 million in aggregate principal amount of its 5.625% senior notes due 2015 (the 5.625% Notes) and $250.0 million in aggregate principal amount of its 5.000% senior notes due 2015 (the 5.000% Notes). The redemption price for the 5.625% Notes was determined in accordance with the applicable indenture and totaled approximately $308.0 million. The redemption price included approximately $2.8 million of accrued and unpaid interest to, but not including, the redemption date. Excluding such accrued and unpaid interest, the redemption price was approximately 101.73% of the principal amount being redeemed. The redemption price for the 5.000% Notes was determined in accordance with the applicable indenture and totaled approximately $255.8 million. The redemption price included approximately $0.5 million of accrued and unpaid interest to, but not including,

the redemption date. Excluding such accrued and unpaid interest, the redemption price was approximately 102.13% of the principal amount being redeemed. The Company recognized a loss on early extinguishment of debt totaling approximately $10.6 million, which amount included the payment of the redemption premium totaling approximately $10.5 million.

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The indenture relating to the unsecured senior notes contains certain financial restrictions and requirements, 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 greater than 1.50, and (4) an unencumbered asset value of not less than 150% of unsecured debt. At December 31, 2014, the Company was in compliance with each of these financial restrictions and requirements.

8. Unsecured Exchangeable Senior Notes

ASC 470-20 Debt with Conversion and Other Options (ASC 470-20) 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 (all of which had been redeemed/repurchased as of December 31, 2012), $450.0 million of 3.75% exchangeable senior notes due 2036 (all of which have been redeemed/repurchased as of December 31, 2013) and $747.5 million of 3.625% exchangeable senior notes due 2014 (all of which have been repaid as of December 31, 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 $0.0 million and $744.9 million (net of the equity component allocation adjustment of approximately $0.0 million and $2.4 million) at December 31, 2014 and December 31, 2013, 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 $0.0 million and $91.9 million at December 31, 2014 and December 31, 2013, respectively. The resulting debt discount has been amortized over the period during which the debt was 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 aggregate contractual interest expense was approximately $3.3 million, $34.8 million and $48.4 million for the years ended December 31, 2014, 2013 and 2012, respectively. As a result, the Company reported additional non-cash interest expense of approximately $2.4 million, $23.1 million and $29.1 million for the years ended December 31, 2014, 2013 and 2012, respectively.

On February 18, 2014, the Company s Operating Partnership repaid at maturity the $747.5 million aggregate principal amount of its 3.625% exchangeable senior notes due 2014 plus accrued and unpaid interest thereon.

9. Unsecured Line of Credit

The Company s Operating Partnership has a $1.0 billion revolving credit facility (the Unsecured Line of Credit) with a maturity date of July 26, 2018. The Operating Partnership may increase the total commitment to $1.5 billion, subject to syndication of the increase and other conditions. At the Operating Partnership s option, loans outstanding under the Unsecured Line of Credit will bear interest at a rate per annum equal to (1), in the case of loans denominated in Dollars, Euro or Sterling, LIBOR or, in the case of loans denominated in Canadian Dollars, CDOR, in each case, plus a margin ranging from 0.925% to 1.70% based on the Operating Partnership s credit rating or (2) an alternate base rate equal to the greatest of (a) the Administrative Agent s prime rate, (b) the Federal Funds rate plus 0.5% or (c) LIBOR for a one month period plus 1.00%, in each case, plus a margin ranging from 0.0% to 0.70% based on the Operating Partnership s credit rating. The Unsecured Line of Credit also contains a competitive bid option that allows banks that are part of the lender consortium to bid to make loan advances to the Operating Partnership at a reduced interest rate. In addition, the Operating Partnership is also

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obligated to pay (1) in quarterly installments a facility fee on the total commitment at a rate per annum ranging from 0.125% to 0.35% based on the Operating Partnership s credit rating and (2) an annual fee on the undrawn amount of each letter of credit equal to the LIBOR margin. Based on the Operating Partnership s current credit rating, the LIBOR and CDOR margin is 1.00%, the alternate base rate margin is 0.0% and the facility fee is 0.15%. At December 31, 2014 and 2013, there were no amounts outstanding on the Unsecured Line of Credit.

The terms of the Unsecured Line of Credit require that the Company maintain a number of customary financial and other covenants on an ongoing basis, including: (1) 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 one year, (2) a secured debt leverage ratio not to exceed 55%, (3) a fixed charge coverage ratio of at least 1.40, (4) an unsecured debt leverage ratio not to exceed 60%, however, the unsecured debt leverage ratio may increase to no greater than 65% provided that it is reduced back to 60% within one year, (5) an unsecured debt interest coverage ratio of at least 1.75 and (6) limitations on permitted investments. At December 31, 2014, the Company was in compliance with each of these financial and other covenant requirements.

10. Commitments and Contingencies

General

In the normal course of business, the Company guarantees its performance of services or indemnifies third parties against its negligence. In addition, in the normal course of business, the Company guarantees to certain tenants the obligations of its subsidiaries for the payment of tenant improvement allowances and brokerage commissions in connection with their leases and limited costs arising from delays in delivery of their premises.

The Company has letter of credit and performance obligations of approximately $19.8 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. With limited exception, under these provisions, the Company is not compelled to purchase the interest of its outside joint venture partners (See also Note 11). Under certain of the Company s joint venture agreements, if certain return thresholds are achieved the partners will be entitled to an additional promoted interest or payments.

In connection with the assumption of 767 Fifth Avenue s (the General Motors Building) secured loan by the Company s consolidated joint venture, 767 Venture, LLC, the Company guaranteed the consolidated joint venture s obligation to fund various escrows, including tenant improvements, taxes and insurance in lieu of cash deposits. As of December 31, 2014, the maximum funding obligation under the guarantee was approximately $32.0 million. The Company earns a fee from the joint venture for providing the guarantee and has an agreement with the outside partners to reimburse the joint venture for their share of any payments made under the guarantee.

In connection with the mortgage financing collateralized by the Company s John Hancock Tower property located in Boston, Massachusetts, the Company has agreed to guarantee approximately $25.7 million related to its obligation to provide funds for certain tenant re-leasing costs. The mortgage financing matures on January 6, 2017.

In connection with the mortgage financing collateralized by the Company s consolidated joint venture s Fountain Square property located in Reston, Virginia, the Company has agreed to guarantee approximately $0.7 million related to its obligation to provide funds for certain tenant re-leasing costs. The mortgage financing matures on October 11, 2016.

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 construction completion guarantees for construction loans, environmental indemnifications and nonrecourse carve-outs (e.g., guarantees against fraud, misrepresentation and bankruptcy) on certain of its unconsolidated joint venture loans.

In 2009, the Company filed a general unsecured creditor s claim against Lehman Brothers, Inc. for approximately $45.3 million related to its rejection of a lease at 399 Park Avenue in New York City. On January 10, 2014, the trustee for the liquidation of the business of Lehman Brothers allowed the Company s claim in the amount of approximately $45.2 million. On September 18, 2014, the Company received an initial distribution totaling approximately $7.7 million, which is included in Base Rent in the accompanying Consolidated Statements of Operations for the year ended December 31, 2014, leaving a remaining claim of approximately $37.5 million. Recently, claims of similar priority to that of the Company s remaining claim were quoted privately within a range of $0.24 to $0.25 per $1.00. The Company was notified on February 19, 2015 that the bankruptcy court approved the trustee s motion to make a second interim distribution to holders of claims as of February 6, 2015. The Company will continue to evaluate whether to attempt to sell the remaining claim or wait until the trustee distributes proceeds from the Lehman estate. Given the inherent uncertainties in bankruptcy proceedings, there can be no assurance as to the timing or amount of proceeds, if any, that the Company may ultimately realize on the remaining claim, whether by sale to a third party or by one or more distributions from the trustee. Accordingly, the Company has not recorded any estimated recoveries associated with this gain contingency within its consolidated financial statements at December 31, 2014.

Concentrations of Credit Risk

Management of the Company performs ongoing credit evaluations of tenants and may require tenants to provide some form of credit support such as corporate guarantees and/or other financial guarantees. Although the Company s properties are geographically diverse and the tenants operate in a variety of industries, to the extent the Company has a significant concentration of rental revenue from any single tenant, the inability of that tenant to make its lease payments could have an adverse effect on the Company.

Some potential losses are not covered by 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 and further extended to December 31, 2020 by the Terrorism Risk Insurance Program Reauthorization Act of 2015 (TRIPRA), and the Company can provide no assurance that it will be extended further. 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 other than nuclear, biological, chemical or radiological terrorism (Terrorism Coverage). The Company also carries $250 million of Terrorism Coverage for 601 Lexington Avenue, New York, New York (601 Lexington Avenue) in excess of the $1.0 billion of coverage in the Company s property insurance program. Certain properties, including the General Motors Building located at 767 Fifth Avenue in New York, New York (767 Fifth Avenue), are currently insured in separate insurance programs. The property insurance program per occurrence limits for 767 Fifth Avenue are $1.625 billion, including Terrorism Coverage. Through June 9, 2014, $1.375 billion of the Terrorism Coverage for 767 Fifth Avenue in excess of $250 million was provided by NYXP, LLC (NYXP), as a direct insurer. After June 9, 2014, all of the Terrorism Coverage for 767 Fifth Avenue has been provided by third party insurers. The Company also currently carries nuclear, biological, chemical and radiological terrorism insurance coverage for acts of terrorism certified under TRIA (NBCR Coverage), which is provided by IXP as a direct insurer, for the properties in our portfolio, including 767 Fifth Avenue, but excluding certain other properties owned in joint ventures with third parties or which the Company manages. The per occurrence limit for NBCR Coverage is

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$1.0 billion. Under TRIA, after the payment of the required deductible and coinsurance, the NBCR Coverage provided by IXP and the Terrorism Coverage provided by NYXP are backstopped by the Federal Government if the aggregate industry insured losses resulting from a certified act of terrorism exceed a program trigger. In 2015, the program trigger is $100 million and the coinsurance is 15%, however, both will increase in subsequent years pursuant to 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 terrorism 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 is 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 (excluding 535 Mission Street and Salesforce Tower) with a $120 million per occurrence limit and a $120 million annual aggregate limit, $20 million of which is provided by IXP, as a direct insurer. The builders risk policy maintained for the development of 535 Mission Street in San Francisco included a $15 million per occurrence and annual aggregate limit of earthquake coverage through October 22, 2014, after which time 535 Mission Street was included in our portfolio earthquake insurance program. In addition, the builders risk policy maintained for the development of Salesforce Tower in San Francisco includes a $60 million per occurrence and annual aggregate limit of earthquake coverage (increased from $15 million on July 29, 2014). 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 or change the structure of its earthquake insurance program on some or all of its properties in the future if the premiums exceed the Company s estimation of the value of the coverage.

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. NYXP, a captive insurance company which is a wholly-owned subsidiary of the Company, acted as a direct insurer with respect to a portion of the Company s Terrorism Coverage for 767 Fifth Avenue through June 9, 2014. NYXP only insured losses which exceeded the program trigger under TRIA and NYXP reinsured 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. In addition, the Operating Partnership has issued a guarantee to cover liabilities of IXP in the amount of $20.0 million.

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 that 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,

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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 or amounts of insurance 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, 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.

Legal Matters

The Company is subject to various 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 the financial position, results of operations or liquidity of the Company.

State and Local Tax Matters

Because the Company is organized and qualifies as a REIT, it is generally not subject to federal income taxes, but is subject to certain state and local taxes. In the normal course of business, certain entities through which the Company owns real estate either have undergone, or are currently undergoing, tax audits. Although the Company believes that it has substantial arguments in favor of its 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 the Company s results of operations.

Environmental Matters

It is the Company s policy to retain independent environmental consultants to conduct or update Phase I environmental assessments (which generally do not involve invasive techniques such as soil or ground water sampling) and asbestos surveys in connection with the Company s acquisition of properties. These pre-purchase environmental assessments have not revealed environmental conditions that the Company believes will have a material adverse effect on its business, assets, financial condition, results of operations or liquidity, and the Company is not otherwise aware of environmental conditions with respect to its properties that the Company believes would have such a material adverse effect. However, from time to time environmental conditions at the Company s properties have required and may in the future require environmental testing and/or regulatory filings, as well as remedial action.

In February 1999, the Company (through a joint venture) acquired from Exxon Corporation a property in Massachusetts that was formerly used as a petroleum bulk storage and distribution facility and was known by the state regulatory authority to contain soil and groundwater contamination. The Company developed an office park on the property. The Company engaged a specially licensed environmental consultant to oversee the management of contaminated soil and groundwater that was disturbed in the course of construction. Under the property

acquisition agreement, Exxon agreed to (1) bear the liability arising from releases or discharges of oil and hazardous substances which occurred at the site prior to the Company s ownership, (2) continue monitoring and/or remediating such releases and discharges as necessary and appropriate to comply with applicable requirements, and (3) indemnify the Company for certain losses arising from preexisting site conditions. Any indemnity claim may be subject to various defenses, and there can be no assurance that the amounts paid under the indemnity, if any, would be sufficient to cover the liabilities arising from any such releases and discharges.

Environmental investigations at some of the Company s properties and certain properties owned by affiliates of the Company have identified groundwater contamination migrating from off-site source properties. In each case the Company engaged a licensed environmental consultant to perform the necessary investigations and assessments and to prepare any required submittals to the regulatory authorities. In each case the environmental consultant concluded that the properties qualify under the regulatory program or the regulatory practice for a status which eliminates certain deadlines for conducting response actions at a site. The Company also believes that these properties qualify for liability relief under certain statutory provisions or regulatory practices regarding upgradient releases. Although the Company believes that the current or former owners of the upgradient source properties may bear responsibility for some or all of the costs of addressing the identified groundwater contamination, the Company will take such further response actions (if any) that it deems necessary or advisable. Other than periodic testing at some of these properties, no such additional response actions are anticipated at this time.

Some of the Company s properties and certain properties owned by the Company s affiliates are located in urban, industrial and other previously developed areas where fill or current or historical uses of the areas have caused site contamination. Accordingly, it is sometimes necessary to institute special soil and/or groundwater handling procedures and/or include particular building design features in connection with development, construction and other property operations in order to achieve regulatory closure and/or ensure that contaminated materials are addressed in an appropriate manner. In these situations it is the Company s practice to investigate the nature and extent of detected contamination and estimate the costs of required response actions and special handling procedures. The Company then uses this information as part of its decision-making process with respect to the acquisition and/or development of the property. For example, the Company owns a parcel in Massachusetts which was formerly used as a quarry/asphalt batching facility. Pre-purchase testing indicated that the site contained relatively low levels of certain contaminants. The Company has developed an office park on this property. Prior to and during redevelopment activities, the Company engaged a specially licensed environmental consultant to monitor environmental conditions at the site and prepare necessary regulatory submittals based on the results of an environmental risk characterization. A submittal has been made to the regulatory authorities in order to achieve regulatory closure at this site. The submittal included an environmental deed restriction that mandates compliance with certain protective measures in a portion of the site where low levels of residual soil contamination have been left in place in accordance with applicable laws.

The Company expects that resolution of the environmental matters relating to the above will not have a material impact on its business, assets, financial condition, results of operations or liquidity. However, the Company cannot assure you that it has identified all environmental liabilities at its properties, that all necessary remediation actions have been or will be undertaken at the Company s properties or that the Company will be indemnified, in full or at all, in the event that such environmental liabilities arise.

Tax Protection Obligations

In connection with the acquisition or contribution of three properties, the Company entered into agreements for the benefit of the selling or contributing parties which specifically state that until such time as the contributors do not hold at least a specified percentage of the OP Units owned by such person following the contribution of the properties, or until June 9, 2017 for 767 Fifth Avenue (the General Motors Building), the Operating Partnership will not sell or otherwise transfer the properties in a taxable transaction. If the Company does sell or transfer the properties in a taxable transaction, it would be liable to the contributors for contractual damages.

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11. Noncontrolling Interests

Noncontrolling interests relate to the interests in the Operating Partnership not owned by the Company and interests in consolidated property partnerships not wholly-owned by the Company. As of December 31, 2014, the noncontrolling interests in the Operating Partnership consisted of 16,453,670 OP Units, 1,496,799 LTIP Units, 394,590 2012 OPP Units, 313,936 2013 MYLTIP Units, 482,032 2014 MYLTIP Units and 12,667 Series Four Preferred Units (none of which are convertible into OP Units) held by parties other than the Company.

Noncontrolling Interest Redeemable Preferred Units of the Operating Partnership

On March 11, 2014, the Company notified the holders of the outstanding Series Two Preferred Units that it had elected to redeem all of such Series Two Preferred Units on May 12, 2014. As a result of the Company s election to redeem the units, as of May 12, 2014, the holders of all remaining 666,116 Series Two Preferred Units converted such units into an aggregate of 874,168 OP Units. The Series Two Preferred Units bore 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) 6.00% per annum on a liquidation preference of $50.00 per unit, and were convertible into OP Units at a rate of $38.10 per Preferred Unit (1.312336 OP Units for each Preferred Unit). In connection with the conversion of the remaining Series Two Preferred Units in May 2014, the Operating Partnership paid accrued and unpaid distributions which included the special cash distribution on an as-converted basis. On February 18, 2014, the Operating Partnership paid a distribution on its outstanding Series Two Preferred Units of $0.85302 per unit. Due to the holders redemption option existing outside the control of the Company, the Series Two Preferred Units were presented outside of permanent equity in the Company s Consolidated Balance Sheets.

During the year ended December 31, 2013, 329,881 Series Two Preferred Units of the Operating Partnership were converted by the holders into 432,914 OP Units. In addition, the Company paid the accrued preferred distributions due to the holders of Preferred Units that were converted.

The Preferred Units at December 31, 2014 consisted of 12,667 Series Four Preferred Units, which bear a preferred distribution equal to 2.00% per annum on a liquidation preference of $50.00 per unit and are not convertible into OP Units. The holders of Series Four Preferred Units have the right, at certain times and subject to certain conditions set forth in the Certificate of Designations establishing the rights, limitations and preferences of the Series Four Preferred Units, to require the Operating Partnership to redeem all of their units for cash at the redemption price of $50.00 per unit. The Operating Partnership also has the right, at certain times and subject to certain conditions, to redeem all of the Series Four Preferred Units for cash at the redemption price of $50.00 per unit. In order to secure the performance of certain post-issuance obligations by the holders, all of such outstanding Series Four Preferred Units were subject to forfeiture pursuant to the terms of a pledge agreement and not eligible for redemption until and unless such security interest is released. The Operating Partnership s first right to redeem the Series Four Preferred Units was a 30-day period beginning on August 29, 2013. On August 29, 2013, the Company s Operating Partnership redeemed approximately 861,400 Series Four Preferred Units for cash at the redemption price of $50.00 per unit plus accrued and unpaid distributions through the redemption date. On May 19, 2014, the Company s Operating Partnership released to the holders 319,687 Series Four Preferred Units that were previously subject to the security interest. On July 3, 2014, the Company s Operating Partnership redeemed such units for cash totaling approximately $16.0 million, plus accrued and unpaid distributions. On October 16, 2014, the Company s Operating Partnership released to the holders 27,773 Series Four Preferred Units that were previously subject to the security interest under the pledge agreement. On November 5, 2014, the Company s Operating Partnership redeemed such units for cash totaling approximately $1.4 million. An aggregate of 12,667 Series Four Preferred Units remain outstanding and subject to the security interest under the pledge agreement. Due to the holders redemption option existing outside the control of the Company, the Series Four Preferred Units are presented outside of permanent equity in the Company s Consolidated Balance Sheets.

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On February 18, 2014, the Operating Partnership paid a distribution on its outstanding Series Four Preferred Units of $0.25 per unit. On May 15, 2014, the Operating Partnership paid a distribution on its outstanding Series Four Preferred Units of $0.25 per unit. On August 15, 2014, the Operating Partnership paid a distribution on its outstanding Series Four Preferred Units of $0.25 per unit. On November 17, 2014, the Operating Partnership paid a distribution on its outstanding Series Four Preferred Units of $0.25 per unit.

The following table reflects the activity of the noncontrolling interests redeemable preferred units of the Operating Partnership for the years ended December 31, 2014, 2013 and 2012 (in thousands):

Balance at December 31, 2011	$ 55,652
Issuance of redeemable preferred units (Series Four Preferred Units)	79,405
Net income	3,497
Distributions	(3,497)
Redemption of redeemable preferred units (Series Four Preferred Units)	(18,329)
Conversion of redeemable preferred units (Series Two Preferred Units) to common units	(5,852)
Balance at December 31, 2012	110,876
Net income	6,046
Distributions	(6,046)
Redemption of redeemable preferred units (Series Four Preferred Units)	(43,070)
Conversion of redeemable preferred units (Series Two Preferred Units) to common units	(16,494)
Balance at December 31, 2013	51,312
Net income	1,023
Distributions	(1,023)
Redemption of redeemable preferred units (Series Four Preferred Units)	(17,373)
Conversion of redeemable preferred units (Series Two Preferred Units) to common units	(33,306)
Balance at December 31, 2014	$ 633

Noncontrolling Interest Redeemable Interest in Property Partnership

On October 4, 2012, the Company completed the formation of a joint venture, which owns and operates Fountain Square located in Reston, Virginia. The joint venture partner contributed the property valued at approximately $385.0 million and related mortgage indebtedness totaling approximately $211.3 million for a 50% interest in the joint venture. The Company contributed cash totaling approximately $87.0 million for its 50% interest, which cash was distributed to the joint venture partner. Pursuant to the joint venture agreement (i) the Company has rights to acquire the partner s nominal 50% interest and (ii) the partner has the right to cause the Company to acquire the partner s interest on January 4, 2016, in each case at a fixed price totaling approximately $102.0 million in cash. The fixed price option rights expire on January 31, 2016. The Company is consolidating this joint venture due to the Company s right to acquire the partner s nominal 50% interest. The Company initially recorded the noncontrolling interest at its acquisition-date fair value as temporary equity, due to the redemption option existing outside the control of the Company. The Company will accrete the changes in the redemption value quarterly over the period from the acquisition date to the earliest redemption date using the effective interest method. The Company will record the accretion after the allocation of net income and distributions of cash flow to the noncontrolling interest account balance.

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The following table reflects the activity of the noncontrolling interest redeemable interest in property partnership in the Company s Fountain Square consolidated joint venture for the years ended December 31, 2014, 2013 and 2012 (in thousands):

Balance at December 31, 2011	$
Acquisition-date fair value of redeemable interest	98,787
Net loss	(719)
Distributions	(3,032)
Adjustment to reflect redeemable interest at redemption value	2,522
Balance at December 31, 2012	97,558
Net loss	(1,839)
Distributions	(4,585)
Adjustment to reflect redeemable interest at redemption value	8,475
Balance at December 31, 2013	99,609
Net loss	(603)
Distributions	(6,000)
Adjustment to reflect redeemable interest at redemption value	11,686(1)
Balance at December 31, 2014	$ 104,692

(1) Includes an out-of-period adjustment totaling approximately $1.9 million (See Note 2).

Noncontrolling Interest Common Units of the Operating Partnership

During the years ended December 31, 2014 and 2013, 80,246 and 929,441 OP Units, respectively, were presented by the holders for redemption (including 3,734 and 432,914 OP Units, respectively, issued upon conversion of Series Two Preferred Units and 67,857 and 24,028 OP Units, respectively, issued upon conversion of LTIP Units) and were redeemed by the Company in exchange for an equal number of shares of Common Stock.

At December 31, 2014, the Company had outstanding 394,590 2012 OPP Units, 313,936 2013 MYLTIP Units and 482,032 2014 MYLTIP Units (See Note 17). Prior to the measurement date (February 6, 2015 for 2012 OPP Units (See Note 20), February 4, 2016 for 2013 MYLTIP Units and February 3, 2017 for 2014 MYLTIP Units), holders of OPP Units and MYLTIP Units are 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 OPP Units and MYLTIP Units, both vested and unvested, that OPP and MYLTIP 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 31, 2014, the measurement period for the Company s 2011 OPP Unit awards expired and the Company s TRS was not sufficient for employees to earn and therefore become eligible to vest in any of the 2011 OPP Unit awards. As a result, the Company accelerated the then remaining unrecognized compensation expense totaling approximately $1.2 million during the year ended December 31, 2014. Accordingly, all 2011 OPP Unit awards were automatically forfeited.

On January 29, 2014, the Operating Partnership paid a special cash distribution on the OP Units and LTIP Units in the amount of $2.25 per unit, a regular quarterly cash distribution on the OP Units and LTIP Units in the amount of $0.65 per unit, and a regular quarterly distribution on the 2011 OPP Units, 2012 OPP Units and 2013 MYLTIP Units in the amount of $0.065 per unit, to holders of record as of the close of business on December 31, 2013. The special cash distribution was in addition to the regular quarterly distribution on the OP Units and LTIP Units. Holders of the 2011 OPP Units, 2012 OPP Units, 2013 MYLTIP Units and 2014 MYLTIP Units are not

entitled to receive any special distributions. On April 30, 2014, the Operating Partnership paid a distribution on the OP Units and LTIP Units in the amount of $0.65 per unit, and a distribution on the 2012 OPP Units, 2013 MYLTIP Units and 2014 MYLTIP Units in the amount of $0.065 per unit, to holders of record as of the close of business on March 31, 2014. On July 31, 2014, the Operating Partnership paid a distribution on the OP Units and LTIP Units in the amount of $0.65 per unit, and a distribution on the 2012 OPP Units, 2013 MYLTIP Units and 2014 MYLTIP Units in the amount of $0.065 per unit, to holders of record as of the close of business on June 30, 2014. On October 31, 2014, the Operating Partnership paid a distribution on the OP Units and LTIP Units in the amount of $0.65 per unit and a distribution on the 2012 OPP Units, 2013 MYLTIP Units and 2014 MYLTIP Units in the amount of $0.065 per unit, to holders of record as of the close of business on September 30, 2014. On December 8, 2014, the Company, as general partner of the Operating Partnership, declared a special cash distribution on the OP Units and LTIP Units in the amount of $4.50 per unit payable on January 28, 2015 to holders of record as of the close of business on December 31, 2014. The special cash distribution was in addition to the regular quarterly distribution on the OP Units and LTIP Units of $0.65 per unit and the distribution on the 2012 OPP Units, 2013 MYLTIP Units and 2014 MYLTIP Units in the amount of $0.065 per unit, in each case payable on January 28, 2015 to holders of record as of the close of business on December 31, 2014. Holders of the 2012 OPP Units, 2013 MYLTIP Units and 2014 MYLTIP Units are not entitled to receive any special distributions.

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 had been met for the conversion thereof) had all of such units been redeemed at December 31, 2014 was approximately $2.3 billion based on the closing price of the Company s common stock of $128.69 per share on December 31, 2014.

Noncontrolling Interests 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 $1.6 billion at December 31, 2014 and approximately $726.1 million at December 31, 2013, are included in Noncontrolling Interests Property Partnerships on the accompanying Consolidated Balance Sheets.

On February 7, 2013, the partner in the Company s Salesforce Tower joint venture issued a notice that it was electing under the joint venture agreement to reduce its nominal ownership interest in the venture from 50% to 5%. On February 26, 2013, the Company issued a notice to the partner electing to proceed with the venture on that basis. As a result, the Company has a 95% nominal interest in and is consolidating the joint venture. Under the joint venture agreement, if certain return thresholds are achieved the partner will be entitled to an additional promoted interest. In addition, if the Company elects to fund the construction of Salesforce Tower without a construction loan (or a construction loan of less than 50% of project costs), then the partner has the option to require the Company to fund up to 2.5% of the total project costs (i.e., of 50% of the partner s 5% interest in the venture) in the form of a loan to the partner. This loan would bear interest at the then prevailing market construction loan interest rates. Also, under the agreement, (1) the partner has the right to cause the Company to purchase the partner s interest after the defined stabilization date and (2) the Company has the right to acquire the partner s interest on the third anniversary of the stabilization date, in each case at an agreed upon purchase price or appraised value.

On May 31, 2013, the Company s two joint venture partners in 767 Venture, LLC (the entity that owns 767 Fifth Avenue(the General Motors Building) in New York City) transferred all of their interests in the joint

venture to third parties. In connection with the transfer, the Company and its new joint venture partners modified the Company s relative decision making authority and consent rights with respect to the joint venture s assets and operations. These changes resulted in the Company having sufficient financial and operating control over 767 Venture, LLC such that the Company now accounts for the assets, liabilities and operations of 767 Venture, LLC on a consolidated basis in its financial statements instead of under the equity method of accounting. Upon consolidation, the Company recognized the new joint venture partners aggregate 40% equity interest at its aggregate fair value of approximately $480.9 million within Noncontrolling Interests Property Partnerships on the accompanying Consolidated Balance Sheets.

On October 9, 2013, the Company completed the sale of a 45% ownership interest in its Times Square Tower property for a gross sale price of $684.0 million in cash. Net cash proceeds totaled approximately $673.1 million, after the payment of transaction costs. In connection with the sale, the Company formed a limited liability company with the buyer and will provide customary property management and leasing services to the joint venture. Times Square Tower is an approximately 1,246,000 net rentable square foot Class A office tower located in New York City. The transaction did not qualify as a sale of real estate for financial reporting purposes because the Company effectively continues to control the property and thus will continue to account for the entity on a consolidated basis in its financial statements. The Company has accounted for the transaction as an equity transaction and has recognized noncontrolling interest in its consolidated balance sheets totaling approximately $243.5 million, which is equal to 45% of the carrying value of the total equity of the property immediately prior to the transaction. The difference between the net cash proceeds received and the noncontrolling interest recognized, which was approximately $429.6 million, has not been reflected as a gain on sale of real estate in the Company s consolidated statements of operations and has instead been reflected as an increase to Additional Paid-in Capital in the Company s Consolidated Balance Sheets.

On October 30, 2014, the Company completed the sale of a 45% interest in each of 601 Lexington Avenue in New York City and Atlantic Wharf Office Building and 100 Federal Street in Boston for an aggregate gross sale price of approximately $1.827 billion in cash, less the partner s pro rata share of the indebtedness collateralized by 601 Lexington Avenue. Net cash proceeds totaled approximately $1.497 billion, after the payment of transaction costs. In connection with the sale, the Company formed a limited liability company for each property with the buyer and will provide customary property management and leasing services to the joint ventures. 601 Lexington Avenue is a 1,669,000 square foot Class A office complex located in Midtown Manhattan. The property consists of a 59-story tower as well as a six-story low-rise office and retail building. The property is subject to existing mortgage indebtedness of approximately $712.9 million. The Atlantic Wharf Office Building is a 791,000 square foot Class A office tower located on Boston s Waterfront. 100 Federal Street is a 1,323,000 square foot Class A office tower located in Boston s Financial District. The transaction did not qualify as a sale of real estate for financial reporting purposes as the Company continues to effectively control these properties and thus will continue to account for the properties on a consolidated basis in its financial statements. The Company has accounted for the transaction as an equity transaction and has recognized noncontrolling interest in its consolidated balance sheets totaling approximately $849.0 million, which is equal to 45% of the aggregate carrying value of the total equity of the properties immediately prior to the transaction. The difference between the net cash proceeds received and the noncontrolling interest recognized, which was approximately $648.4 million, has not been reflected as a gain on sale of real estate in the Company s consolidated statements of operations and has instead been reflected as an increase in Additional Paid-in Capital in the Company s Consolidated Balance Sheets.

12. Stockholders Equity

As of December 31, 2014, the Company had 153,113,945 shares of Common Stock outstanding.

On June 3, 2014, the Company established a new at the market (ATM) stock offering program through which it may sell from time to time up to an aggregate of $600.0 million of its common stock through sales agents over a three-year period. This program replaced the Company s prior $600.0 million ATM stock offering

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program that expired on June 2, 2014 with approximately $305.3 million of unsold common stock. The Company intends to use the net proceeds from any offering for general business purposes, which may include investment opportunities and debt reduction. No shares of common stock have been issued under this new ATM stock offering program.

During the year ended December 31, 2014, the Company issued 21,459 shares of Common Stock upon the exercise of options to purchase Common Stock by certain employees. During the year ended December 31, 2013, the Company did not issue any shares of Common Stock upon the exercise of options to purchase Common Stock by employees.

During the years ended December 31, 2014 and 2013, the Company issued 80,246 and 929,441 shares of Common Stock, respectively, in connection with the redemption of an equal number of OP Units.

On January 29, 2014, the Company paid a special cash dividend and regular quarterly dividend aggregating $2.90 per share of Common Stock to shareholders of record as of the close of business on December 31, 2013. On April 30, 2014, the Company paid a dividend of $0.65 per share of Common Stock to shareholders of record as of the close of business on March 31, 2014. On July 31, 2014, the Company paid a dividend of $0.65 per share of Common Stock to shareholders of record as of the close of business on June 30, 2014. On October 31, 2014, the Company paid a dividend of $0.65 per share of Common Stock to shareholders of record as of the close of business on September 30, 2014.

On December 8, 2014, the Company s Board of Directors declared a special cash dividend of $4.50 per share of Common Stock payable on January 28, 2015 to shareholders of record as of the close of business on December 31, 2014. The special cash dividend was in addition to the regular quarterly dividend of $0.65 per share of Common Stock declared by the Company s Board of Directors and payable on January 28, 2015 to shareholders of record as of the close of business on December 31, 2014.

As of December 31, 2014, the Company had 80,000 shares (8,000,000 depositary shares each representing 1/100th of a share) outstanding of its 5.25% Series B Cumulative Redeemable Preferred Stock with a liquidation preference of $2,500.00 per share ($25.00 per depositary share). The Company pays cumulative cash dividends on the Series B Preferred Stock at a rate of 5.25% per annum of the $2,500.00 liquidation preference per share. The Company may not redeem the Series B Preferred Stock prior to March 27, 2018, except in certain circumstances relating to the preservation of the Company s REIT status. On or after March 27, 2018, the Company, at its option, may redeem the Series B Preferred Stock for a cash redemption price of $2,500.00 per share ($25.00 per depositary share), plus all accrued and unpaid dividends. The Series B Preferred Stock is not redeemable by the holders, has no maturity date and is not convertible into any other security of the Company or its affiliates.

On February 18, 2014, the Company paid a dividend on its outstanding Series B Preferred Stock of $32.8125 per share. On May 15, 2014, the Company paid a dividend on its outstanding Series B Preferred Stock of $32.8125 per share. On August 15, 2014, the Company paid a dividend on its outstanding Series B Preferred Stock of $32.8125 per share. On November 17, 2014, the Company paid a dividend on its outstanding Series B Preferred Stock of $32.8125 per share. On December 8, 2014, the Company s Board of Directors declared a dividend of $32.8125 per share of Series B Preferred Stock payable on February 17, 2015 to shareholders of record as of the close of business on February 5, 2015.

13. Future Minimum Rents

The properties are leased to tenants under net operating leases with initial term expiration dates ranging from 2015 to 2046. The future contractual minimum lease payments to be received (excluding operating expense

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reimbursements) by the Company as of December 31, 2014, under non-cancelable operating leases which expire on various dates through 2046, are as follows:

Years Ending December 31,	(in thousands)
2015	$ 1,796,517
2016	1,788,978
2017	1,677,005
2018	1,568,200
2019	1,483,188
Thereafter	9,097,899

No single tenant represented more than 10.0% of the Company s total rental revenue for the years ended December 31, 2014, 2013 and 2012.

14. 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 Boston, New York, San Francisco and Washington, DC. Segments by property type include: Class A Office, Office/Technical, Residential 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 income, general and administrative expenses, transaction costs, impairment loss, interest expense, depreciation and amortization expense, gains from investments in securities, gains (losses) from early extinguishments of debt, income from unconsolidated joint ventures, gains on consolidation of joint ventures, discontinued operations, gains on sales of real estate and noncontrolling interests are not included in Net Operating Income as 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. The Company s management also uses Net Operating Income to evaluate regional property level performance and to make decisions about resource allocations. Further, the Company believes Net Operating Income is useful to investors as a performance measure because, when compared across periods, Net Operating Income reflects the impact on operations from trends in occupancy rates, rental rates, operating costs and acquisition and development activity on an unleveraged basis, providing perspectives not immediately apparent from net income attributable to Boston Properties, Inc.

On May 31, 2013, the Company s two joint venture partners in 767 Venture, LLC (the entity that owns 767 Fifth Avenue (the General Motors Building) located in New York City) transferred all of their interests in the joint venture to third parties (See Note 3). Effective as of May 31, 2013, the Company accounts for the assets, liabilities and operations of 767 Venture, LLC on a consolidated basis in its financial statements instead of under the equity method of accounting. Upon consolidation, the operations for this building are included in the New York region.

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Information by geographic area and property type (dollars in thousands):

For the year ended December 31, 2014:

	Boston	New York	San Francisco	Washington, DC	Total
Rental Revenue:					
Class A Office	$ 692,116	$ 928,692	$ 237,381	$ 381,930	$ 2,240,119
Office/Technical	23,801		23,840	14,344	61,985
Residential	4,528			21,665	26,193
Hotel	43,385				43,385
Total	763,830	928,692	261,221	417,939	2,371,682
% of Grand Totals	32.21%	39.16%	11.01%	17.62%	100.00%
Rental Expenses:					
Class A Office	270,947	315,330	85,178	131,447	802,902
Office/Technical	7,173		4,955	4,338	16,466
Residential	1,957			13,965	15,922
Hotel	29,236				29,236
Total	309,313	315,330	90,133	149,750	864,526
% of Grand Totals	35.78%	36.47%	10.43%	17.32%	100.00%
Net operating income	$ 454,517	$ 613,362	$ 171,088	$ 268,189	$ 1,507,156
% of Grand Totals	30.16%	40.70%	11.35%	17.79%	100.00%

For the year ended December 31, 2013:

	Boston	New York	San Francisco	Washington, DC	Total
Rental Revenue:					
Class A Office	$ 665,991	$ 725,566	$ 214,755	$ 381,359	$ 1,987,671
Office/Technical	22,617		17,259	15,649	55,525
Residential	4,395			17,923	22,318
Hotel	40,330				40,330
Total	733,333	725,566	232,014	414,931	2,105,844
% of Grand Totals	34.82%	34.46%	11.02%	19.70%	100.00%
Rental Expenses:					
Class A Office	259,997	251,640	77,905	126,507	716,049
Office/Technical	6,879		3,708	4,190	14,777
Residential	1,823			10,307	12,130
Hotel	28,447				28,447

Total	297,146	251,640	81,613	141,004	771,403
% of Grand Totals	38.52%	32.62%	10.58%	18.28%	100.00%
Net operating income	$ 436,187	$ 473,926	$ 150,401	$ 273,927	$ 1,334,441
% of Grand Totals	32.69%	35.51%	11.27%	20.53%	100.00%

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For the year ended December 31, 2012:

	Boston	New York	San Francisco	Washington, DC	Total
Rental Revenue:					
Class A Office	$ 617,652	$ 543,194	$ 208,177	$ 346,402	$ 1,715,425
Office/Technical	22,460		494	16,264	39,218
Residential	3,936			16,632	20,568
Hotel	37,915				37,915
Total	681,963	543,194	208,671	379,298	1,813,126
% of Grand Totals	37.61%	29.96%	11.51%	20.92%	100.00%
Rental Expenses:					
Class A Office	242,904	187,987	75,542	111,049	617,482
Office/Technical	6,499		149	3,966	10,614
Residential	1,675			9,317	10,992
Hotel	28,120				28,120
Total	279,198	187,987	75,691	124,332	667,208
% of Grand Totals	41.85%	28.18%	11.34%	18.63%	100.00%
Net operating income	$ 402,765	$ 355,207	$ 132,980	$ 254,966	$ 1,145,918
% of Grand Totals	35.15%	31.00%	11.60%	22.25%	100.00%

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

	Year ended December 31,		
	2014	2013	2012
Net Operating Income	$ 1,507,156	$ 1,334,441	$ 1,145,918
Add:			
Development and management services income	25,316	29,695	34,060
Income from unconsolidated joint ventures	12,769	75,074	49,078
Gains on consolidation of joint ventures		385,991	
Interest and other income	8,765	8,310	10,091
Gains from investments in securities	1,038	2,911	1,389
Gains (losses) from early extinguishments of debt	(10,633)	122	(4,453)
Income from discontinued operations		8,022	9,806
Gains on sales of real estate from discontinued operations		112,829	36,877
Gain on forgiveness of debt from discontinued operations		20,182	
Gains on sales of real estate	168,039		
Less:			
General and administrative expense	98,937	115,329	90,129
Transaction costs	3,140	1,744	3,653
Depreciation and amortization expense	628,573	560,637	445,875
Interest expense	455,743	446,880	410,970
Impairment loss		8,306	
Impairment loss from discontinued operations		3,241	
Noncontrolling interest in property partnerships	30,561	1,347	3,792
Noncontrolling interest redeemable preferred units of the Operating Partnership	1,023	6,046	3,497
Noncontrolling interest common units of the Operating Partnership	50,862	70,085	30,125
Noncontrolling interest in discontinued operations common units of the Operating Partnership		14,151	5,075
Preferred dividends	10,500	8,057	
Net income attributable to Boston Properties, Inc. common shareholders	$ 433,111	$ 741,754	$ 289,650

15. Earnings Per Share

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 earnings per share (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. 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, and as a result these are considered participating securities. Unvested share-based payment awards that contain non-forfeitable rights to dividends or dividend equivalents (whether paid or unpaid) are also participating securities. As such, unvested restricted common stock of the Company, LTIP Units, OPP Units and MYLTIP Units are considered participating securities. Participating securities are included in the computation of basic EPS of the Company using the two-class method. Participating securities are included in the computation of diluted EPS of the Company using the if-converted method if the impact is dilutive. Because the OPP Units and MYLTIP 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 such units from the diluted EPS calculation. Other potentially dilutive common shares, including stock options, restricted stock and other securities of the

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Operating Partnership that are exchangeable for the Company s Common Stock, and the related impact on earnings, are considered when calculating diluted EPS.

	For the Year Ended December 31, 2014		
	Income (Numerator)	Shares (Denominator)	Per Share Amount
	(in thousands, except for per share amounts)		
Basic Earnings:			
Net income attributable to Boston Properties, Inc. common shareholders	$ 433,111	153,089	$ 2.83
Effect of Dilutive Securities:			
Stock Based Compensation		219	
Diluted Earnings:			
Net income attributable to Boston Properties, Inc. common shareholders	$ 433,111	153,308	$ 2.83

	For the Year Ended December 31, 2013		
	Income (Numerator)	Shares (Denominator)	Per Share Amount
	(in thousands, except for per share amounts)		
Basic Earnings:			
Income from continuing operations attributable to Boston Properties, Inc.	$ 618,113	152,201	$ 4.06
Discontinued operations attributable to Boston Properties, Inc.	123,641		0.81
Allocation of undistributed earnings to participating securities	(160)		
Net income attributable to Boston Properties, Inc. common shareholders	$ 741,594	152,201	$ 4.87
Effect of Dilutive Securities:			
Stock Based Compensation and Exchangeable Senior Notes		320	(0.01)
Diluted Earnings:			
Net income attributable to Boston Properties, Inc. common shareholders	$ 741,594	152,521	$ 4.86

	For the Year Ended December 31, 2012		
	Income (Numerator)	Shares (Denominator)	Per Share Amount
	(in thousands, except for per share amounts)		
Basic Earnings:			
Income from continuing operations attributable to Boston Properties, Inc.	$ 248,042	150,120	$ 1.65
Discontinued operations attributable to Boston Properties, Inc.	41,608		0.28
Net income attributable to Boston Properties, Inc. common shareholders	$ 289,650	150,120	$ 1.93
Effect of Dilutive Securities:			
Stock Based Compensation and Exchangeable Senior Notes		591	(0.01)
Diluted Earnings:			
Net income attributable to Boston Properties, Inc. common shareholders	$ 289,650	150,711	$ 1.92

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16. Employee Benefit Plans

Effective January 1, 1985, the predecessor of the Company adopted a 401(k) Savings Plan (the Plan) for its employees. Under the Plan, as amended, employees, as defined, are eligible to participate in the Plan after they have completed three months of service. Upon formation, the Company adopted the Plan and the terms of the Plan.

Under the Plan, as amended, the Company s matching contribution equals 200% of the first 3% of participant s eligible earnings contributed (utilizing earnings that are not in excess of an amount established by the IRS ($260,000, $255,000 and $250,000 in 2014, 2013 and 2012, respectively), indexed for inflation) with no vesting requirement. The Company s aggregate matching contribution for the years ended December 31, 2014, 2013 and 2012 was $3.5 million, $3.4 million and $3.2 million, respectively.

The Plan also provides for supplemental retirement contributions to certain employees who had at least ten years of service on January 1, 2001, and who were 40 years of age or older as of January 1, 2001. The maximum supplemental retirement contribution will not exceed the annual limit on contributions established by the IRS. The Company will record an annual supplemental retirement credit for the benefit of each participant. The Company s supplemental retirement contribution and credit for the years ended December 31, 2014, 2013 and 2012 was $52,000, $60,000 and $78,000, respectively.

The Company also maintains a deferred compensation plan that is designed to allow officers of the Company to defer a portion of their current income on a pre-tax basis and receive a tax-deferred return on these deferrals. The Company s obligation under the plan is that of an unsecured promise to pay the deferred compensation to the plan participants in the future. At December 31, 2014 and 2013, the Company had maintained approximately $19.5 million and $16.6 million, respectively, in a separate account, which is not restricted as to its use. The Company s liability under the plan is equal to the total amount of compensation deferred by the plan participants and earnings on the deferred compensation pursuant to investments elected by the plan participants. The Company s liability as of December 31, 2014 and 2013 was $19.5 million and $16.6 million, respectively, which are included in the accompanying Consolidated Balance Sheets.

17. Stock Option and Incentive Plan

At the Company s 2012 annual meeting of stockholders held on May 15, 2012, the stockholders of the Company approved the Boston Properties, Inc. 2012 Stock Option and Incentive Plan (the 2012 Plan). The 2012 Plan replaced the 1997 Stock Option and Incentive Plan (the 1997 Plan). The material terms of the 2012 Plan include, among other things: (1) the maximum number of shares of common stock reserved and available for issuance under the 2012 Plan is the sum of (i) 13,000,000 newly authorized shares, plus (ii) the number of shares available for grant under the 1997 Stock Plan immediately prior to the effective date of the 2012 Plan, plus (iii) any shares underlying grants under the 1997 Plan that are forfeited, canceled or terminated (other than by exercise) in the future; (2) full-value awards (i.e., awards other than stock options) are multiplied by a 2.32 conversion ratio to calculate the number of shares available under the 2012 Plan that are used for each full-value award, as opposed to a 1.0 conversion ratio for each stock option awarded under the 2012 Plan; (3) shares tendered or held back for taxes will not be added back to the reserved pool under the 2012 Plan; (4) stock options may not be re-priced without stockholder approval; and (5) the term of the 2012 Plan is for ten years from the date of stockholder approval.

On January 27, 2014, the Company s Compensation Committee approved the 2014 MYLTIP awards under the Company s 2012 Plan to certain officers and employees of the Company. The 2014 MYLTIP awards utilize TRS over a three-year measurement period, on an annualized, compounded basis, as the performance metric. Earned awards, if any, will be based on the Company s TRS relative to (i) the Cohen & Steers Realty Majors Portfolio Index (50% weight) and (ii) the NAREIT Office Index adjusted to exclude the Company (50% weight). Earned awards

will range from $0 to a maximum of approximately $40.2 million depending on the Company s

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TRS relative to the two indices, with four tiers (threshold: approximately $6.7 million; target: approximately $13.4 million; high: approximately $26.8 million; and exceptional: approximately $40.2 million) and linear interpolation between tiers. Earned awards measured on the basis of relative TRS performance are subject to an absolute TRS component in the form of relatively simple modifiers that (A) reduce the level of earned awards in the event the Company s annualized TRS is less than 0% and (B) cause some awards to be earned in the event the Company s annualized TRS is more than 12% even though on a relative basis alone the Company s TRS would not result in any earned awards.

Earned awards (if any) will vest 50% on February 3, 2017 and 50% on February 3, 2018, based on continued employment. Vesting will be accelerated in the event of a change in control, termination of employment by the Company without cause, termination of employment by the award recipient for good reason, death, disability or retirement. If there is a change of control prior to February 3, 2017, earned awards will be calculated as of the date of the change of control based upon performance through such date as measured against performance hurdles (without proration). The 2014 MYLTIP awards are in the form of LTIP Units issued on the grant date which (i) are subject to forfeiture to the extent awards are not earned and (ii) prior to the performance measurement date are only entitled to one-tenth (10%) of the regular quarterly distributions payable on common partnership units.

Under the FASB s ASC 718 Compensation-Stock Compensation the 2014 MYLTIP awards have an aggregate value of approximately $12.7 million, which amount will generally be amortized into earnings over the four-year plan period under the graded vesting method.

On January 31, 2014, the measurement period for the Company s 2011 OPP Unit awards expired and the Company s TRS was not sufficient for employees to earn and therefore become eligible to vest in any of the 2011 OPP Unit awards. As a result, the Company accelerated the then remaining unrecognized compensation expense totaling approximately $1.2 million during the year ended December 31, 2014. Accordingly, all 2011 OPP Unit awards were automatically forfeited.

On March 11, 2013, the Company announced that Owen D. Thomas would succeed Mortimer B. Zuckerman as the Company s Chief Executive Officer, effective April 2, 2013. On April 2, 2013, the Company issued 24,231 LTIP units, 38,926 2013 MYLTIP Units and 50,847 non-qualified stock options under the 2012 Plan to Mr. Thomas, pursuant to his employment agreement. Mr. Zuckerman continued to serve as Executive Chairman for a transition period which was completed effective as of the close of business on December 31, 2014 and thereafter is continuing to serve as the non-executive Chairman of the Board. In connection with succession planning, the Company and Mr. Zuckerman entered into a Transition Benefits Agreement. If Mr. Zuckerman remained employed by the Company through July 1, 2014, he was entitled to receive on January 1, 2015 a lump sum cash payment of $6.7 million and an equity award with a targeted value of approximately $11.1 million. The cash payment and equity award vested one-third on each of March 10, 2013, October 1, 2013 and July 1, 2014. As a result, the Company recognized approximately $3.9 million and $13.8 million of compensation expense during the years ended December 31, 2014 and 2013, respectively. In addition, the agreement provided that if Mr. Zuckerman terminated his employment with the Company for any reason, voluntarily or involuntarily, he would become fully vested in any outstanding equity awards with time-based vesting. As a result, during the year ended December 31, 2013, the Company accelerated the remaining approximately $12.9 million of stock-based compensation expense associated with Mr. Zuckerman s unvested long-term equity awards.

The Company issued 23,968, 36,730 and 20,756 shares of restricted common stock and 127,094, 184,733 and 174,650 LTIP Units to employees and non-employee directors under the 1997 Plan and 2012 Plan during the years ended December 31, 2014, 2013 and 2012, respectively. The Company did not issue any non-qualified stock options under the 1997 Plan during the year ended December 31, 2014. The Company issued 252,220 and 186,007 non-qualified stock options under the 1997 Plan during the years ended December 31, 2013 and 2012, respectively. The amounts issued during 2013 include the amounts issued to Mr. Thomas pursuant to his

employment agreement, as discussed above. The Company issued 400,000 2012 OPP Units to employees under the 1997 Plan during the year ended December 31, 2012. The Company issued 318,926 2013 MYLTIP Units to employees under the 2012 Plan during the year ended December 31, 2013, including the amounts issued to Mr. Thomas pursuant to his employment agreement, as discussed above. The Company issued 485,459 2014 MYLTIP Units to employees under the 2012 Plan during the year ended December 31, 2014. Employees and directors paid $0.01 per share of restricted common stock and $0.25 per LTIP Unit, OPP Unit and MYLTIP Unit. 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. Grants of restricted stock and LTIP Units to employees vest in four equal annual installments. Restricted stock is measured at fair value on the date of grant based on the number of shares 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. Non-qualified stock options, which are valued using the Black-Scholes option-pricing model, are recognized as an expense ratably over the corresponding employee service period. As the 2012 OPP Awards, 2013 MYLTIP Awards and 2014 MYLTIP Awards are subject to both a service condition and a market condition, the Company recognizes the compensation expense related to the 2012 OPP Awards, 2013 MYLTIP Awards and 2014 MYLTIP Awards under the graded vesting attribution method. Under the graded vesting attribution method, each portion of the award that vests at a different date is accounted for as a separate award and recognized over the period appropriate to that portion so that the compensation cost for each portion should be recognized in full by the time that portion vests. Dividends paid on both vested and unvested shares of restricted stock are charged directly to Dividends in Excess of Earnings in the Consolidated Balance Sheets. Aggregate stock-based compensation expense associated with restricted stock, non-qualified stock options, LTIP Units, 2011 OPP Units, 2012 OPP Units, 2013 MYLTIP Units and 2014 MYLTIP Units was approximately $26.0 million, $43.9 million and $28.3 million for the years ended December 31, 2014, 2013 and 2012, respectively. For the years ended December 31, 2014 and 2013, stock-based compensation expense includes approximately $2.5 million and $21.5 million, respectively, consisting of the acceleration of the expense of the Company s Executive Chairman s stock-based compensation awards and the stock-based compensation awards associated with his transition benefits agreement related to the Company s succession planning. For the year ended December 31, 2012, stock-based compensation expense includes approximately $2.7 million consisting of the acceleration of vesting of the Company s Chief Operating Officer s stock-based compensation awards associated with his resignation. At December 31, 2014, there was $17.0 million of unrecognized compensation expense related to unvested restricted stock and LTIP Units and $14.5 million of unrecognized compensation expense related to unvested 2012 OPP Units, 2013 MYLTIP Units and 2014 MYLTIP Units that is expected to be recognized over a weighted-average period of approximately 2.7 years.

The shares of restricted stock were valued at approximately $2.6 million ($109.27 per share weighted-average), $3.9 million ($105.30 per share weighted-average) and $2.2 million ($107.31 per share weighted-average) for the years ended December 31, 2014, 2013 and 2012, respectively.

LTIP Units were valued using a Monte Carlo simulation method model in accordance with the provisions of ASC 718 Compensation Stock Compensation (ASC 718). LTIP Units issued during the years ended December 31, 2014, 2013 and 2012 were valued at approximately $12.8 million, $17.8 million and $17.3 million, respectively. The weighted-average per unit fair value of LTIP Unit grants in 2014, 2013 and 2012 was $100.61, $96.13 and $98.83, respectively. The per unit fair value of each LTIP Unit granted in 2014, 2013 and 2012 was estimated on the date of grant using the following assumptions; an expected life of 5.7 years, 5.7 years and 5.8 years, a risk-free interest rate of 1.84%, 1.03% and 0.94% and an expected price volatility of 27.0%, 26.0% and 29.1%, respectively.

There were no non-qualified stock options granted during the year ended December 31, 2014. The non-qualified stock options granted during the years ended December 31, 2013 and 2012 had a weighted-average fair value on the date of grant of $18.46 and $19.50 per option, respectively, which was computed using the Black-Scholes option-pricing model utilizing the following assumptions: an expected life of 6.0 years and 5.4 years, a

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risk-free interest rate of 1.11% and 0.92%, an expected price volatility of 26.0% and 28.4% and an expected dividend yield of 3.0% and 2.9%, respectively. The exercise price of the options granted during the years ended December 31, 2013 and 2012 were $105.10 and $107.23, respectively, which was the closing price of the Company s common stock on the date of grant.

A summary of the status of the Company s stock options as of December 31, 2014, 2013 and 2012 and changes during the years then ended are presented below:

	Shares	Weighted Average Exercise Price
Outstanding at December 31, 2011	155,623	$ 89.35
Granted	186,007	$ 107.23
Exercised	(22,823)	$ 72.42
Canceled	(24,280)	$ 100.15
Outstanding at December 31, 2012	294,527	$ 101.06
Granted	252,220	$ 104.50
Special dividend adjustment	12,076	$ 100.44
Outstanding at December 31, 2013	558,823	$ 100.43
Exercised	(21,459)	$ 97.04
Canceled	(2,444)	$ 103.57
Special dividend adjustment	18,392	$ 97.22
Outstanding at December 31, 2014	553,312	$ 97.21

The following table summarizes information about stock options outstanding at December 31, 2014:

Options Outstanding			Options Exercisable	
Number Outstanding at 12/31/14	Weighted-Average Remaining Contractual Life	Exercise Price	Number Exercisable at 12/31/14	Exercise Price
124,513	3.6 years	$ 87.70	111,832	$ 87.70
53,759	8.3 years	$ 96.62	13,439	$ 96.62
207,064	4.9 years	$ 99.41	150,024	$ 99.41
167,976	4.4 years	$ 101.75	135,848	$ 101.75

The total intrinsic value of the outstanding and exercisable stock options as of December 31, 2014 was approximately $13.1 million. In addition, the Company had 199,868 and 91,496 options exercisable at a weighted-average exercise price of $98.83 and $98.92 at December 31, 2013 and 2012, respectively.

The Company adopted the 1999 Non-Qualified Employee Stock Purchase Plan (the Stock Purchase Plan) to encourage the ownership of Common Stock by eligible employees. The Stock Purchase Plan became effective on January 1, 1999 with an aggregate maximum of 250,000 shares of Common Stock available for issuance. The Stock Purchase Plan provides for eligible employees to purchase on the business day

immediately following the end of the biannual purchase periods (i.e., January 1-June 30 and July 1-December 31) shares of Common Stock at a purchase price equal to 85% of the average closing prices of the Common Stock during the last ten business days of the purchase period. The Company issued 6,964, 6,442 and 7,406 shares with the weighted average purchase price equal to $93.37 per share, $89.65 per share and $86.52 per share under the Stock Purchase Plan during the years ended December 31, 2014, 2013 and 2012, respectively.

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18. Related Party Transactions

Prior to joining the Company effective January 2, 2014, Mr. John F. Powers provided commercial real estate brokerage services to the Company, on behalf of his prior employer, CBRE, in connection with certain leasing transactions. Mr. Powers received approximately $1,214,000 and $592,000 during the years ended December 31, 2014 and 2013, respectively, in connection with these transactions. Mr. John F. Powers is a Senior Vice President of Boston Properties, Inc. and the Regional Manager of its New York office.

A firm controlled by Mr. Raymond A. Ritchey s brother was paid aggregate leasing commissions of approximately $674,000, $868,000 and $1,306,000 for the years ended December 31, 2014, 2013 and 2012, respectively, related to certain exclusive leasing arrangements for certain Northern Virginia properties. Mr. Ritchey is an Executive Vice President of Boston Properties, Inc.

On June 30, 1998, the Company acquired from entities controlled by Mr. Alan B. Landis a portfolio of properties known as the Carnegie Center Portfolio and Tower Center One and related operations and development rights (collectively, the Carnegie Center Portfolio). Mr. A. Landis is the brother of Mr. Mitchell S. Landis, the Company s former Senior Vice President and Regional Manager of the Company s Princeton office. Mr. M. Landis employment with the Company terminated on March 31, 2014. In connection with the acquisition of the Carnegie Center Portfolio, the Operating Partnership entered into a development agreement (the Development Agreement) with affiliates of Mr. A. Landis providing for up to approximately 2,000,000 square feet of development in or adjacent to the Carnegie Center office complex. An affiliate of Mr. A. Landis was entitled to a purchase price for each parcel developed under the Development Agreement calculated on the basis of $20 per rentable square foot of property developed. Another affiliate of Mr. A. Landis was eligible to earn a contingent payment for each developed property that achieves a stabilized return in excess of a target annual return ranging between 10.5% and 11%. The Development Agreement also provided that upon negotiated terms and conditions, the Company and Mr. A. Landis would form a development company to provide development services for these development projects and would share the expenses and profits, if any, of this new company.

On October 21, 2004, the Company and Mr. A. Landis entered into an agreement (the 2004 Agreement) to modify several provisions of the Development Agreement. Under the terms of the 2004 Agreement, the Operating Partnership and affiliates of Mr. A. Landis amended the Development Agreement to limit the rights of Mr. A. Landis and his affiliates to participate in the development of properties under the Development Agreement. Among other things, Mr. A. Landis agreed that (1) Mr. A. Landis and his affiliates will have no right to participate in any entity formed to acquire land parcels or the development company formed by the Operating Partnership to provide development services under the Development Agreement, (2) Mr. A. Landis will have no right or obligation to play a role in development activities engaged in by the development company formed by the Operating Partnership under the Development Agreement or receive compensation from the development company and (3) the affiliate of Mr. A. Landis will have no right to receive a contingent payment for developed properties based on stabilized returns. In exchange, the Company (together with the Operating Partnership) agreed to:

- effective as of June 30, 1998, pay Mr. A. Landis $125,000 on January 1 of each year until the earlier of (A) January 1, 2018, (B) the termination of the Development Agreement or (C) the date on which all development properties under the Development Agreement have been conveyed pursuant to the Development Agreement, with $750,000, representing payments of this annual amount from 1998 to 2004, being paid upon execution of the 2004 Agreement; and

- pay an affiliate of Mr. A. Landis, in connection with the development of land parcels acquired under the Development Agreement, an aggregate fixed amount of $10.50 per rentable square foot of property developed (with a portion of this amount (i.e., $5.50) being subject to adjustment, in specified circumstances, based on future increases in the Consumer Price Index) in lieu of a contingent payment based on stabilized returns, which payment could have been greater or less than $10.50 per rentable square foot of property developed.

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The Operating Partnership also continues to be obligated to pay an affiliate of Mr. A. Landis the purchase price of $20 per rentable square foot of property developed for each land parcel acquired as provided in the original Development Agreement. During the 20-year term of the Development Agreement, until such time, if any, as the Operating Partnership elects to acquire a land parcel, an affiliate of Mr. A. Landis will remain responsible for all carrying costs associated with such land parcel. Pursuant to the Development Agreement, as amended by the 2004 Agreement, the Company paid Mr. A. Landis $125,000 on each of January 1, 2013 and January 1, 2014. On November 12, 2014, the Company acquired from Mr. A. Landis 804 Carnegie Center, a land parcel located in Princeton, New Jersey for a purchase price of approximately $3.7 million.

In accordance with the Company s 2012 Plan, and as approved by the Board of Directors, six non-employee directors made an election to receive deferred stock units in lieu of cash fees for 2014. The deferred stock units will be settled in shares of common stock upon the cessation of such director s service on the Board of Directors. As a result of these elections, the aggregate cash fees otherwise payable to a non-employee director during a fiscal quarter are converted into a number of deferred stock units equal to the aggregate cash fees divided by the last reported sales price of a share of the Company s common stock on the last trading of the applicable fiscal quarter. The deferred stock units are also credited with dividend equivalents as dividends are paid by the Company. On May 20, 2014, in connection with the cessation of a director s service on the Board of Directors, the Company issued 7,542 shares of common stock in settlement of the director s outstanding deferred stock units. At December 31, 2014 and 2013, the Company had outstanding 84,435 and 83,995 deferred stock units, respectively.

19. Selected Interim Financial Information (unaudited)

The tables below reflect the Company s selected quarterly information for the years ended December 31, 2014 and 2013.

	2014 Quarter Ended			
	March 31,	June 30,	September 30,	December 31,
	(in thousands, except for per share amounts)			
Total revenue	$ 574,694	$ 589,794	$ 618,803	$ 613,707
Income from continuing operations	$ 67,756	$ 95,901	$ 109,038	$ 85,323
Net income attributable to Boston Properties, Inc. common shareholders	$ 54,034	$ 76,527	$ 127,724	$ 174,510
Income attributable to Boston Properties, Inc. per share basic	$ 0.35	$ 0.50	$ 0.83	$ 1.14
Income attributable to Boston Properties, Inc. per share diluted	$ 0.35	$ 0.50	$ 0.83	$ 1.14

	2013 Quarter Ended			
	March 31,	June 30,	September 30,	December 31,
	(in thousands, except for per share amounts)			
Total revenue	$ 477,826	$ 510,033	$ 571,481	$ 576,199
Income from continuing operations	$ 38,496	$ 503,446	$ 82,311	$ 79,395
Net income attributable to Boston Properties, Inc. common shareholders	$ 47,854	$ 452,417	$ 152,677	$ 88,719
Income attributable to Boston Properties, Inc. per share basic	$ 0.32	$ 2.95	$ 1.00	$ 0.58
Income attributable to Boston Properties, Inc. per share diluted	$ 0.31	$ 2.94	$ 1.00	$ 0.58

20. Subsequent Events

On January 15, 2015, the Company entered into a contract for the sale of its Residences on The Avenue property located in Washington, DC for a gross sale price of $196.0 million. The Company has agreed to provide net operating income support of up to $6.0 million should the property s net operating income fail to achieve

certain thresholds. The Residences on The Avenue is comprised of 335 apartment units and approximately 50,000 net rentable square feet of retail space, subject to a ground lease that expires on February 1, 2068. The sale is subject to the satisfaction of customary closing conditions and there can be no assurance that the sale will be consummated on the terms currently contemplated or at all.

On January 21, 2015, the Company s Compensation Committee approved the 2015 Multi-Year, Long-Term Incentive Program (the 2015 MYLTIP) awards under the Company s 2012 Plan to certain officers and employees of the Company. The 2015 MYLTIP awards utilize TRS over a three-year measurement period, on an annualized, compounded basis, as the performance metric. Earned awards will be based on the Company s TRS relative to (i) the Cohen & Steers Realty Majors Portfolio Index (50% weight) and (ii) the NAREIT Office Index adjusted to exclude the Company (50% weight). Earned awards will range from zero to a maximum of approximately $40.8 million depending on the Company s TRS relative to the two indices, with three tiers (threshold: approximately $8.2 million; target: approximately $16.3 million; high: approximately $40.8 million) and linear interpolation between tiers. Earned awards measured on the basis of relative TRS performance are subject to an absolute TRS component in the form of relatively simple modifiers that (A) reduce the level of earned awards in the event the Company s annualized TRS is less than 0% and (B) cause some awards to be earned in the event the Company s annualized TRS is more than 12% even though on a relative basis alone the Company s TRS would not result in any earned awards.

Earned awards (if any) will vest 50% on February 4, 2018 and 50% on February 4, 2019, based on continued employment. Vesting will be accelerated in the event of a change in control, termination of employment by the Company without cause, or termination of employment by the award recipient for good reason, death, disability or retirement. If there is a change of control prior to February 4, 2018, earned awards will be calculated based on TRS performance up to the date of the change of control. The 2015 MYLTIP awards are in the form of LTIP Units issued on the grant date which (i) are subject to forfeiture to the extent awards are not earned and (ii) prior to the performance measurement date are only entitled to one-tenth (10%) of the regular quarterly distributions payable on common partnership units.

Under the Financial Accounting Standards Board s Accounting Standards Codification (ASC) 718 Compensation-Stock Compensation the 2015 MYLTIP awards have an aggregate value of approximately $15.7 million, which amount will generally be amortized into earnings over the four-year plan period under the graded vesting method.

On February 3, 2015, the Company issued 30,965 shares of restricted common stock and 96,830 LTIP units under the 2012 Plan to certain employees of the Company.

On February 6, 2015, the measurement period for the Company s 2012 OPP Awards ended and the Company s TRS performance was sufficient for employees to earn and therefore become eligible to vest in the 2012 OPP Awards. The final outperformance pool was determined to be approximately $32.1 million, or approximately 80% of the total maximum outperformance pool of $40.0 million.

On February 19, 2015, the Company completed the sale of a parcel of land within its Washingtonian North property located in Gaithersburg, Maryland for a sale price of approximately $8.7 million, which exceeded its carrying value. The parcel contains approximately 8.5 acres of the approximately 27 acre property.

During February 2015, the Company entered into forward-starting interest rate swap contracts which fix the ten-year swap rate at a weighted-average rate of 2.514% per annum on notional amounts aggregating $125.0 million. The interest rate swap contracts were entered into in advance of a financing with a target commencement date in September 2016 and expiration in September 2026.

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Item 9. ***Changes in and Disagreements with Accountants on Accounting and Financial Disclosures***

None.

Item 9A. ***Controls and Procedures***

As of the end of the period covered by this report, an evaluation was carried out by our management, with the participation of our Chief Executive Officer and Chief Financial Officer, of 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. In addition, 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 fourth quarter of our fiscal year ended December 31, 2014 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

Management s Report on Internal Control over Financial Reporting is set forth on page 117 of this Annual Report on Form 10-K and is incorporated herein by reference.

Item 9B. ***Other Information***

None.

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PART III

Item 10. *Directors, Executive Officers and Corporate Governance*

The information required by Item 10 will be included in the Proxy Statement to be filed relating to our 2015 Annual Meeting of Stockholders and is incorporated herein by reference.

Item 11. *Executive Compensation*

The information required by Item 11 will be included in the Proxy Statement to be filed relating to our 2015 Annual Meeting of Stockholders and is incorporated herein by reference.

Item 12. *Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters*

The following table summarizes our equity compensation plans as of December 31, 2014.

Equity Compensation Plan Information

Plan category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by security holders(1)	3,347,996(2)	$ 97.21(2)	11,553,409(3)
Equity compensation plans not approved by security holders(4)	N/A	N/A	113,303
Total	3,347,996	$ 97.21	11,666,712

(1) Includes information related to our 2012 Plan.

(2) Includes (a) 553,312 shares of common stock issuable upon the exercise of outstanding options (411,143 of which are vested and exercisable), (b) 1,496,799 long term incentive units (LTIP units) (1,260,857 of which are vested) that, upon the satisfaction of certain conditions, are convertible into common units, which may be presented to the Operating Partnership for redemption and acquired by us for shares of our common stock, (c) 22,892 common units issued upon conversion of LTIP units, which may be presented to the Operating Partnership for redemption and acquired by us for shares of our common stock, (d) 394,590 2012 OPP Awards that, upon the satisfaction

of certain conditions, are convertible into common units, which may be presented to the Operating Partnership for redemption and acquired by us for shares of our common stock, (e) 313,936 2013 MYLTIP Awards that, upon the satisfaction of certain conditions, are convertible into common units, which may be presented to the Operating Partnership for redemption and acquired by us for shares of our common stock, (f) 482,032 2014 MYLTIP Awards and at, upon the satisfaction of certain conditions, are convertible into common units, which may be presented to the Operating Partnership for redemption and acquired by us for shares of our common stock and (g) 84,435 deferred stock units which were granted pursuant to elections by certain of our non-employee directors to defer all cash compensation to be paid to such directors and to receive their deferred cash compensation in shares of our common stock upon their retirement from our Board of Directors. Does not include 59,608 shares of restricted stock, as they have been reflected in our total shares outstanding. Because there is no exercise price associated with LTIP units, 2012 OPP Awards, 2013 MYLTIP Awards, 2014 MYLTIP Awards or deferred stock units, such shares are not included in the weighed-average exercise price calculation.

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(3) Full-value awards (i.e., awards other than stock options) are multiplied by a 2.32 conversion ratio to calculate the number of shares available under the 2012 Plan that are used for each full-value award, as opposed to a 1.0 conversion ratio for each stock option awarded under the 2012 Plan.

(4) Includes information related to the 1999 Non-Qualified Employee Stock Purchase Plan (ESPP). The ESPP was adopted by the Board of Directors on October 29, 1998. The ESPP has not been approved by our stockholders. The ESPP is available to all our employees that are employed on the first day of the purchase period. Under the ESPP, each eligible employee may purchase shares of our common stock at semi-annual intervals each year at a purchase price equal to 85% of the average closing prices of our common stock on the New York Stock Exchange during the last ten business days of the purchase period. Each eligible employee may contribute no more than $10,000 per year to purchase our common stock under the ESPP.

Additional information concerning security ownership of certain beneficial owners and management required by Item 12 will be included in the Proxy Statement to be filed relating to our 2015 Annual Meeting of Stockholders and is incorporated herein by reference.

Item 13. ***Certain Relationships and Related Transactions, and Director Independence***

The information required by Item 13 will be included in the Proxy Statement to be filed relating to our 2015 Annual Meeting of Stockholders and is incorporated herein by reference.

Item 14. ***Principal Accountant Fees and Services***

The information required by Item 14 will be included in the Proxy Statement to be filed relating to our 2015 Annual Meeting of Stockholders and is incorporated herein by reference.

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PART IV

Item 15. ***Exhibits and Financial Statement Schedules***

(a) Financial Statement Schedule

Boston Properties, Inc.

Schedule 3 - Real Estate and Accumulated Depreciation

December 31, 2014

(dollars in thousands)

			Original		Costs Capitalized Subsequent to Acquisition							
Type	Location	Encumbrances	Land	Building		Land and Improvements	Building and Improvements	Land Held for Development	Development and Construction in Progress	Total	Accumulated Depreciation	Year(s) Built/ Renovated
Office	New York, NY	$ 1,421,083	$ 1,796,252	$ 1,532,654	$ 19,627	$ 1,796,252	$ 1,552,281	$	$	$ 3,348,533	$ 80,075	1
Office	San Francisco, CA	354,680	179,697	847,410	317,320	195,987	1,148,440			1,344,427	505,702	1970/1
Office	Boston, MA		92,077	734,594	380,216	107,426	1,064,013	404	35,044	1,206,887	421,371	1965/1993/2
Office	New York, NY		339,200	700,358	109,630	354,107	795,081			1,149,188	242,572	1
Office	New York, NY	710,932	241,600	494,782	230,137	289,639	676,880			966,519	228,397	1977/1
Office	Boston, MA	649,108	219,543	667,884	74,060	219,616	740,863	1,008		961,487	104,888	1
Office	New York, NY		285,263	603,167		285,263	603,167			888,430	9,240	2
Office	New York, NY		165,413	380,438	84,488	169,193	461,146			630,339	150,619	2
Office	Boston, MA		131,067	435,954	9,711	131,067	445,432	233		576,732	44,931	1971-1
Office	Princeton, NJ		105,107	377,259	83,053	103,064	450,653	2,350	9,352	565,419	183,866	1983-1
Office	Boston, MA		63,988	454,537	15,169	63,988	469,706			533,694	55,070	2
Office	Reston, VA	220,133	56,853	306,298	6,938	56,853	313,236			370,089	27,645	1986-1
Office	New York, NY		103,000	253,665	12,912	103,000	266,577			369,577	24,871	2
Office	New York, NY	750,000	81,040	100,507	128,649	87,852	222,344			310,196	152,958	1
Office	San Francisco, CA		106,510	185,801		106,510	185,801			292,311	4,161	2
Office	Reston, VA		13,603	237,479	9,790	13,687	247,185			260,872	60,668	2008-2

Office	Waltham, MA		18,789	148,451	58,126	18,789	206,577			225,366	31,089	1985-1
Office	San Francisco, CA		28,255	139,245	52,768	30,627	189,641			220,268	87,759	1984/1986/2
Office	Washington, DC			183,541	5,141		188,682			188,682	26,612	2
Office	Mountain View, CA		95,066	68,373	3,267	95,066	71,640			166,706	6,044	1977-1981/2007-2
Office	San Jose, CA		36,705	82,863	28,919	36,997	107,737	3,753		148,487	25,914	1
Office	Waltham, MA		18,605	92,619	34,732	20,118	125,830	8		145,956	57,456	1955/1
Office	Washington, DC		34,032	85,660	9,947	35,382	94,257			129,639	32,942	1
Office	Washington, DC	118,919	38,885	83,719	5,692	42,082	86,214			128,296	23,366	2
Office	Alexandria, VA	31,364	18,021	109,038	1,013	18,062	110,010			128,072	29,821	2003-2
Office	Washington, DC		25,982	82,311	16,379	27,135	97,537			124,672	32,742	1
Office	Washington, DC		4,725	29,565	88,078	8,662	113,706			122,368	53,320	1981/2
Office	Weston, MA		25,753	92,312	(123)	25,854	92,088			117,942	13,972	2
Office	Reston, VA		9,929	84,504	18,898	11,293	102,038			113,331	36,912	2
Office	Reston, VA		13,930	77,739	19,563	15,420	95,812			111,232	38,275	2
Office	Reston, VA		16,456	66,192	25,320	16,179	91,789			107,968	35,274	1
Office	Cambridge, MA		3,457	97,136	2,880	4,125	99,348			103,473	53,469	2
Office	Reston, VA		11,198	71,782	19,977	12,533	90,424			102,957	32,326	2
Office	Needham, MA		18,095	66,905	14,870	19,092	80,778			99,870	20,193	2
Office	Cambridge, MA		18,863	53,346	25,899	21,173	76,935			98,108	20,864	1981/1996/2
Office	Cambridge, MA		19,104	52,078	13,680	20,785	64,077			84,862	12,426	1983/1998/2
Office	Waltham, MA		10,385	60,694	8,105	11,097	68,087			79,184	22,151	2
Office	Waltham, MA		13,189	49,823	15,744	13,593	65,163			78,756	19,029	1
Office	Waltham, MA		13,847	60,383	3,163	13,873	63,520			77,393	14,639	2
Office	San Jose, CA		58,402	13,069	4,028	23,377	16,214	35,908		75,499	12,174	1
Office	Cambridge, MA		18,080	51,262	165	18,080	51,427			69,507	2,938	2
Office	Mountain View, CA		16,741	51,285	716	16,741	52,001			68,742	6,400	1987/2

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Boston Properties, Inc.

Schedule 3 - Real Estate and Accumulated Depreciation

December 31, 2014

(dollars in thousands)

Name	Type	Location	Encumbrances	Original Land	Original Building	Costs Capitalized Subsequent to Acquisition	Land and Improvements	Building and Improvements	Land Held for Development	Development and Construction in Progress	Total	Accumulated Depreciation	Year(s) Built/ Renovated	Dep
n Place	Office	Chevy Chase, MD			53,349	12,787		66,136			66,136	14,300	2009	
e	Office	Reston, VA		9,135	50,857	5,361	10,148	55,205			65,353	22,540	1984	
hinion gy g. Two	Office	Herndon, VA		5,584	51,868	3,911	6,510	54,853			61,363	18,312	2004	
quare	Office	Washington, DC		624	28,745	25,004	1,478	52,895			54,373	25,152	1985	
hinion gy g. One	Office	Herndon, VA	40,975	3,880	43,227	3,883	4,583	46,407			50,990	21,158	2001	
Street	Office	Waltham, MA		16,148	24,983	9,782	16,813	34,100			50,913	16,439	1999	
g	Office	Lexington, MA		2,850	27,166	18,558	3,151	45,423			48,574	31,087	1971/1995	
Street One ge	Office	Cambridge, MA		134	25,110	20,596	548	45,292			45,840	27,168	1987	
y Place	Office	Cambridge, MA	12,290		37,091	6,794	390	43,495			43,885	22,156	1985	
ver levard	Office	Rockville, MD		4,243	31,125	7,924	4,785	38,507			43,292	16,993	2001	
Office	Office	Chelmsford, MA		3,750	32,454	5,814	5,187	36,831			42,018	13,710	2001	
eet	Office	Washington, DC		109	22,420	13,020	2,379	33,170			35,549	21,601	1987	
dway Eight ge	Office	Cambridge, MA		850	25,042	8,507	1,323	33,076			34,399	12,606	1999	
Street Three ge	Office	Cambridge, MA		174	12,200	11,774	965	23,183			24,148	10,496	1987/2013	
dway Ten ge	Office	Cambridge, MA		1,299	12,943	6,851	2,395	18,698			21,093	11,948	1990	
ck	Office	Andover, MA		709	14,740	2,697	893	17,253			18,146	6,171	2001	
g	Office	Lexington, MA		2,849	15,303	(154)	3,124	14,874			17,998	6,511	1997	
n rk	Office	Lexington, MA		998	1,426	13,941	1,264	15,101			16,365	11,346	1982	
ayden	Office	Lexington, MA		594	6,748	7,819	802	14,359			15,161	10,665	1985	
ell	Office	Lexington, MA		784	6,464	6,747	941	13,054			13,995	7,655	1985	
g	Office	Lexington, MA		1,066	9,520	1,950	1,160	11,376			12,536	4,306	1999	
Street	Office	Waltham, MA		1,611	6,652	4,267	1,858	10,672			12,530	6,626	1990	

n	Office	Lexington, MA	266	3,234	8,787	425	11,862			12,287	5,558	1979
dway												
ge	Office	Cambridge, MA	121	5,535	5,278	324	10,610			10,934	7,566	1984
ton d, Seven	Office	Springfield, VA	665	9,273	520	791	9,667			10,458	4,113	1997
ton d, One	Office	Springfield, VA	392	3,822	3,798	659	7,353			8,012	5,794	1982
ton d, Three	Office	Springfield, VA	1,165	4,681	1,880	1,430	6,296			7,726	3,056	1987
inger ilding	Office	Springfield, VA	366	4,282	2,684	601	6,731			7,332	5,142	1984
ndale	Office	Mountain View, CA	5,477	1,090	230	5,477	1,320			6,797	213	1977
ton d, Six	Office	Springfield, VA	138	3,749	2,538	406	6,019			6,425	4,265	1985
ton d, Eight	Office	Springfield, VA	200	878	4,826	551	5,353			5,904	3,688	1986
ey rmerly												
ge	Office	Cambridge, MA	110	4,483	1,223	273	5,543			5,816	3,943	1983
ton d,	Office	Springfield, VA	608	4,773	230	661	4,950			5,611	4,229	2002
porate ilding	Office	Springfield, VA	136	3,071	1,611	775	4,043			4,818	2,494	1989
ton d, Ten	Office	Springfield, VA	23	2,685	1,003	93	3,618			3,711	2,362	1988
ton d, Four	Office	Springfield, VA	241	1,605	1,729	398	3,177			3,575	2,235	1984
ton d, Two	Office	Springfield, VA	249	1,542	1,661	613	2,839			3,452	2,135	1982
ell	Office	Lexington, MA	168	1,943	809	314	2,606			2,920	1,685	1968-1979/1987
ngton	Office	Billerica, MA	592	1,370	319	643	1,638			2,281	745	1982
ell	Office	Lexington, MA	26	150	1,018	65	1,113	16		1,194	714	1968
es on ue, , NW	Residential	Washington, DC		119,874	(28)		119,846			119,846	11,039	2011
t at own	Residential	Reston, VA	20,350	91,995		20,350	91,995			112,345	2,397	2014
at Wharf	Residential	Boston, MA	3,529	54,891	1,543	3,529	56,434			59,963	5,093	2011
Marriott ge												
ge arriott)	Hotel	Cambridge, MA	478	37,918	36,160	1,201	73,355			74,556	47,196	1986
ge st	Garage	Cambridge, MA		35,035	1,561	103	36,493			36,596	7,647	1984

ge est	Garage	Cambridge, MA	1,256	15,697	1,571	1,434	17,090			18,524	3,815	2006
ge orth	Garage	Cambridge, MA	1,163	11,633	2,770	1,579	13,987			15,566	8,531	1990
e	Development	San Francisco, CA			345,303				345,303	345,303		N/A
usetts	Development	Washington, DC			189,173	12			189,161	189,173		N/A
ion	Development	San Francisco, CA			171,096	10,789	39,307		121,000	171,096	225	N/A
oint	Development	Waltham, MA			21,533	163			21,370	21,533		N/A
om	Development	San Francisco, CA			13,237	1,777	6,546		4,914	13,237	11	N/A
ld nter	Land	Springfield, VA			32,445			32,445		32,445		N/A
Site	Land	Reston, VA			30,256			30,256		30,256		N/A
	Land	San Jose, CA			29,006			29,006		29,006		N/A
aks an	Land	Rockville, MD			28,919			28,919		28,919		N/A

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Boston Properties, Inc.

Schedule 3 - Real Estate and Accumulated Depreciation

December 31, 2014

(dollars in thousands)

Type	Location	Encumbrances	Original Land	Original Building	Costs Capitalized Subsequent to Acquisition	Land and Improvements	Building and Improvements	Land Held for Development	Development and Construction in Progress	Total	Accumulated Depreciation	Yea Bu Reno
Land	Waltham, MA				23,255		132	12,956	10,167	23,255		N
Land	Gaithersburg, MD				18,813			18,813		18,813		N
Land	Springfield, VA				13,866			13,866		13,866		N
Land	Waltham, MA				11,920			11,920		11,920		N
Land	Reston, VA				9,933			9,933		9,933		N
Land	Reston, VA				8,817			8,817		8,817		N
Land	Marlborough, MA				8,726			8,726		8,726		N
Land	Loudoun County, VA				6,311			6,311		6,311		N
Land	Waltham, MA				4,801			4,801		4,801		N
Land	Cambridge, MA				3,527			3,527		3,527		N
Land	San Jose, CA				1,664			1,664		1,664		N
Land	San Francisco, CA				1,261			1,261		1,261		N
Land	Andover, MA				1,213			1,213		1,213		N
		$ 4,309,484(2)	$ 4,661,817	$ 11,331,324	$ 3,215,276	$ 4,785,772	$ 13,418,220	$ 268,114	$ 736,311	$ 19,208,417	$ 3,529,978	

Note: Total Real Estate does not include Furniture, Fixtures and Equipment totaling approximately $27,986. Accumulated Depreciation does not include approximately $17,681 of accumulated depreciation related to Furniture, Fixtures and Equipment.

The aggregate cost and accumulated depreciation for tax purposes was approximately $14.3 billion and $2.6 billion, respectively.

(1) Depreciation of the buildings and improvements are calculated over lives ranging from the life of the lease to 40 years.
(2) Includes the unamortized balance of the historical fair value adjustment totaling approximately $138.7 million.

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Boston Properties, Inc.

Real Estate and Accumulated Depreciation

December 31, 2014

(dollars in thousands)

A summary of activity for real estate and accumulated depreciation is as follows:

	2014	2013	2012
Real Estate:			
Balance at the beginning of the year	$ 18,953,601	$ 14,869,887	$ 13,363,113
Additions to/improvements of real estate	594,296	4,410,622	1,602,583
Assets sold/written-off	(339,480)	(326,908)	(95,809)
Balance at the end of the year	$ 19,208,417	$ 18,953,601	$ 14,869,887
Accumulated Depreciation:			
Balance at the beginning of the year	$ 3,145,701	$ 2,919,479	$ 2,626,324
Depreciation expense	456,176	419,908	367,625
Assets sold/written-off	(71,899)	(193,686)	(74,470)
Balance at the end of the year	$ 3,529,978	$ 3,145,701	$ 2,919,479

Note: Real Estate and Accumulated Depreciation amounts do not include Furniture, Fixtures and Equipment.

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(b) Exhibits

2.1	Transfer Agreement, dated May 31, 2013, by and among BP 767 Fifth LLC, Sungate Fifth Avenue LLC, 767 LLC and BP/DC 767 Fifth LLC. (Incorporated by reference to Exhibit 2.1 to the Current Report on Form 8-K of Boston Properties, Inc. filed on June 3, 2013.)
2.2	Purchase and Sale Agreement by and among NBIM Walker 601 LEX NYC LLC, NBIM Walker 100 FED BOS LLC, NBIM Walker ATW BOS LLC and Boston Properties Limited Partnership, dated September 16, 2014. (Incorporated by reference to Exhibit 2.1 to the Current Report on Form 8-K of Boston Properties Limited Partnership filed on September 18, 2014).
3.1	Form of Amended and Restated Certificate of Incorporation of Boston Properties, Inc. (Incorporated by reference to Exhibit 3.1 to Boston Properties, Inc. s Registration Statement on Form S-11, File No. 333-25279.)
3.2	Amended and Restated Certificate of Designations of Series E Junior Participating Cumulative Preferred Stock of Boston Properties, Inc. (Incorporated by reference to Exhibit 3.1 to Boston Properties, Inc. s Current Report on Form 8-K filed on June 18, 2007.)
3.3	Certificate of Amendment of Amended and Restated Certificate of Incorporation of Boston Properties, Inc. (Incorporated by reference to Exhibit 3.1 to Boston Properties, Inc. s Current Report on Form 8-K filed on May 20, 2010.)
3.4	Certificate of Designations of 92,000 shares of 5.25% Series B Cumulative Redeemable Preferred Stock of Boston Properties, Inc. (Incorporated by reference to Exhibit 3.3 to the Registration Statement on Form 8-A of Boston Properties, Inc. filed on March 22, 2013.)
3.5	Second Amended and Restated Bylaws of Boston Properties, Inc. (Incorporated by reference to Exhibit 3.1 to Boston Properties, Inc. s Current Report on Form 8-K filed on October 24, 2008.)
3.6	Amendment to Second Amended and Restated By-laws of Boston Properties, Inc. (Incorporated by reference to Exhibit 3.2 to Boston Properties, Inc. s Current Report on Form 8-K filed on May 20, 2010.)
3.7	Amendment No. 2 to Second Amended and Restated By-laws of Boston Properties, Inc. (Incorporated by reference to Exhibit 3.1 to the Current Report on Form 8-K of Boston Properties, Inc. filed on April 22, 2014.)
3.8	Amendment No. 3 to Second Amended and Restated By-laws of Boston Properties, Inc., effective as of February 24, 2015. (Incorporated by reference to Exhibit 3.1 to the Current Report on Form 8-K of Boston Properties, Inc. filed on February 24, 2015.)
3.9	Form of Certificate of Designations for Series A Preferred Stock. (Incorporated by reference to Exhibit 99.26 to Boston Properties, Inc. s Current Report on Form 8-K filed on November 25, 1998.)
4.1	Shareholder Rights Agreement, dated as of June 18, 2007, between Boston Properties, Inc. and Computershare Trust Company, N.A., as Rights Agent. (Incorporated by reference to Exhibit 4.1 to Boston Properties, Inc. s Current Report on Form 8-K filed on June 18, 2007.)
4.2	Form of Common Stock Certificate. (Incorporated by reference to Exhibit 4.3 to Boston Properties, Inc. s Registration Statement on Form S-11, File No. 333-25279.)
4.3	Master Deposit Agreement among Boston Properties, Inc., Computershare Inc. and Computershare Trust Company, N.A., collectively, as depositary, and the holders from time to time of depositary shares as described therein, dated March 22, 2013. (Incorporated by reference to Exhibit 4.1 to the Registration Statement on Form 8-A of Boston Properties, Inc. filed on March 22, 2013.)

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4.4	Indenture, dated as of December 13, 2002, by and between Boston Properties Limited Partnership and The Bank of New York, as Trustee. (Incorporated by reference to Exhibit 4.1 to Boston Properties, Inc. s Current Report on Form 8-K/A filed on December 13, 2002.)
4.5	Supplemental Indenture No. 8, dated as of October 9, 2009, between Boston Properties Limited Partnership and The Bank of New York Mellon Trust Company, N.A., as Trustee, including a form of the 5.875% Senior Note due 2019. (Incorporated by reference to Exhibit 4.1 to the Current Report on Form 8-K of Boston Properties Limited Partnership filed on October 9, 2009.)
4.6	Supplemental Indenture No. 9, dated as of April 19, 2010, between Boston Properties Limited Partnership and The Bank of New York Mellon Trust Company, N.A., as Trustee, including a form of the 5.625% Senior Note due 2020. (Incorporated by reference to Exhibit 4.1 to the Current Report on Form 8-K of Boston Properties Limited Partnership filed on April 19, 2010.)
4.7	Supplemental Indenture No. 10, dated as of November 18, 2010, between Boston Properties Limited Partnership and The Bank of New York Mellon Trust Company, N. A., as Trustee, including a form of the 4.125% Senior Note due 2021. (Incorporated by reference to Exhibit 4.1 to the Current Report on Form 8-K of Boston Properties Limited Partnership filed on November 18, 2010.)
4.8	Supplemental Indenture No. 11, dated as of November 10, 2011, between Boston Properties Limited Partnership and The Bank of New York Mellon Trust Company, N.A., as Trustee, including a form of the 3.700% Senior Note due 2018. (Incorporated by reference to Exhibit 4.1 to the Current Report on Form 8-K of Boston Properties Limited Partnership filed on November 10, 2011.)
4.9	Supplemental Indenture No. 12, dated as of June 11, 2012, between Boston Properties Limited Partnership and The Bank of New York Mellon Trust Company, N.A., as Trustee, including a form of the 3.85% Senior Note due 2023. (Incorporated by reference to Exhibit 4.1 to the Current Report on Form 8-K of Boston Properties Limited Partnership filed on June 11, 2012.)
4.10	Supplemental Indenture No. 13, dated as of April 11, 2013, between Boston Properties Limited Partnership and The Bank of New York Mellon Trust Company, N.A., as Trustee, including a form of the 3.125% Senior Note due 2023. (Incorporated by reference to Exhibit 4.1 to the Current Report on Form 8-K of Boston Properties Limited Partnership filed on April 11, 2013.)
4.11	Supplemental Indenture No. 14, dated as of June 27, 2013, between Boston Properties Limited Partnership and The Bank of New York Mellon Trust Company, N.A., as Trustee, including a form of the 3.800% Senior Note due 2024. (Incorporated by reference to Exhibit 4.1 to the Current Report on Form 8-K of Boston Properties Limited Partnership filed on July 1, 2013.)
10.1	Second Amended and Restated Agreement of Limited Partnership of Boston Properties Limited Partnership, dated as of June 29, 1998. (Incorporated by reference to Exhibit 99.1 to Boston Properties, Inc. s Current Report on Form 8-K filed on July 15, 1998.)
10.2	Certificate of Designations for the Series Four Preferred Units, dated as of August 29, 2012, constituting an amendment to the Second Amended and Restated Agreement of Limited Partnership of Boston Properties Limited Partnership. (Incorporated by reference to Exhibit 10.1 to the Current Report on Form 10-Q of Boston Properties, Inc. filed on November 8, 2012.)

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10.3	Certificate of Designations for the 5.25% Series B Cumulative Redeemable Preferred Units, dated as of March 20, 2013, constituting an amendment to the Second Amended and Restated Agreement of Limited Partnership of Boston Properties Limited Partnership. (Incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K of Boston Properties, Inc. filed on March 22, 2013.)
10.4	Forty-Seventh Amendment to the Second Amended and Restated Agreement of Limited Partnership of Boston Properties Limited Partnership, dated as of April 11, 2003, by Boston Properties, Inc., as general partner. (Incorporated by reference to Exhibit 10.1 to Boston Properties, Inc. s Quarterly Report on Form 10-Q filed on August 14, 2003.)
10.5*	Seventy-Seventh Amendment to the Second Amended and Restated Agreement of Limited Partnership of Boston Properties Limited Partnership, dated as of January 24, 2008, by Boston Properties, Inc., as general partner. (Incorporated by reference to Exhibit 10.3 to Boston Properties, Inc. s Current Report on Form 8-K filed on January 29, 2008.)
10.6	Ninety-Eighth Amendment to the Second Amended and Restated Agreement of Limited Partnership of Boston Properties Limited Partnership, dated as of October 21, 2010. (Incorporated by reference to Exhibit 10.1 to Boston Properties, Inc. s Quarterly Report on Form 10-Q filed on November 5, 2010.)
10.7	Boston Properties, Inc. 2012 Stock Option and Incentive Plan. (Incorporated by reference to Exhibit A to Boston Properties, Inc. s Proxy Statement on Schedule 14A filed on March 30, 2012.)
10.8*	Form of 2012 Outperformance Award Agreement. (Incorporated by reference to Exhibit 10.1 to Boston Properties, Inc. s Quarterly Report on Form 10-Q filed on May 8, 2012.)
10.9*	Boston Properties, Inc. 1999 Non-Qualified Employee Stock Purchase Plan. (Incorporated by reference to Exhibit 10.59 to Boston Properties, Inc. s Annual Report on Form 10-K filed on March 15, 2005.)
10.10*	First Amendment to the Boston Properties, Inc. 1999 Non-Qualified Employee Stock Purchase Plan. (Incorporated by reference to Exhibit 10.60 to Boston Properties, Inc. s Annual Report on Form 10-K filed on March 15, 2005.)
10.11*	Second Amendment to the Boston Properties, Inc. 1999 Non-Qualified Employee Stock Purchase Plan. (Incorporated by reference to Exhibit 10.61 to Boston Properties, Inc. s Annual Report on Form 10-K filed on March 15, 2005.)
10.12*	Boston Properties Deferred Compensation Plan, Amended and Restated Effective as of January 1, 2009. (Incorporated by reference to Exhibit 10.10 to Boston Properties, Inc. s Annual Report on Form 10-K filed on March 2, 2009.)
10.13*	Employment Agreement by and between Mortimer B. Zuckerman and Boston Properties, Inc. dated as of January 17, 2003. (Incorporated by reference to Exhibit 10.7 to Boston Properties, Inc. s Annual Report on Form 10-K filed on February 27, 2003.)
10.14*	First Amendment to Employment Agreement, dated as of November 1, 2007, by and between Boston Properties, Inc. and Mortimer B. Zuckerman. (Incorporated by reference to Exhibit 10.1 to Boston Properties, Inc. s Quarterly Report on Form 10-Q filed on November 9, 2007.)
10.15*	Second Amendment to Employment Agreement, dated as of December 15, 2008, by and between Boston Properties, Inc. and Mortimer B. Zuckerman. (Incorporated by reference to Exhibit 10.13 to Boston Properties, Inc. s Annual Report on Form 10-K filed on March 2, 2009.)

10.16*	Transition Benefits Agreement by and between Mortimer B. Zuckerman and Boston Properties, Inc. dated March 10, 2013. (Incorporated by reference to Exhibit 10.2 to the Current Report on Form 8-K of Boston Properties, Inc. filed on March 11, 2013.)
10.17*	Third Amendment to Employment Agreement by and between Mortimer B. Zuckerman and Boston Properties, Inc. dated March 10, 2013. (Incorporated by reference to Exhibit 10.3 to the Current Report on Form 8-K of Boston Properties, Inc. filed on March 11, 2013.)
10.18*	Employment Agreement by and between Owen D. Thomas and Boston Properties, Inc. dated March 10, 2013. (Incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K of Boston Properties, Inc. filed on March 11, 2013.)
10.19*	Employment Agreement by and between Douglas T. Linde and Boston Properties, Inc. dated as of November 29, 2002. (Incorporated by reference to Exhibit 10.12 to Boston Properties, Inc. s Annual Report on Form 10-K filed on February 27, 2003.)
10.20*	First Amendment to Employment Agreement, dated as of November 1, 2007, by and between Boston Properties, Inc. and Douglas T. Linde. (Incorporated by reference to Exhibit 10.3 to Boston Properties, Inc. s Quarterly Report on Form 10-Q filed on November 9, 2007.)
10.21*	Second Amendment to Employment Agreement, dated as of December 15, 2008, by and between Boston Properties, Inc. and Douglas T. Linde. (Incorporated by reference to Exhibit 10.19 to Boston Properties, Inc. s Annual Report on Form 10-K filed on March 2, 2009.)
10.22*	Amended and Restated Employment Agreement by and between Raymond A. Ritchey and Boston Properties, Inc. dated as of November 29, 2002. (Incorporated by reference to Exhibit 10.15 to Boston Properties, Inc. s Annual Report on Form 10-K filed on February 27, 2003.)
10.23*	First Amendment to Amended and Restated Employment Agreement, dated as of November 1, 2007, by and between Boston Properties, Inc. and Raymond A. Ritchey. (Incorporated by reference to Exhibit 10.4 to Boston Properties, Inc. s Quarterly Report on Form 10-Q filed on November 9, 2007.)
10.24*	Second Amendment to Amended and Restated Employment Agreement, dated as of December 15, 2008, by and between Boston Properties, Inc. and Raymond A. Ritchey. (Incorporated by reference to Exhibit 10.22 to Boston Properties, Inc. s Annual Report on Form 10-K filed on March 2, 2009.)
10.25*	Employment Agreement by and between Michael E. LaBelle and Boston Properties, Inc. dated as of January 24, 2008. (Incorporated by reference to Exhibit 10.2 to Boston Properties, Inc. s Current Report on Form 8-K filed on January 29, 2008.)
10.26*	First Amendment to Employment Agreement, dated as of December 15, 2008, by and between Boston Properties, Inc. and Michael E. LaBelle. (Incorporated by reference to Exhibit 10.27 to Boston Properties, Inc. s Annual Report on Form 10-K filed on March 2, 2009.)
10.27*	Employment Agreement by and between Peter D. Johnston and Boston Properties, Inc. dated as of August 25, 2005. (Incorporated by reference to Exhibit 10.2 to Boston Properties, Inc. s Quarterly Report on Form 10-Q filed on November 9, 2005.)
10.28*	First Amendment to Employment Agreement, dated as of November 1, 2007, by and between Boston Properties, Inc. and Peter D. Johnston. (Incorporated by reference to Exhibit 10.6 to Boston Properties, Inc. s Quarterly Report on Form 10-Q filed on November 9, 2007.)

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10.29*	Second Amendment to Employment Agreement, dated as of December 15, 2008, by and between Boston Properties, Inc. and Peter D. Johnston. (Incorporated by reference to Exhibit 10.30 to Boston Properties, Inc. s Annual Report on Form 10-K filed on March 2, 2009.)
10.30*	Employment Agreement by and between Bryan J. Koop and Boston Properties, Inc. dated as of November 29, 2002. (Incorporated by reference to Exhibit 10.10 to Boston Properties, Inc. s Annual Report on Form 10-K filed on February 27, 2003.)
10.31*	First Amendment to Employment Agreement, dated as of November 1, 2007, by and between Boston Properties, Inc. and Bryan J. Koop. (Incorporated by reference to Exhibit 10.7 to Boston Properties, Inc. s Quarterly Report on Form 10-Q filed on November 9, 2007.)
10.32*	Second Amendment to Employment Agreement, dated as of December 15, 2008, by and between Boston Properties, Inc. and Bryan J. Koop. (Incorporated by reference to Exhibit 10.33 to Boston Properties, Inc. s Annual Report on Form 10-K filed on March 2, 2009.)
10.33*	Employment Agreement by and between Robert E. Pester and Boston Properties, Inc. dated as of December 16, 2002. (Incorporated by reference to Exhibit 10.14 to Boston Properties, Inc. s Annual Report on Form 10-K filed on February 27, 2003.)
10.34*	First Amendment to Employment Agreement, dated as of November 1, 2007, by and between Boston Properties, Inc. and Robert E. Pester. (Incorporated by reference to Exhibit 10.9 to Boston Properties, Inc. s Quarterly Report on Form 10-Q filed on November 9, 2007.)
10.35*	Second Amendment to Employment Agreement, dated as of December 15, 2008, by and between Boston Properties, Inc. and Robert E. Pester. (Incorporated by reference to Exhibit 10.40 to Boston Properties, Inc. s Annual Report on Form 10-K filed on March 2, 2009.)
10.36*	Employment Agreement by and between Mitchell S. Landis and Boston Properties, Inc. dated as of November 26, 2002. (Incorporated by reference to Exhibit 10.11 to Boston Properties, Inc. s Annual Report on Form 10-K filed on February 27, 2003.)
10.37*	First Amendment to Employment Agreement, dated as of November 1, 2007, by and between Boston Properties, Inc. and Mitchell S. Landis. (Incorporated by reference to Exhibit 10.10 to Boston Properties, Inc. s Quarterly Report on Form 10-Q filed on November 9, 2007.)
10.38*	Second Amendment to Employment Agreement, dated as of December 15, 2008, by and between Boston Properties, Inc. and Mitchell S. Landis. (Incorporated by reference to Exhibit 10.43 to Boston Properties, Inc. s Annual Report on Form 10-K filed on March 2, 2009.)
10.39*	Employment Agreement by and between John F. Powers and Boston Properties, Inc. dated as of November 4, 2013. (Incorporated by reference to Exhibit 10.41 to Boston Properties, Inc. s Annual Report on Form 10-K filed on February 28, 2014.)
10.40*	Boston Properties, Inc. Senior Executive Severance Plan. (Incorporated by reference to Exhibit 10.19 to Boston Properties, Inc. s Annual Report on Form 10-K filed on February 27, 2003.)
10.41*	First Amendment to the Boston Properties, Inc. Senior Executive Severance Plan, dated as of October 18, 2007. (Incorporated by reference to Exhibit 10.13 to Boston Properties, Inc. s Quarterly Report on Form 10-Q filed on November 9, 2007.)
10.42*	Second Amendment to the Boston Properties, Inc. Senior Executive Severance Plan, dated as of December 15, 2008. (Incorporated by reference to Exhibit 10.52 to Boston Properties, Inc. s Annual Report on Form 10-K filed on March 2, 2009.)

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10.43*	Third Amendment to the Boston Properties, Inc. Senior Executive Severance Plan, dated as of January 8, 2014. (Incorporated by reference to Exhibit 10.48 to Boston Properties, Inc. s Annual Report on Form 10-K filed on February 28, 2014.)
10.44*	Boston Properties, Inc. Executive Severance Plan, dated as of July 30, 1998. (Incorporated by reference to Exhibit 10.20 to Boston Properties, Inc. s Annual Report on Form 10-K filed on February 27, 2003.)
10.45*	First Amendment to the Boston Properties, Inc. Executive Severance Plan, dated as of October 18, 2007. (Incorporated by reference to Exhibit 10.14 to Boston Properties, Inc. s Quarterly Report on Form 10-Q filed on November 9, 2007.)
10.46*	Second Amendment to the Boston Properties, Inc. Executive Severance Plan, dated as of January 8, 2014. (Incorporated by reference to Exhibit 10.51 to Boston Properties, Inc. s Annual Report on Form 10-K filed on February 28, 2014.)
10.47*	Boston Properties, Inc. Officer Severance Plan, dated as of July 30, 1998. (Incorporated by reference to Exhibit 10.15 to Boston Properties, Inc. s Quarterly Report on Form 10-Q filed on November 9, 2007.)
10.48*	First Amendment to the Boston Properties, Inc. Officer Severance Plan, dated as of October 18, 2007. (Incorporated by reference to Exhibit 10.16 to Boston Properties, Inc. s Quarterly Report on Form 10-Q filed on November 9, 2007.)
10.49*	Second Amendment to the Boston Properties, Inc. Officer Severance Plan, dated as of December 15, 2008. (Incorporated by reference to Exhibit 10.57 to Boston Properties, Inc. s Annual Report on Form 10-K filed on March 2, 2009.)
10.50*	Form of Indemnification Agreement by and among Boston Properties, Inc., Boston Properties Limited Partnership and certain officers and directors of the Company. (Incorporated by reference to Exhibit 10.1 to Boston Properties, Inc. s Quarterly Report on Form 10-Q filed on August 9, 2004.)
10.51*	Director Appointment Agreement, dated as of January 20, 2011, by and between Matthew J. Lustig and Boston Properties, Inc. (Incorporated by reference to Exhibit 10.55 to Boston Properties, Inc. s Annual Report on Form 10-K filed on February 25, 2011.)
10.52	Seventh Amended and Restated Revolving Credit Agreement, dated as of July 26, 2013, among Boston Properties Limited Partnership and the lenders identified therein. (Incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K of Boston Properties Limited Partnership filed on July 29, 2013.)
12.1	Statement re Computation of Ratios. (Filed herewith.)
21.1	Subsidiaries of Boston Properties, Inc. (Filed herewith.)
23.1	Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting firm. (Filed herewith.)
31.1	Rule 13a-14(a)/15d-14(a) Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. (Filed herewith.)
31.2	Rule 13a-14(a)/15d-14(a) Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. (Filed herewith.)
32.1	Section 1350 Certification of Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. (Furnished herewith.)
32.2	Section 1350 Certification of Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. (Furnished herewith.)

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101	The following materials from Boston Properties, Inc. s Annual Report on Form 10-K for the year ended December 31, 2014 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 Stockholders Equity, (v) the Consolidated Statements of Cash Flows, and (vi) related notes to these financial statements.

* Indicates management contract or compensatory plan or arrangement required to be filed or incorporated by reference as an exhibit to this Form 10-K pursuant to Item 15(b) of Form 10-K.

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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.

March 2, 2015 /s/ MICHAEL E. LABELLE
Michael E. LaBelle
Chief Financial Officer

(duly authorized officer and principal financial officer)

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant, and in the capacities and on the dates indicated.

March 2, 2015 By: /s/ MORTIMER B. ZUCKERMAN

Mortimer B. Zuckerman

Chairman of the Board

By: /s/ OWEN D. THOMAS

Owen D. Thomas

Director and Chief Executive Officer

By: /s/ DOUGLAS T. LINDE

Douglas T. Linde

Director and President

By: /s/ CAROL B. EINIGER

Carol B. Einiger

Director

By: /s/ DR. JACOB A. FRENKEL

Dr. Jacob A. Frenkel

Director

By: /s/ JOEL I. KLEIN

Joel I. Klein

Director

By: /s/ Matthew J. Lustig

Matthew J. Lustig

Director

By: /s/ Alan J. Patricof

Alan J. Patricof

Director

By: /s/ Ivan G. Seidenberg

Ivan G. Seidenberg

Director

By: /s/ Martin Turchin

Martin Turchin

Director

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By: /s/ David A. Twardock

David A. Twardock

Director

By: /s/ Michael E. LaBelle

Michael E. LaBelle

Senior Vice President, Chief Financial Officer and Principal Financial Officer

By: /s/ Lori W. Silverstein

Lori W. Silverstein

Vice President, Controller and

Principal Accounting Officer