

HRPT PROPERTIES TRUST  
Form 10-Q  
August 07, 2008  
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## UNITED STATES

# SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

## FORM 10-Q

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

**For the quarterly period ended June 30, 2008**

**OR**

- o**      **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**Commission File Number 1-9317**

## HRPT PROPERTIES TRUST

(Exact Name of Registrant as Specified in Its Charter)

Maryland

04-6558834

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(State or Other Jurisdiction of Incorporation or Organization)

(IRS Employer Identification No.)

**400 Centre Street, Newton, Massachusetts 02458**

(Address of Principal Executive Offices) (Zip Code)

**617-332-3990**

(Registrant's Telephone Number, Including Area Code)

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

Indicate by check mark whether the registrant 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

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a smaller reporting company)

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

Number of registrant's common shares of beneficial interest, \$0.01 par value per share, outstanding as of August 6, 2008: 227,618,438

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*References in this Form 10-Q to we , us and our refers to HRPT Properties Trust and its consolidated subsidiaries, unless otherwise noted.*

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## HRPT PROPERTIES TRUST

## CONDENSED CONSOLIDATED BALANCE SHEET

(amounts in thousands, except share data)

(unaudited)

|  | June 30,<br>2008 | December 31,<br>2007 |
|--|------------------|----------------------|
| <b><u>ASSETS</u></b>   |                  |                      |
| Real estate properties:  |                  |                      |
| Land   | \$ 1,166,638     | \$ 1,189,684         |
| Buildings and improvements   | 4,770,280        | 4,966,610            |
|  | 5,936,918        | 6,156,294            |
| Accumulated depreciation   | (799,958)        | (808,216)            |
|  | 5,136,960        | 5,348,078            |
| Properties held for sale   | 311,665          |                      |
| Acquired real estate leases  | 151,869          | 150,672              |
| Cash and cash equivalents  | 33,277           | 19,879               |
| Restricted cash  | 94,105           | 18,027               |
| Rents receivable, net of allowance for doubtful accounts of \$8,082 and \$6,290, respectively  | 174,677          | 197,967              |
| Other assets, net  | 100,593          | 124,709              |
| Total assets   | \$ 6,003,146     | \$ 5,859,332         |
| <b><u>LIABILITIES AND SHAREHOLDERS' EQUITY</u></b>   |                  |                      |
| Revolving credit facility  | \$ 301,000       | \$ 140,000           |
| Senior unsecured debt, net   | 2,240,504        | 2,239,784            |
| Mortgage notes payable, net  | 380,116          | 394,376              |
| Mortgage notes payable and other liabilities related to properties held for sale   | 16,271           |                      |
| Accounts payable and accrued expenses  | 96,358           | 89,441               |
| Acquired real estate lease obligations   | 42,375           | 41,607               |
| Rent collected in advance  | 22,628           | 24,779               |
| Security deposits  | 12,597           | 16,063               |
| Due to affiliates  | 12,819           | 10,399               |
| Total liabilities  | 3,124,668        | 2,956,449            |
| Shareholders' equity:  |                  |                      |
| Preferred shares of beneficial interest, \$0.01 par value:   |                  |                      |
| 50,000,000 shares authorized;  |                  |                      |
| Series B preferred shares; 8 3/4% cumulative redeemable at par on or after September 12, 2007; 7,000,000 shares issued and outstanding, aggregate liquidation preference \$175,000 | 169,079          | 169,079              |

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|   |              |              |
|---|--------------|--------------|
| Series C preferred shares; 7 1/8% cumulative redeemable at par on or after February 15, 2011; 6,000,000 shares issued and outstanding, aggregate liquidation preference \$150,000 | 145,015      | 145,015      |
| Series D preferred shares; 6 1/2% cumulative convertible; 15,180,000 shares issued and outstanding, aggregate liquidation preference \$379,500                                    | 368,270      | 368,270      |
| Common shares of beneficial interest, \$0.01 par value:<br>350,000,000 shares authorized; 225,464,497 and 225,444,497 shares issued and outstanding, respectively                 | 2,255        | 2,254        |
| Additional paid in capital  | 2,923,611    | 2,923,455    |
| Cumulative net income   | 1,923,067    | 1,827,609    |
| Cumulative common distributions   | (2,346,225)  | (2,251,539)  |
| Cumulative preferred distributions  | (306,594)    | (281,260)    |
| Total shareholders' equity  | 2,878,478    | 2,902,883    |
| Total liabilities and shareholders' equity  | \$ 6,003,146 | \$ 5,859,332 |

See accompanying notes

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## HRPT PROPERTIES TRUST

## CONDENSED CONSOLIDATED STATEMENT OF INCOME

(amounts in thousands, except per share data)

(unaudited)

|  | Three Months Ended<br>June 30, |            | Six Months Ended<br>June 30, |            |
|--|--------------------------------|------------|------------------------------|------------|
|  | 2008                           | 2007       | 2008                         | 2007       |
| Rental income  | \$ 204,273                     | \$ 196,231 | \$ 405,445                   | \$ 387,197 |
| Expenses:  |                                |            |                              |            |
| Operating expenses   | 83,747                         | 77,800     | 164,964                      | 154,534    |
| Depreciation and amortization  | 45,228                         | 42,684     | 90,041                       | 83,211     |
| General and administrative   | 8,991                          | 8,633      | 17,853                       | 16,724     |
| Total expenses   | 137,966                        | 129,117    | 272,858                      | 254,469    |
| Operating income   | 66,307                         | 67,114     | 132,587                      | 132,728    |
| Interest income  | 89                             | 567        | 418                          | 1,025      |
| Interest expense (including amortization of debt discounts,<br>premiums and deferred financing fees of \$1,431, \$1,038,<br>\$2,526 and \$2,148, respectively) | (44,383)                       | (42,190)   | (89,423)                     | (82,308)   |
| Loss on early extinguishment of debt   |                                | (711)      |                              | (711)      |
| Income from continuing operations before income tax<br>expense   | 22,013                         | 24,780     | 43,582                       | 50,734     |
| Income tax benefit (expense)   | 4                              |            | (160)                        |            |
| Income from continuing operations  | 22,017                         | 24,780     | 43,422                       | 50,734     |
| Discontinued operations:   |                                |            |                              |            |
| Income from discontinued operations  | 6,068                          | 6,694      | 12,069                       | 13,888     |
| Gain on sale of properties   | 39,967                         |            | 39,967                       |            |
| Net income   | 68,052                         | 31,474     | 95,458                       | 64,622     |
| Preferred distributions  | (12,667)                       | (15,401)   | (25,334)                     | (30,802)   |
| Net income available for common shareholders   | \$ 55,385                      | \$ 16,073  | \$ 70,124                    | \$ 33,820  |
| Weighted average common shares outstanding basic   | 225,449                        | 211,721    | 225,447                      | 211,168    |
| Weighted average common shares outstanding diluted   | 254,642                        | 240,914    | 254,640                      | 240,361    |
| Earnings per common share:   |                                |            |                              |            |
| Income from continuing operations available for common<br>shareholders basic and diluted   | \$ 0.04                        | \$ 0.04    | \$ 0.08                      | \$ 0.09    |
| Income from discontinued operations basic and diluted  | \$ 0.20                        | \$ 0.03    | \$ 0.23                      | \$ 0.07    |
| Net income available for common shareholders basic and<br>diluted  | \$ 0.25                        | \$ 0.08    | \$ 0.31                      | \$ 0.16    |

See accompanying notes





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## HRPT PROPERTIES TRUST

## CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

(amounts in thousands)

(unaudited)

|   | Six Months Ended June 30, |           |
|---|---------------------------|-----------|
|   | 2008                      | 2007      |
| Cash flows from operating activities:   |                           |           |
| Net income  | \$ 95,458                 | \$ 64,622 |
| Adjustments to reconcile net income to cash provided by operating activities: |                           |           |
| Depreciation  | 78,906                    | 71,451    |
| Amortization of debt discounts, premiums and deferred financing fees          | 2,505                     | 2,122     |
| Amortization of acquired real estate leases                                   | 15,008                    | 16,044    |
| Other amortization  | 8,123                     | 7,129     |
| Loss on early extinguishment of debt  |                           | 711       |
| Gain on sale of properties  | (39,967)                  |           |
| Change in assets and liabilities:   |                           |           |
| Decrease in restricted cash   | 5,522                     | 5,064     |
| Increase in rents receivable and other assets                                 | (11,805)                  | (22,462)  |
| Increase (decrease) in accounts payable and accrued expenses                  | 8,723                     | (10,705)  |
| (Decrease) increase in rent collected in advance                              | (201)                     | 3,144     |
| Increase in security deposits   | 981                       | 104       |
| Increase (decrease) in due to affiliates                                      | 2,420                     | (4,515)   |
| Cash provided by operating activities   | 165,673                   | 132,709   |
| Cash flows from investing activities:   |                           |           |
| Real estate acquisitions and improvements                                     | (159,655)                 | (238,235) |
| Proceeds from sale of properties  | 81,813                    |           |
| Increase in restricted cash   | (81,813)                  |           |
| Cash used for investing activities  | (159,655)                 | (238,235) |
| Cash flows from financing activities:   |                           |           |
| Proceeds from issuance of common shares, net                                  |                           | 23,661    |
| Proceeds from borrowings  | 240,000                   | 704,475   |
| Payments on borrowings  | (112,594)                 | (488,051) |
| Deferred financing fees   | (6)                       | (1,677)   |
| Distributions to common shareholders  | (94,686)                  | (88,501)  |
| Distributions to preferred shareholders                                       | (25,334)                  | (33,138)  |
| Cash provided by financing activities   | 7,380                     | 116,769   |
| Increase in cash and cash equivalents   | 13,398                    | 11,243    |
| Cash and cash equivalents at beginning of period                              | 19,879                    | 17,783    |
| Cash and cash equivalents at end of period                                    | \$ 33,277                 | \$ 29,026 |
| Supplemental cash flow information:   |                           |           |
| Interest paid (including capitalized interest paid of \$489 in 2007)          | \$ 84,628                 | \$ 80,508 |
| Non-cash investing activities:  |                           |           |

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|                                      |    |          |    |     |
|--------------------------------------|----|----------|----|-----|
| Real estate acquisitions             | \$ | (30,639) | \$ |     |
| Non-cash financing activities:       |    |          |    |     |
| Issuance of common shares            | \$ | 157      | \$ | 175 |
| Assumption of mortgage notes payable |    | 30,639   |    |     |

See accompanying notes

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HRPT PROPERTIES TRUST

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(amounts in thousands, except per share data)

**Note 1. Basis of Presentation**

The accompanying consolidated financial statements of HRPT Properties Trust and its subsidiaries have been prepared without audit. Certain information and footnote disclosures required by accounting principles generally accepted in the United States for complete financial statements have been condensed or omitted. We believe the disclosures made are adequate to make the information presented not misleading. However, the accompanying financial statements should be read in conjunction with the financial statements and notes contained in our Annual Report on Form 10-K for the year ended December 31, 2007. In the opinion of management, all adjustments, which include only normal recurring adjustments considered necessary for a fair presentation, have been included. All intercompany transactions and balances between HRPT Properties Trust and its subsidiaries have been eliminated. Operating results for interim periods are not necessarily indicative of the results that may be expected for the full year. Reclassifications have been made to the prior years' financial statements to conform to the current year's presentation.

In September 2006, the Financial Accounting Standards Board, or FASB, issued Statement of Financial Accounting Standards No. 157, Fair Value Measurement, or SFAS No. 157, which defines fair value, establishes a framework for measuring fair value, and expands disclosures about fair value measurement. This statement is effective for financial statements issued for fiscal years beginning after November 15, 2007, and interim periods within those fiscal years. As required, we adopted SFAS No. 157 on January 1, 2008 and have concluded that the effect is not material to our consolidated financial statements.

In December 2007, the FASB issued Statement of Financial Accounting Standards No. 141 (revised 2007), Business Combinations, or SFAS 141(R). SFAS 141(R) establishes principles and requirements for how the acquirer shall recognize and measure in its financial statements the identifiable assets acquired, liabilities assumed, any noncontrolling interest in the acquiree and goodwill acquired in a business combination. SFAS 141(R) is effective for fiscal years beginning after December 15, 2008. We are currently evaluating the effect that the adoption of SFAS 141(R) will have on our consolidated financial statements.

**Note 2. Real Estate Properties**

During the six months ended June 30, 2008, we acquired three office properties for \$176,750, excluding closing costs, and we funded \$25,967 of improvements to our owned properties using cash on hand, borrowings under our revolving credit facility and the assumption of \$30,639 of secured mortgage debt.

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On May 5, 2008, we entered into a series of purchase and sale agreements with Senior Housing Properties Trust for the sale of 48 medical office, clinic and biotech laboratory buildings for an aggregate purchase price of \$565,000. We sold five of these properties in June 2008 for \$83,779, excluding closing costs, and recognized gains totaling \$39,967. We expect the sales of the remaining 43 properties to occur during the next three quarters. These sales are subject to various conditions and contingencies typical of large commercial real estate transactions, including among other matters, waiver of any rights of first refusal held by certain tenants, and financing contingencies relating to certain properties. Accordingly, the purchase prices which we may receive may change, these sales may be accelerated or delayed or these sales may not occur.

In June 2008, we also agreed to sell one additional office property for \$15,000. All properties under contract for sale as of June 30, 2008, are classified as held for sale on our consolidated balance sheet. Results of operations for properties under contract for sale or sold as of June 30, 2008, are included in discontinued operations in our consolidated statements of income. Summarized balance sheet and income statement information for properties under contract for sale or sold as of June 30, 2008, is as follows:

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## HRPT PROPERTIES TRUST

## NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

(amounts in thousands, except per share data)

## Balance Sheet:

|  | As of<br>June 30, 2008 |
|--|------------------------|
| Real estate properties, net  | \$ 273,542             |
| Acquired real estate leases  | 7,063                  |
| Restricted cash  | 213                    |
| Rents receivable   | 24,850                 |
| Other assets, net  | 5,997                  |
| Properties held for sale   | \$ 311,665             |
| Mortgage notes payable, net  | \$ 11,339              |
| Acquired real estate lease obligations   | 148                    |
| Rent collected in advance  | 1,950                  |
| Security deposits  | 2,834                  |
| Mortgage notes payable and other liabilities related to properties held for sale | \$ 16,271              |

## Income Statement:

|                                     | Three Months Ended<br>June 30, |           | Six Months Ended<br>June 30, |           |
|-------------------------------------|--------------------------------|-----------|------------------------------|-----------|
|                                     | 2008                           | 2007      | 2008                         | 2007      |
| Rental income                       | \$ 13,875                      | \$ 13,764 | \$ 27,867                    | \$ 27,848 |
| Operating expenses                  | (3,667)                        | (3,366)   | (7,412)                      | (6,633)   |
| Depreciation and amortization       | (3,454)                        | (3,102)   | (7,004)                      | (6,086)   |
| General and administrative          | (505)                          | (492)     | (1,020)                      | (979)     |
| Operating income                    | 6,249                          | 6,804     | 12,431                       | 14,150    |
| Interest income                     | 1                              | 1         | 4                            | 2         |
| Interest expense                    | (182)                          | (111)     | (366)                        | (264)     |
| Income from discontinued operations | \$ 6,068                       | \$ 6,694  | \$ 12,069                    | \$ 13,888 |

**Note 3. Indebtedness**

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In January 2008, we prepaid, at par, \$28,600 of 8.50% mortgage debt due in 2028, using cash on hand and borrowings under our revolving credit facility.

In June 2008, we assumed \$30,639 of secured mortgage debt in connection with an acquisition. This mortgage debt bears interest at 7.435%, requires monthly principal and interest payments and matures in 2011.

We have a \$750,000 unsecured revolving credit facility that we use for acquisitions, working capital and general business purposes. The interest rate on this facility averaged 3.5% and 5.9% per annum, for the six months ended June 30, 2008 and 2007, respectively. As of June 30, 2008, we had \$301,000 outstanding and \$449,000 available under our revolving credit facility.

Our public debt indentures and credit facility agreement contain a number of financial and other covenants, including a credit facility covenant which limits the amount of aggregate distributions on common shares to 90% of operating cash flow available for shareholder distributions as defined in the credit facility agreement. We believe that we are in compliance with these financial and other covenants.

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## NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

(amounts in thousands, except per share data)

**Note 4. Earnings per Common Share**

Earnings per common share, or EPS, is computed pursuant to the provisions of Statement of Financial Accounting Standards No. 128. The effect of our convertible preferred shares on income from continuing operations available for common shareholders per share is anti-dilutive for the periods presented. The following table provides a reconciliation of both net income and the number of common shares used in the computations of basic and diluted EPS:

|                                     | Income    | 2008<br>Shares | Three Months Ended June 30, |           |                |           |
|-------------------------------------|-----------|----------------|-----------------------------|-----------|----------------|-----------|
|                                     |           |                | Per Share                   | Income    | 2007<br>Shares | Per Share |
| Income from continuing operations   | \$ 22,017 |                |                             | \$ 24,780 |                |           |
| Income from discontinued operations | 6,068     |                |                             | 6,694     |                |           |
| Gain on sale of properties          | 39,967    |                |                             |           |                |           |
| Preferred distributions             | (12,667)  |                |                             | (15,401)  |                |           |
| Amounts used to calculate basic EPS | \$ 55,385 | 225,449        | \$ 0.25                     | \$ 16,073 | 211,721        | \$ 0.08   |

|                                     | Income    | 2008<br>Shares | Six Months Ended June 30, |           |                |           |
|-------------------------------------|-----------|----------------|---------------------------|-----------|----------------|-----------|
|                                     |           |                | Per Share                 | Income    | 2007<br>Shares | Per Share |
| Income from continuing operations   | \$ 43,422 |                |                           | \$ 50,734 |                |           |
| Income from discontinued operations | 12,069    |                |                           | 13,888    |                |           |
| Gain on sale of properties          | 39,967    |                |                           |           |                |           |
| Preferred distributions             | (25,334)  |                |                           | (30,802)  |                |           |
| Amounts used to calculate basic EPS | \$ 70,124 | 225,447        | \$ 0.31                   | \$ 33,820 | 211,168        | \$ 0.16   |

**Note 5. Segment Information**

As of June 30, 2008, we owned 320 office properties and 169 industrial and other properties, excluding properties held for sale. We account for all of these properties in geographic operating segments for financial reporting purposes based on our method of internal reporting. We define these individual geographic segments as those which currently, or during either of the last two quarters, represent or generate 5% or more of our total square feet, revenues or property net operating income. Property level information by geographic segment and property type, excluding properties held for sale or sold, as of and for the three and six months ended June 30, 2008 and 2007 is as follows:

As of June 30, 2008

As of June 30, 2007

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|                                   | Office<br>Properties | Industrial<br>and Other<br>Properties | Totals | Office<br>Properties | Industrial<br>and Other<br>Properties | Totals |
|-----------------------------------|----------------------|---------------------------------------|--------|----------------------|---------------------------------------|--------|
| Property square feet:             |                      |                                       |        |                      |                                       |        |
| Metro Philadelphia, PA            | 5,274                |                                       | 5,274  | 5,291                |                                       | 5,291  |
| Oahu, HI                          |                      | 17,914                                | 17,914 |                      | 17,914                                | 17,914 |
| Metro Washington, DC              | 2,401                |                                       | 2,401  | 2,401                |                                       | 2,401  |
| Metro Boston, MA                  | 2,599                |                                       | 2,599  | 2,524                |                                       | 2,524  |
| Southern California               | 1,174                |                                       | 1,174  | 1,173                |                                       | 1,173  |
| Metro Austin, TX                  | 1,342                | 1,237                                 | 2,579  | 1,342                | 1,236                                 | 2,578  |
| Other Markets                     | 21,536               | 9,961                                 | 31,497 | 20,076               | 9,409                                 | 29,485 |
| Totals                            | 34,326               | 29,112                                | 63,438 | 32,807               | 28,559                                | 61,366 |
| Central business district, or CBD | 11,999               | 158                                   | 12,157 | 10,757               | 158                                   | 10,915 |
| Suburban                          | 22,327               | 28,954                                | 51,281 | 22,050               | 28,401                                | 50,451 |
| Total                             | 34,326               | 29,112                                | 63,438 | 32,807               | 28,559                                | 61,366 |



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## HRPT PROPERTIES TRUST

## NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

(amounts in thousands, except per share data)

|                                | Three Months Ended June 30, 2008 |                                 |            | Three Months Ended June 30, 2007 |                                 |            |
|--------------------------------|----------------------------------|---------------------------------|------------|----------------------------------|---------------------------------|------------|
|                                | Office Properties                | Industrial and Other Properties | Totals     | Office Properties                | Industrial and Other Properties | Totals     |
| Property rental income:        |                                  |                                 |            |                                  |                                 |            |
| Metro Philadelphia, PA         | \$ 29,652                        | \$                              | \$ 29,652  | \$ 31,064                        | \$                              | \$ 31,064  |
| Oahu, HI                       |                                  | 16,755                          | 16,755     |                                  | 16,143                          | 16,143     |
| Metro Washington, DC           | 18,174                           |                                 | 18,174     | 17,370                           |                                 | 17,370     |
| Metro Boston, MA               | 12,099                           |                                 | 12,099     | 13,708                           |                                 | 13,708     |
| Southern California            | 9,529                            |                                 | 9,529      | 9,549                            |                                 | 9,549      |
| Metro Austin, TX               | 6,671                            | 3,387                           | 10,058     | 6,180                            | 3,193                           | 9,373      |
| Other Markets                  | 91,997                           | 16,009                          | 108,006    | 84,228                           | 14,796                          | 99,024     |
| Totals                         | \$ 168,122                       | \$ 36,151                       | \$ 204,273 | \$ 162,099                       | \$ 34,132                       | \$ 196,231 |
| CBD                            | \$ 72,823                        | \$ 313                          | \$ 73,136  | \$ 67,336                        | \$ 291                          | \$ 67,627  |
| Suburban                       | 95,299                           | 35,838                          | 131,137    | 94,763                           | 33,841                          | 128,604    |
| Total                          | \$ 168,122                       | \$ 36,151                       | \$ 204,273 | \$ 162,099                       | \$ 34,132                       | \$ 196,231 |
| Property net operating income: |                                  |                                 |            |                                  |                                 |            |
| Metro Philadelphia, PA         | \$ 14,829                        | \$                              | \$ 14,829  | \$ 16,010                        | \$                              | \$ 16,010  |
| Oahu, HI                       |                                  | 12,706                          | 12,706     |                                  | 12,824                          | 12,824     |
| Metro Washington, DC           | 11,367                           |                                 | 11,367     | 10,977                           |                                 | 10,977     |
| Metro Boston, MA               | 7,009                            |                                 | 7,009      | 8,469                            |                                 | 8,469      |
| Southern California            | 6,493                            |                                 | 6,493      | 6,511                            |                                 | 6,511      |
| Metro Austin, TX               | 3,038                            | 1,926                           | 4,964      | 2,651                            | 1,704                           | 4,355      |
| Other Markets                  | 51,161                           | 11,997                          | 63,158     | 48,147                           | 11,138                          | 59,285     |
| Totals                         | \$ 93,897                        | \$ 26,629                       | \$ 120,526 | \$ 92,765                        | \$ 25,666                       | \$ 118,431 |
| CBD                            | \$ 38,182                        | \$ 211                          | \$ 38,393  | \$ 37,150                        | \$ 214                          | \$ 37,364  |
| Suburban                       | 55,715                           | 26,418                          | 82,133     | 55,615                           | 25,452                          | 81,067     |
| Total                          | \$ 93,897                        | \$ 26,629                       | \$ 120,526 | \$ 92,765                        | \$ 25,666                       | \$ 118,431 |
| Six Months Ended June 30, 2008 |                                  |                                 |            |                                  |                                 |            |
| Six Months Ended June 30, 2007 |                                  |                                 |            |                                  |                                 |            |
|                                | Office Properties                | Industrial and Other Properties | Totals     | Office Properties                | Industrial and Other Properties | Totals     |
| Property rental income:        |                                  |                                 |            |                                  |                                 |            |
| Metro Philadelphia, PA         | \$ 61,300                        | \$                              | \$ 61,300  | \$ 61,708                        | \$                              | \$ 61,708  |
| Oahu, HI                       |                                  | 33,618                          | 33,618     |                                  | 31,495                          | 31,495     |
| Metro Washington, DC           | 35,825                           |                                 | 35,825     | 34,556                           |                                 | 34,556     |
| Metro Boston, MA               | 24,005                           |                                 | 24,005     | 26,313                           |                                 | 26,313     |
| Southern California            | 19,009                           |                                 | 19,009     | 19,033                           |                                 | 19,033     |
| Metro Austin, TX               | 13,417                           | 6,685                           | 20,102     | 12,715                           | 6,370                           | 19,085     |
| Other Markets                  | 179,964                          | 31,622                          | 211,586    | 168,286                          | 26,721                          | 195,007    |

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|          |    |         |    |        |    |         |    |         |    |        |    |         |
|----------|----|---------|----|--------|----|---------|----|---------|----|--------|----|---------|
| Totals   | \$ | 333,520 | \$ | 71,925 | \$ | 405,445 | \$ | 322,611 | \$ | 64,586 | \$ | 387,197 |
| CBD      | \$ | 142,843 | \$ | 628    | \$ | 143,471 | \$ | 133,672 | \$ | 582    | \$ | 134,254 |
| Suburban |    | 190,677 |    | 71,297 |    | 261,974 |    | 188,939 |    | 64,004 |    | 252,943 |
| Total    | \$ | 333,520 | \$ | 71,925 | \$ | 405,445 | \$ | 322,611 | \$ | 64,586 | \$ | 387,197 |

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## HRPT PROPERTIES TRUST

## NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

(amounts in thousands, except per share data)

|                                | Six Months Ended June 30, 2008 |                                 |                   | Six Months Ended June 30, 2007 |                                 |                   |
|--------------------------------|--------------------------------|---------------------------------|-------------------|--------------------------------|---------------------------------|-------------------|
|                                | Office Properties              | Industrial and Other Properties | Totals            | Office Properties              | Industrial and Other Properties | Totals            |
| Property net operating income: |                                |                                 |                   |                                |                                 |                   |
| Metro Philadelphia, PA         | \$ 31,625                      | \$                              | \$ 31,625         | \$ 31,655                      | \$                              | \$ 31,655         |
| Oahu, HI                       |                                | 25,865                          | 25,865            |                                | 25,123                          | 25,123            |
| Metro Washington, DC           | 22,273                         |                                 | 22,273            | 22,012                         |                                 | 22,012            |
| Metro Boston, MA               | 13,661                         |                                 | 13,661            | 16,083                         |                                 | 16,083            |
| Southern California            | 13,120                         |                                 | 13,120            | 13,167                         |                                 | 13,167            |
| Metro Austin, TX               | 6,532                          | 3,809                           | 10,341            | 5,827                          | 3,317                           | 9,144             |
| Other Markets                  | 100,440                        | 23,156                          | 123,596           | 96,239                         | 19,240                          | 115,479           |
| <b>Totals</b>                  | <b>\$ 187,651</b>              | <b>\$ 52,830</b>                | <b>\$ 240,481</b> | <b>\$ 184,983</b>              | <b>\$ 47,680</b>                | <b>\$ 232,663</b> |
| CBD                            | \$ 76,316                      | \$ 425                          | \$ 76,741         | \$ 73,565                      | \$ 428                          | \$ 73,993         |
| Suburban                       | 111,335                        | 52,405                          | 163,740           | 111,418                        | 47,252                          | 158,670           |
| <b>Total</b>                   | <b>\$ 187,651</b>              | <b>\$ 52,830</b>                | <b>\$ 240,481</b> | <b>\$ 184,983</b>              | <b>\$ 47,680</b>                | <b>\$ 232,663</b> |

The table below reconciles our calculation of property net operating income, or NOI, to net income, the most directly comparable financial measure under generally accepted accounting principles, or GAAP, reported in our consolidated financial statements for the three and six months ended June 30, 2008 and 2007. We consider NOI to be appropriate supplemental information to net income because it helps both investors and management to understand the operations of our properties. We use NOI internally as a performance measure and believe NOI provides useful information to investors regarding our results of operations because it reflects only those income and expense items that are incurred at the property level. Our management also uses NOI to evaluate individual, regional and company wide property level performance. NOI excludes certain components from net income in order to provide results that are more closely related to our properties' results of operations. NOI does not represent cash generated by operating activities in accordance with GAAP and should not be considered an alternative to net income, net income available for common shareholders or cash flow from operating activities as a measure of financial performance. A reconciliation of NOI to net income for the three and six months ended June 30, 2008 and 2007 is as follows:

|                                     | Three Months Ended June 30, |            | Six Months Ended June 30, |            |
|-------------------------------------|-----------------------------|------------|---------------------------|------------|
|                                     | 2008                        | 2007       | 2008                      | 2007       |
| Rental income                       | \$ 204,273                  | \$ 196,231 | \$ 405,445                | \$ 387,197 |
| Operating expenses                  | (83,747)                    | (77,800)   | (164,964)                 | (154,534)  |
| Property net operating income (NOI) | \$ 120,526                  | \$ 118,431 | \$ 240,481                | \$ 232,663 |
| Property net operating income       | \$ 120,526                  | \$ 118,431 | \$ 240,481                | \$ 232,663 |
| Depreciation and amortization       | (45,228)                    | (42,684)   | (90,041)                  | (83,211)   |
| General and administrative          | (8,991)                     | (8,633)    | (17,853)                  | (16,724)   |
| Operating income                    | 66,307                      | 67,114     | 132,587                   | 132,728    |

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|   |           |           |           |           |
|---|-----------|-----------|-----------|-----------|
| Interest income   | 89        | 567       | 418       | 1,025     |
| Interest expense  | (44,383)  | (42,190)  | (89,423)  | (82,308)  |
| Loss on early extinguishment of debt                        |           | (711)     |           | (711)     |
| Income from continuing operations before income tax expense | 22,013    | 24,780    | 43,582    | 50,734    |
| Income tax benefit (expense)                                | 4         |           | (160)     |           |
| Income from continuing operations                           | 22,017    | 24,780    | 43,422    | 50,734    |
| Income from discontinued operations                         | 6,068     | 6,694     | 12,069    | 13,888    |
| Gain on sale of properties                                  | 39,967    |           | 39,967    |           |
| Net income  | \$ 68,052 | \$ 31,474 | \$ 95,458 | \$ 64,622 |

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HRPT PROPERTIES TRUST

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

(amounts in thousands, except per share data)

**Note 6. Subsequent Events**

In July 2008, we declared a distribution of \$0.21 per common share, or approximately \$47,800, to be paid on or about August 25, 2008, to shareholders of record on July 25, 2008. We also announced a distribution on our series B preferred shares of \$0.5469 per share, or \$3,828, a distribution on our series C preferred shares of \$0.4453 per share, or \$2,672, and a distribution on our series D preferred shares of \$0.4063, or \$6,167, which will be paid on or about August 15, 2008, to our preferred shareholders of record as of August 1, 2008.

In July 2008, we acquired via merger 42 properties containing 1,827 square feet of space for approximately \$112,000, subject to adjustment during the second half of 2008 based on the contractual agreement, excluding closing costs. This acquisition was funded with cash on hand, the assumption of \$8,915 of mortgage debt, borrowings under our revolving credit facility and the issuance of 2,153.9 shares of our common stock.

In July 2008, we sold three properties with 152 square feet of space for \$39,051, excluding closing costs. In connection with these sales, the buyer assumed mortgage notes totaling \$10,804.

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## HRPT PROPERTIES TRUST

**Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations**

The following discussion and tables should be read in conjunction with our consolidated financial statements and notes thereto included in this quarterly report and our Annual Report on Form 10-K for the year ended December 31, 2007.

**OVERVIEW**

We primarily own office buildings located throughout the United States. We also own approximately 17 million square feet of leased industrial and commercial lands located in Oahu, Hawaii.

***Property Operations***

As of June 30, 2008, 90.9% of our total square feet was leased, compared to 92.7% leased as of June 30, 2007. These results exclude properties under contract for sale and primarily reflect the 2.2 percentage point decrease in occupancy at properties we owned continuously since January 1, 2007. Occupancy data for 2008 and 2007 is as follows (square feet in thousands):

|                    | All Properties (1)<br>As of June 30, |        | Comparable Properties (1)(2)<br>As of June 30, |        |
|--------------------|--------------------------------------|--------|--|--------|
|                    | 2008                                 | 2007   | 2008   | 2007   |
| Total properties   | 489                                  | 475    | 455  | 455    |
| Total square feet  | 63,438                               | 61,366 | 57,465   | 57,465 |
| Percent leased (3) | 90.9%                                | 92.7%  | 90.3%  | 92.5%  |

(1) Excludes properties under contract for sale as of June 30, 2008.

(2) Based on properties owned continuously since January 1, 2007.

(3) Percent leased includes (i) space being fitted out for occupancy pursuant to signed leases and (ii) space which is leased, but is not occupied or is being offered for sublease by tenants.

During the three months ended June 30, 2008, we signed lease renewals for 1,316,000 square feet and new leases for 379,000 square feet, at weighted average rental rates that were 9% above rents previously charged for the same space. Average lease terms for leases signed during the three months ended June 30, 2008 were 5.6 years. Commitments for tenant improvement and leasing costs for leases signed during the three

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months ended June 30, 2008 totaled \$13.3 million, or \$7.84 per square foot (approximately \$1.40/sq. ft. per year of the lease term).

During the past twelve months, leasing market conditions in some of our markets have begun to show some weakness. The pace of new leasing activity and the leasing of currently vacant space within our portfolio has slowed and completion of newly constructed office properties in certain markets has increased, causing our occupancy to decline. Required landlord funded tenant build outs and leasing commissions payable to tenant brokers for new leases and lease renewals have generally remained unchanged over the past twelve months, but are starting to increase in certain markets in 2008. These build out costs and leasing commissions are generally amortized as a reduction of our income during the terms of the affected leases. Also, some tenants and prospective tenants have demonstrated reluctance to enter lease renewals or new leases for extended terms. We believe that some decreases in occupancy and effective rents may further reduce the financial results at some of our currently owned properties. However, there are too many variables for us to reasonably project what the financial impact of market conditions will be on our results for future periods.

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## HRPT PROPERTIES TRUST

**Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations (continued)**

Approximately 9.7% of our leased square feet and 12.6% of our rents are included in leases scheduled to expire through December 31, 2009. Lease renewals and rental rates at which available space may be relet in the future will depend on prevailing market conditions at that time. Lease expirations by year, as of June 30, 2008, are as follows (square feet and dollars in thousands):

| Year  | Square Feet Expiring (1) | % of Square Feet Expiring | Cumulative % of Square Feet Expiring | Annualized Rental Income Expiring (2) | % of Annualized Rental Income Expiring | Cumulative % of Annualized Rental Income Expiring |
|---|--------------------------|---------------------------|--------------------------------------|---------------------------------------|--|---|
| 2008  | 2,161                    | 3.7%                      | 3.7%                                 | \$ 36,913                             | 4.5%                                   | 4.5%  |
| 2009  | 3,450                    | 6.0%                      | 9.7%                                 | 67,208                                | 8.1%                                   | 12.6%   |
| 2010  | 6,421                    | 11.1%                     | 20.8%                                | 99,663                                | 12.0%                                  | 24.6%   |
| 2011  | 5,663                    | 9.8%                      | 30.6%                                | 98,900                                | 11.9%                                  | 36.5%   |
| 2012  | 5,172                    | 9.0%                      | 39.6%                                | 102,860                               | 12.4%                                  | 48.9%   |
| 2013  | 4,558                    | 7.9%                      | 47.5%                                | 78,777                                | 9.5%                                   | 58.4%   |
| 2014  | 2,890                    | 5.0%                      | 52.5%                                | 49,393                                | 6.0%                                   | 64.4%   |
| 2015  | 3,546                    | 6.2%                      | 58.7%                                | 65,197                                | 7.9%                                   | 72.3%   |
| 2016  | 2,717                    | 4.7%                      | 63.4%                                | 44,099                                | 5.3%                                   | 77.6%   |
| 2017  | 1,834                    | 3.2%                      | 66.6%                                | 37,584                                | 4.5%                                   | 82.1%   |
| 2018 and thereafter                               | 19,247                   | 33.4%                     | 100.0%                               | 148,837                               | 17.9%                                  | 100.0%  |
|   | 57,659                   | 100.0%                    |                                      | \$ 829,431                            | 100.0%                                 |   |
| Weighted average remaining lease term (in years): | 8.7                      |                           |                                      | 6.1                                   |  |   |

(1) Square feet is pursuant to signed leases as of June 30, 2008, and includes (i) space being fitted out for occupancy and (ii) space which is leased, but is not occupied or is being offered for sublease by tenants. Excludes properties classified in discontinued operations.

(2) Rents are pursuant to signed leases as of June 30, 2008, plus expense reimbursements; includes some triple net lease rents and excludes lease value amortization. Excludes properties classified in discontinued operations.



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## HRPT PROPERTIES TRUST

**Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations (continued)**

Our principal source of funds for our operations is rents from tenants at our properties. Rents are generally received from our non-government tenants monthly in advance, and from our government tenants monthly in arrears. As of June 30, 2008, tenants responsible for 1% or more of our total rent were as follows (square feet in thousands):

| Tenant                                     | Square Feet (1) | % of Total Square Feet (1) | % of Rent (2) | Expiration   |
|--|-----------------|----------------------------|---------------|--------------|
| 1. U. S. Government                        | 4,686           | 8.1%                       | 13.1%         | 2008 to 2020 |
| 2. GlaxoSmithKline plc                     | 608             | 1.1%                       | 1.8%          | 2013         |
| 3. PNC Financial Services Group            | 460             | 0.8%                       | 1.4%          | 2011, 2021   |
| 4. Jones Day (law firm)                    | 407             | 0.7%                       | 1.4%          | 2012, 2019   |
| 5. Flextronics International Ltd.          | 894             | 1.6%                       | 1.2%          | 2014         |
| 6. JDA Software Group, Inc.                | 283             | 0.5%                       | 1.1%          | 2012         |
| 7. ING                                     | 410             | 0.7%                       | 1.1%          | 2011, 2018   |
| 8. Ballard, Spahr Andrews & Ingersoll, LLP | 235             | 0.4%                       | 1.0%          | 2008, 2015   |
| Total                                      | 7,983           | 13.9%                      | 22.1%         |              |

(1) Square feet is pursuant to signed leases as of June 30, 2008, and includes (i) space being fitted out for occupancy and (ii) space which is leased, but is not occupied or is being offered for sublease by tenants. Excludes properties classified in discontinued operations.

(2) Rent is pursuant to signed leases as of June 30, 2008, plus estimated expense reimbursements; includes some triple net lease rents and excludes lease value amortization. Excludes properties classified in discontinued operations.

**Investment Activities**

During the six months ended June 30, 2008, we acquired three office properties with 1,252,000 square feet of space for \$176.8 million, excluding closing costs and allocated intangibles. At the time of acquisition, these properties were 92.5% leased and yielded approximately 9.0% of the aggregate gross purchase price, based on estimated annual net operating income, or NOI, which we define as property rental income less property operating expenses on the date of closing. We also sold five office properties containing 449,000 square feet of space for \$83.8 million, and recognized gains totaling \$40.0 million.

**Financing Activities**

In January 2008, we prepaid, at par, \$28.6 million of 8.50% mortgage debt due in 2028, using cash on hand and borrowings under our revolving credit facility. In June 2008, we assumed \$30.6 million of secured mortgage debt in connection with an acquisition. This mortgage debt bears

interest at 7.435%, requires monthly principal and interest payments and matures in 2011.

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## HRPT PROPERTIES TRUST

**Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations (continued)****RESULTS OF OPERATIONS***Three Months Ended June 30, 2008, Compared to Three Months Ended June 30, 2007*

|   | 2008       | 2007       | Three Months Ended June 30,<br>\$<br>Change<br>(in thousands, except per share data) | %<br>Change |
|---|------------|------------|--|-------------|
| Rental income   | \$ 204,273 | \$ 196,231 | \$ 8,042   | 4.1%        |
| Expenses:   |            |            |  |             |
| Operating expenses  | 83,747     | 77,800     | 5,947  | 7.6%        |
| Depreciation and amortization   | 45,228     | 42,684     | 2,544  | 6.0%        |
| General and administrative  | 8,991      | 8,633      | 358  | 4.1%        |
| Total expenses  | 137,966    | 129,117    | 8,849  | 6.9%        |
| Operating income  | 66,307     | 67,114     | (807)  | (1.2)%      |
| Interest income   | 89         | 567        | (478)  | (84.3)%     |
| Interest expense  | (44,383)   | (42,190)   | (2,193)  | (5.2)%      |
| Loss on early extinguishment of debt  |            | (711)      | 711  | 100.0%      |
| Income from continuing operations before income tax expense                           | 22,013     | 24,780     | (2,767)  | (11.2)%     |
| Income tax benefit  | 4          |            | 4  | 100.0%      |
| Income from continuing operations   | 22,017     | 24,780     | (2,763)  | (11.2)%     |
| Discontinued operations:  |            |            |  |             |
| Income from discontinued operations   | 6,068      | 6,694      | (626)  | (9.4)%      |
| Gain on sale of properties  | 39,967     |            | 39,967   | 100.0%      |
| Net income  | 68,052     | 31,474     | 36,578   | 116.2%      |
| Preferred distributions   | (12,667)   | (15,401)   | 2,734  | 17.8%       |
| Net income available for common shareholders  | \$ 55,385  | \$ 16,073  | \$ 39,312  | 244.6%      |
| Weighted average common shares outstanding basic                                      | 225,449    | 211,721    | 13,728   | 6.5%        |
| Weighted average common shares outstanding diluted                                    | 254,642    | 240,914    | 13,728   | 5.7%        |
| Earnings per common share:  |            |            |  |             |
| Income from continuing operations available for common shareholders basic and diluted | \$ 0.04    | \$ 0.04    | \$   | %           |
| Income from discontinued operations basic and diluted                                 | \$ 0.20    | \$ 0.03    | \$ 0.17  | 566.7%      |
| Net income available for common shareholders basic and diluted                        | \$ 0.25    | \$ 0.08    | \$ 0.17  | 212.5%      |



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HRPT PROPERTIES TRUST

**Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations (continued)**

*Rental income.* Rental income increased for the three months ended June 30, 2008, compared to the same period in 2007, primarily due to increases in rental income from our Other Markets segment, offset by a decrease in rental income from our Metro Philadelphia, PA and Metro Boston, MA segments, as described in the segment information footnote to our consolidated financial statements. Rental income from our Other Markets segment increased \$9.0 million, or 9%, primarily because of our acquisition of 27 properties since March 2007. Rental income from our Metro Philadelphia, PA market decreased \$1.4 million, or 5%, primarily due to the decrease in occupancy in 2008. Rental income from our Metro Boston, MA market decreased \$1.6 million, or 12%, primarily due to the decrease in occupancy in 2008, partially offset by rental income from property acquisitions since March 2007. Rental income includes non-cash straight line rent adjustments totaling \$3.3 million in 2008 and \$3.3 million in 2007 and amortization of acquired real estate leases and obligations totaling (\$2.4) million in 2008 and (\$2.8) million in 2007. Rental income also includes lease termination fees totaling \$1.2 million in 2008 and \$31,000 in 2007.

*Total expenses.* The increase in total expenses primarily reflects our acquisition of properties since March 2007. The increase in depreciation and amortization expense also reflects building and tenant improvement costs incurred throughout our portfolio since March 2007.

*Interest expense.* The increase in interest expense in 2008 reflects an increase in average total debt outstanding which was used primarily to finance acquisitions in 2008 and 2007, partially offset by a decrease in floating interest rates.

*Loss on early extinguishment of debt.* The loss on early extinguishment of debt in 2007 relates to the write-off of deferred financing fees associated with the repayment of \$200 million of our floating rate senior notes in June 2007.

*Income from continuing operations.* The decrease in income from continuing operations is due primarily to the increase in depreciation and amortization expense and a decrease in occupancy, partially offset by income from acquisitions in 2008 and 2007.

*Income from discontinued operations.* Income from discontinued operations represents operating results from five office properties sold in June 2008, 44 properties under contract to be sold and one office property sold in 2007.

*Gain on sale of properties.* We recognized gains totaling \$40.0 million on the sale of five office properties in June 2008 for \$83.8 million, excluding closing costs.

*Net income and net income available for common shareholders.* The increase in net income and net income available for common shareholders is due primarily to the gain on sale of properties recognized in 2008 and income from acquisitions in 2008 and 2007, offset by an increase in

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depreciation and amortization expense and a decrease in occupancy. Net income available for common shareholders is net income reduced by preferred distributions. The decrease in preferred distributions reflects the partial redemption of our 8 ¾% series B preferred shares in November 2007.

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## HRPT PROPERTIES TRUST

**Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations (continued)***Six Months Ended June 30, 2008, Compared to Six Months Ended June 30, 2007*

|   | 2008                                  | 2007       | \$<br>Change | %<br>Change |
|---|---------------------------------------|------------|--------------|-------------|
|   | (in thousands, except per share data) |            |              |             |
| Rental income   | \$ 405,445                            | \$ 387,197 | \$ 18,248    | 4.7%        |
| Expenses:   |                                       |            |              |             |
| Operating expenses  | 164,964                               | 154,534    | 10,430       | 6.7%        |
| Depreciation and amortization   | 90,041                                | 83,211     | 6,830        | 8.2%        |
| General and administrative  | 17,853                                | 16,724     | 1,129        | 6.8%        |
| Total expenses  | 272,858                               | 254,469    | 18,389       | 7.2%        |
| Operating income  | 132,587                               | 132,728    | (141)        | 0.1%        |
| Interest income   | 418                                   | 1,025      | (607)        | 59.2%       |
| Interest expense  | (89,423)                              | (82,308)   | (7,115)      | (8.6)%      |
| Loss on early extinguishment of debt  |                                       | (711)      | 711          | 100.0%      |
| Income from continuing operations before income tax expense                           | 43,582                                | 50,734     | (7,152)      | (14.1)%     |
| Income tax expense  | (160)                                 |            | (160)        | 100.0%      |
| Income from continuing operations   | 43,422                                | 50,734     | (7,312)      | (14.4)%     |
| Discontinued operations:  |                                       |            |              |             |
| Income from discontinued operations   | 12,069                                | 13,888     | (1,819)      | (13.1)%     |
| Gain on sale of properties  | 39,967                                |            | 39,967       | 100.0%      |
| Net income  | 95,458                                | 64,622     | 30,836       | 47.7%       |
| Preferred distributions   | (25,334)                              | (30,802)   | 5,468        | 17.8%       |
| Net income available for common shareholders  | \$ 70,124                             | \$ 33,820  | \$ 36,304    | 107.3%      |
| Weighted average common shares outstanding basic                                      | 225,447                               | 211,168    | 14,279       | 6.8%        |
| Weighted average common shares outstanding diluted                                    | 254,640                               | 240,361    | 14,279       | 5.9%        |
| Earnings per common share:  |                                       |            |              |             |
| Income from continuing operations available for common shareholders basic and diluted | \$ 0.08                               | \$ 0.09    | \$ (0.01)    | (11.1)%     |
| Income from discontinued operations basic and diluted                                 | \$ 0.23                               | \$ 0.07    | \$ 0.16      | 228.6%      |
| Net income available for common shareholders basic and diluted                        | \$ 0.31                               | \$ 0.16    | \$ 0.15      | 93.8%       |

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HRPT PROPERTIES TRUST

**Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations (continued)**

*Rental income.* Rental income increased for the six months ended June 30, 2008, compared to the same period in 2007, primarily due to increases in rental income from our Oahu, HI and Other Markets segments, offset by a decrease in rental income from our Metro Boston, MA segment, as described in the segment information footnote to our consolidated financial statements. Rental income from our Oahu, HI market increased by \$2.1 million, or 7%, due to an increase in weighted average rental rates for new leases and lease renewals signed during 2007 and 2008. Rental income from our Other Markets segment increased \$16.6 million, or 9%, primarily because of the acquisition of 30 properties since December 2006. Rental income from our Metro Boston, MA market decreased \$2.3 million, or 9%, primarily due to the decrease in occupancy in 2008, partially offset by rental income from property acquisitions since December 2006. Rental income includes non-cash straight line rent adjustments totaling \$4.9 million in 2008 and \$7.1 million in 2007 and amortization of acquired real estate leases and obligations totaling (\$4.7) million in 2008 and (\$5.1) million in 2007. Rental income also includes lease termination fees totaling \$2.2 million in 2008 and \$356,000 in 2007.

*Total expenses.* The increase in total expenses primarily reflects our acquisition of properties since December 2006. The increase in depreciation and amortization expense also reflects building and tenant improvement costs incurred throughout our portfolio since December 2006.

*Interest expense.* The increase in interest expense in 2008 reflects an increase in average total debt outstanding which was used primarily to finance acquisitions in 2008 and 2007, partially offset by a decrease in floating interest rates.

*Loss on early extinguishment of debt.* The loss on early extinguishment of debt in 2007 relates to the write-off of deferred financing fees associated with the repayment of \$200 million of our floating rate senior notes in June 2007.

*Income from continuing operations.* The decrease in income from continuing operations is due primarily to the increase in depreciation and amortization expense and a decrease in occupancy, partially offset by income from acquisitions in 2008 and 2007.

*Income from discontinued operations.* Income from discontinued operations represents operating results from five office properties sold in June 2008, 44 properties under contract to be sold and one office property sold in 2007.



*Gain on sale of properties.* We recognized gains totaling \$40.0 million on the sale of five office properties in June 2008 for \$83.8 million, excluding closing costs.

*Net income and net income available for common shareholders.* The increase in net income and net income available for common shareholders is due primarily to the gain on sale of properties recognized in 2008 and income from acquisitions in 2008 and 2007, offset by an increase in depreciation and amortization expense and a decrease in occupancy. Net income available for common shareholders is net income reduced by preferred distributions. The decrease in preferred distributions reflects the partial redemption of our 8 <sup>3</sup>/<sub>4</sub>% series B preferred shares in November 2007.

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HRPT PROPERTIES TRUST

**Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations (continued)**

**LIQUIDITY AND CAPITAL RESOURCES**

*Our Operating Liquidity and Resources*

Our principal sources of funds for current expenses and distributions to shareholders are rents from our properties. This flow of funds has historically been sufficient for us to pay our operating expenses, debt service and distributions. We believe that our operating cash flow will be sufficient to meet our operating expenses, debt service and distribution payments for the foreseeable future. Our future cash flows from operating activities will depend primarily upon the following factors:

- our ability to maintain or improve occupancies and effective rental rates at our properties;
- our ability to restrain operating cost increases at our properties; and
- our ability to purchase new properties which produce positive cash flows from operations.

We believe that present leasing market conditions in some areas where our properties are located may result in decreases in occupancies and effective rents, or gross rents less amortization of landlord funded tenant improvements and leasing costs. Recent rises in fuel prices may cause our future operating costs to increase; however, the impact of these increases is expected to be partially offset by the pass-through of operating cost increases to our tenants pursuant to lease terms. We generally do not purchase turnaround properties or properties which do not generate positive cash flows. Our future purchases of properties which generate positive cash flows can not be accurately projected because such purchases depend upon available opportunities which come to our attention.

Cash flows provided by (used for) operating, investing and financing activities were \$165.7 million, (\$159.7) million and \$7.4 million, respectively, for the six months ended June 30, 2008, and \$132.7 million, (\$238.2) million and \$116.8 million, respectively, for the six months ended June 30, 2007. Changes in all three categories between 2008 and 2007 are primarily related to property acquisitions in 2008 and 2007, and repayments and issuances of debt obligations.

*Our Investment and Financing Liquidity and Resources*

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In order to fund acquisitions and to accommodate cash needs that may result from timing differences between our receipt of rents and our desire or need to make distributions or pay operating or capital expenses, we maintain an unsecured revolving credit facility with a group of institutional lenders. At June 30, 2008, there was \$301 million outstanding and \$449 million available under our revolving credit facility, and we had cash and cash equivalents of \$33.3 million. We expect to use cash balances, borrowings under our credit facility, proceeds from the sale of properties and net proceeds of offerings of equity or debt securities to fund our continuing operations and future property acquisitions.

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## HRPT PROPERTIES TRUST

**Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations (continued)**

Our outstanding debt maturities and weighted average interest rates as of June 30, 2008, were as follows (dollars in thousands):

| Year                | Scheduled Principal Payments During Period |                              |                           | Total (1)    | Weighted Average Interest Rate |
|---------------------|--|------------------------------|---------------------------|--------------|--------------------------------|
|                     | Secured Fixed Rate Debt                    | Unsecured Floating Rate Debt | Unsecured Fixed Rate Debt |              |                                |
| 2008                | \$ 5,468                                   | \$                           | \$                        | \$ 5,468     | 6.8%                           |
| 2009                | 7,934                                      |                              |                           | 7,934        | 6.8%                           |
| 2010                | 8,357                                      | 301,000                      | 50,000                    | 359,357      | 4.3%                           |
| 2011                | 258,821                                    | 200,000                      |                           | 458,821      | 5.8%                           |
| 2012                | 30,566                                     |                              | 200,000                   | 230,566      | 7.0%                           |
| 2013                | 7,243                                      |                              | 200,000                   | 207,243      | 6.5%                           |
| 2014                | 15,027                                     |                              | 250,000                   | 265,027      | 5.7%                           |
| 2015                | 3,200                                      |                              | 450,000                   | 453,200      | 6.0%                           |
| 2016                | 12,490                                     |                              | 400,000                   | 412,490      | 6.3%                           |
| 2017                | 3,002                                      |                              | 250,000                   | 253,002      | 6.3%                           |
| 2018 and thereafter | 39,378                                     |                              | 250,000                   | 289,378      | 6.7%                           |
|                     | \$ 391,486                                 | \$ 501,000                   | \$ 2,050,000              | \$ 2,942,486 | 6.0%                           |

(1) Total debt as of June 30, 2008, net of unamortized premiums and discounts, equals \$2,932,959.

When significant amounts are outstanding under our revolving credit facility or the maturity dates of our revolving credit facility and term debts approach, we explore alternatives for the repayment of amounts due. Such alternatives usually include incurring additional term debt and issuing new equity securities. We have an effective shelf registration statement that allows us to issue public securities on an expedited basis, but it does not assure that there will be buyers for such securities. Although there can be no assurance that we will consummate any debt or equity offerings or other financings, we believe we will have access to various types of financing, including debt or equity offerings, to finance future acquisitions and capital expenditures and to pay our debt and other obligations.

The completion and the costs of our future debt transactions will depend primarily upon market conditions and our credit ratings. We have no control over market conditions. Our credit ratings depend upon evaluations by credit rating agencies of our business practices and plans and, in particular, whether we appear to have the ability to maintain our earnings, to space our debt maturities and to balance our use of debt and equity capital so that our financial performance and leverage ratios afford us flexibility to withstand any reasonably anticipatable adverse changes. We intend to conduct our business activities in a manner which will continue to afford us reasonable access to capital for investment and financing activities.

During 2008, we purchased three office properties for \$176.8 million, plus closing costs and funded improvements to our owned properties totaling \$26.0 million. We funded our 2008 acquisitions and improvements to our owned properties with cash on hand, by borrowing under our

revolving credit facility and by assuming \$30.6 million of mortgage debt on properties acquired.

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## HRPT PROPERTIES TRUST

**Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations (continued)**

On May 5, 2008, we entered into a series of purchase and sale agreements for the sale of 48 medical office, clinic and biotech laboratory buildings for an aggregate purchase price of \$565 million. We sold five of these properties in June 2008 for \$83.8 million, excluding closing costs, and recognized gains totaling \$40.0 million. We expect the sales of the remaining 43 properties to occur during the next three quarters. These sales are subject to various conditions and contingencies typical of large commercial real estate transactions, including among other matters, waiver of any rights of first refusal held by certain tenants and financing contingencies relating to certain properties. Accordingly, the purchase prices which we may receive may change, these sales may be accelerated or delayed or these sales may not occur. In June 2008, we also agreed to sell one additional office property for \$15.0 million, excluding closing costs.

In July 2008, we acquired via merger 42 properties containing 1,827,000 square feet of space for approximately \$112 million, subject to adjustment during the second half of 2008 based on the contractual terms. This acquisition was funded with cash on hand, the assumption of \$8.9 million of mortgage debt, borrowings under our revolving credit facility and the issuance of 2,153,941 shares of our common stock.

In July 2008, we sold three properties with 152,000 square feet for \$39.1 million, excluding closing costs. In connection with these sales, the buyer assumed mortgage notes totaling \$10.8 million. We used the net proceeds from these sales to repay amounts outstanding under our revolving credit facility.

During the three and six months ended June 30, 2008 and 2007, cash expenditures made and capitalized for tenant improvements, leasing costs, building improvements and development and redevelopment activities were as follows (amounts in thousands):

|  | Three Months Ended<br>June 30, |           | Six Months Ended<br>June 30, |           |
|--|--------------------------------|-----------|------------------------------|-----------|
|  | 2008                           | 2007      | 2008                         | 2007      |
| Tenant improvements                                    | \$ 9,601                       | \$ 16,015 | \$ 14,779                    | \$ 28,644 |
| Leasing costs  | 4,091                          | 7,167     | 7,950                        | 11,420    |
| Building improvements (1)                              | 2,953                          | 3,089     | 4,742                        | 4,681     |
| Development, redevelopment and other activities<br>(2) | 2,955                          | 15,883    | 6,446                        | 23,185    |

(1) Building improvements generally include construction costs, expenditures to replace obsolete building components, and expenditures that extend the useful life of existing assets.

(2) Development, redevelopment and other activities generally include non-recurring expenditures or expenditures that we believe increase the value of our existing properties.

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Commitments made for expenditures in connection with leasing space during the three months ended June 30, 2008, are as follows (amounts in thousands, except as noted):

|   | <b>New<br/>Leases (1)</b> | <b>Renewals (1)</b> | <b>Total (1)</b> |
|---|---------------------------|---------------------|------------------|
| Square feet leased during the period                        | 379                       | 1,316               | 1,695            |
| Total commitments for tenant improvements and leasing costs | \$ 9,039                  | \$ 4,252            | \$ 13,291        |
| Leasing costs per square foot (whole dollars)               | \$ 23.85                  | \$ 3.23             | \$ 7.84          |
| Average lease term (years)                                  | 6.3                       | 5.4                 | 5.6              |
| Leasing costs per square foot per year (whole dollars)      | \$ 3.79                   | \$ 0.60             | \$ 1.40          |

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(1) Excludes properties classified in discontinued operations.

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HRPT PROPERTIES TRUST

**Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations (continued)**

In January 2008, we prepaid at par, \$28.6 million of 8.50% mortgage debt due in 2028, using cash on hand and borrowings under our revolving credit facility.

We have no commercial paper, swaps, hedges, joint ventures or off balance sheet arrangements as of June 30, 2008.

***Debt Covenants***

Our principal debt obligations at June 30, 2008, were our unsecured revolving credit facility and our \$2.25 billion of publicly issued unsecured term debt. Our publicly issued debt is governed by an indenture. Our public debt indenture and related supplements and our revolving credit facility agreement contain a number of financial ratio covenants which generally restrict our ability to incur debts, including debts secured by mortgages on our properties, in excess of calculated amounts, require us to maintain a minimum net worth, restrict our ability to make distributions under certain circumstances and require us to maintain other financial ratios. At June 30, 2008, we believe we were in compliance with all of our covenants under our indenture and related supplements and our revolving credit facility agreement.

In addition to our unsecured debt obligations, we have \$391.5 million, excluding unamortized premiums and discounts, of mortgage notes outstanding at June 30, 2008.

None of our indenture and related supplements, our revolving credit facility or our mortgage notes contain provisions for acceleration or require us to provide collateral security which could be triggered by our debt ratings. However, our senior debt rating is used to determine the interest rate and the fees payable under our revolving credit facility.

Our public debt indenture and related supplements contain cross default provisions to any other debts of \$20 million or more. Similarly, a default on our public debt indenture would be a default under our revolving credit facility.

***Related Person Transactions***

On May 5, 2008, we entered into a series of purchase and sale agreements with Senior Housing Properties Trust, or SNH, for the sale by us to SNH, or certain of its subsidiaries, of 48 medical office, clinic and biotech laboratory buildings for an aggregate purchase price of \$565 million.



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We sold five of these properties to SNH in June 2008 for \$83.8 million and recognized gains totaling \$40.0 million, and three of these properties in July 2008 for \$39.1 million for an estimated gain of \$10 million. We expect the sales of the remaining 40 properties to occur during the next three quarters. SNH was formerly our 100% owned subsidiary. It was spun off to our shareholders in 1999 and, at the time of this spin off, we and SNH entered into a Transaction Agreement which, among other things, prohibited SNH from purchasing medical office, clinic and biotech laboratory buildings. Concurrently with the execution and delivery of the purchase agreements, we and SNH entered into an amendment to the Transaction Agreement, or the First Amendment Agreement, to permit SNH, rather than us, to invest in medical office, clinic and biomedical, pharmaceutical and laboratory buildings. The First Amendment Agreement is subject, in the case of mixed use buildings, to our retaining the right to invest in any mixed use building for which the rentable square footage is less than 50% medical office, clinic and biomedical, pharmaceutical and laboratory use. Because we and SNH are both managed by REIT Management & Research LLC, the terms of these transactions were negotiated by special committees of each company's board of trustees comprised solely of Independent Trustees. The transactions are subject to various conditions and contingencies typical of large commercial real estate transactions, including among other matters, waiver of any rights of first refusal held by certain tenants and financing contingencies relating to certain properties. Accordingly, the purchase prices which we may receive may change, these sales may be accelerated or delayed or these sales may not occur.

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HRPT PROPERTIES TRUST

**Item 4. Controls and Procedures**

As of the end of the period covered by this report, our management carried out an evaluation, under the supervision and with the participation of our Managing Trustees, President and Chief Operating Officer and Treasurer and Chief Financial Officer of the effectiveness of our disclosure controls and procedures pursuant to the Securities Exchange Act of 1934, as amended, or the Exchange Act, Rules 13a-15 and 15d-15. Based upon that evaluation, our Managing Trustees, President and Chief Operating Officer and Treasurer and Chief Financial Officer concluded that our disclosure controls and procedures are effective.

There have been no changes in our internal control over financial reporting during the quarter ended June 30, 2008, that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

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HRPT PROPERTIES TRUST

**WARNING CONCERNING FORWARD LOOKING STATEMENTS**

**THIS QUARTERLY REPORT ON FORM 10-Q CONTAINS STATEMENTS WHICH CONSTITUTE FORWARD LOOKING STATEMENTS WITHIN THE MEANING OF THE PRIVATE SECURITIES LITIGATION REFORM ACT OF 1995 AND OTHER FEDERAL SECURITIES LAWS. WHENEVER WE USE WORDS SUCH AS BELIEVE , EXPECT , ANTICIPATE , INTEND , PLAN , ESTIMATE OR SIMILAR EXPRESSIONS, WE ARE MAKING FORWARD LOOKING STATEMENTS. THESE FORWARD LOOKING STATEMENTS ARE BASED UPON OUR PRESENT INTENT, BELIEFS OR EXPECTATIONS, BUT FORWARD LOOKING STATEMENTS ARE NOT GUARANTEED TO OCCUR AND MAY NOT OCCUR. ACTUAL RESULTS MAY DIFFER MATERIALLY FROM THOSE CONTAINED IN OR IMPLIED BY OUR FORWARD LOOKING STATEMENTS AS A RESULT OF VARIOUS FACTORS.**

**IMPORTANT FACTORS THAT COULD CAUSE ACTUAL RESULTS TO DIFFER MATERIALLY FROM THOSE IN OUR FORWARD LOOKING STATEMENTS INCLUDE, WITHOUT LIMITATION:**

- **CHANGES IN THE ECONOMY AND THE CAPITAL MARKETS,**
  
- **COMPETITION WITHIN THE REAL ESTATE INDUSTRY OR THOSE INDUSTRIES IN WHICH OUR TENANTS OPERATE,**
  
- **CHANGES IN FEDERAL, STATE AND LOCAL LEGISLATION, AND**
  
- **IF THE AVAILABILITY OF DEBT CAPITAL REMAINS RESTRICTED OR BECOMES MORE RESTRICTED, WE MAY BE UNABLE TO REFINANCE OR REPAY OUR DEBT OBLIGATIONS WHEN THEY BECOME DUE OR ON TERMS WHICH ARE AS FAVORABLE AS WE NOW HAVE.**

**FOR EXAMPLE:**

- **THIS QUARTERLY REPORT STATES THAT WE HAVE AGREEMENTS TO SELL 41 COMMERCIAL OFFICE, MEDICAL OFFICE, CLINIC AND BIOTECH LABORATORY BUILDINGS FOR APPROXIMATELY \$457 MILLION, AND THAT THESE SALES ARE EXPECTED TO OCCUR**

**DURING THE NEXT THREE QUARTERS. THESE SALES ARE SUBJECT TO VARIOUS CONDITIONS AND CONTINGENCIES TYPICAL OF LARGE COMMERCIAL REAL ESTATE TRANSACTIONS, INCLUDING, AMONG OTHER MATTERS, WAIVER OF ANY RIGHTS OF FIRST REFUSAL HELD BY CERTAIN TENANTS AND FINANCING CONTINGENCIES RELATING TO CERTAIN PROPERTIES. IF THESE CONDITIONS ARE NOT SATISFIED, SOME OR ALL OF THESE SALES MAY NOT BE COMPLETED, THE PURCHASE PRICES WE RECEIVE MAY DECLINE OR THESE SALES MAY BE ACCELERATED OR DELAYED,**

- **SOME OF OUR TENANTS MAY NOT RENEW EXPIRING LEASES, AND WE MAY BE UNABLE TO LOCATE NEW TENANTS TO MAINTAIN THE HISTORICAL OCCUPANCY RATES OF OUR PROPERTIES,**
  
- **RENTS THAT WE CAN CHARGE AT OUR PROPERTIES MAY DECLINE,**
  
- **OUR TENANTS MAY EXPERIENCE LOSSES AND BECOME UNABLE TO PAY OUR RENTS,**
  
- **CONTINGENCIES IN OUR COMMITTED ACQUISITIONS MAY CAUSE THESE TRANSACTIONS NOT TO OCCUR OR TO BE DELAYED,**
  
- **WE MAY BE UNABLE TO IDENTIFY PROPERTIES WHICH WE WANT TO BUY OR TO NEGOTIATE ACCEPTABLE PURCHASE PRICES,**
  
- **WE MAY BE UNABLE TO MAINTAIN OUR CURRENT RATE OF DISTRIBUTIONS AND FUTURE DISTRIBUTIONS MAY BE SUSPENDED OR PAID AT A LESSER RATE THAN THE DISTRIBUTIONS WE NOW PAY, AND**

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HRPT PROPERTIES TRUST

**OTHER RISKS MAY ADVERSELY IMPACT US, AS DESCRIBED MORE FULLY IN OUR ANNUAL REPORT ON FORM 10-K FOR THE YEAR ENDED DECEMBER 31, 2007, UNDER ITEM 1A. RISK FACTORS .**

**YOU SHOULD NOT PLACE UNDUE RELIANCE UPON ANY FORWARD LOOKING STATEMENTS.**

**EXCEPT AS REQUIRED BY LAW, WE UNDERTAKE NO OBLIGATION TO UPDATE OR REVISE ANY FORWARD LOOKING STATEMENTS AS A RESULT OF NEW INFORMATION, FUTURE EVENTS OR OTHERWISE.**

**STATEMENT CONCERNING LIMITED LIABILITY**

**THE AMENDED AND RESTATED DECLARATION OF TRUST ESTABLISHING HRPT PROPERTIES TRUST, DATED JULY 1, 1994, A COPY OF WHICH, TOGETHER WITH ALL AMENDMENTS AND SUPPLEMENTS THERETO, AS DULY FILED IN THE OFFICE OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND, PROVIDES THAT THE NAME HRPT PROPERTIES TRUST REFERS TO THE TRUSTEES UNDER THE DECLARATION OF TRUST, AS SO AMENDED AND SUPPLEMENTED, COLLECTIVELY AS TRUSTEES, BUT NOT INDIVIDUALLY OR PERSONALLY, AND THAT NO TRUSTEE, OFFICER, SHAREHOLDER, EMPLOYEE OR AGENT OF HRPT PROPERTIES TRUST SHALL BE HELD TO ANY PERSONAL LIABILITY, JOINTLY OR SEVERALLY, FOR ANY OBLIGATION OF, OR CLAIM AGAINST, HRPT PROPERTIES TRUST. ALL PERSONS DEALING WITH HRPT PROPERTIES TRUST IN ANY WAY SHALL LOOK ONLY TO THE ASSETS OF HRPT PROPERTIES TRUST FOR THE PAYMENT OF ANY SUM OR THE PERFORMANCE OF ANY OBLIGATION.**

**Part II. Other Information**

**Item 2. Unregistered Sales of Equity Securities and Use of Proceeds**

On June 12, 2008, we granted each of our trustees 4,000 common shares of beneficial interest, par value \$0.01 per share, valued at \$7.28 per share, the closing price of our common shares on the New York Stock Exchange on that day. We made these grants pursuant to an exemption from registration contained in Section 4(2) of the Securities Act of 1933, as amended.

**Item 4. Submission of Matters to a Vote of Security Holders**

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At our regular annual meeting held on June 12, 2008, our shareholders re-elected Barry M. Portnoy (181,293,860 shares voted for and 27,497,600 shares withheld) as one of our Managing Trustees and Frederick N. Zeytoonjian (191,659,688 shares voted for and 17,131,773 shares withheld) as one of our Independent Trustees. The terms of office of Messrs. Portnoy and Zeytoonjian will extend until our annual meeting of shareholders in 2011. Messrs. William A. Lamkin, Adam D. Portnoy and Patrick F. Donelan, continue to serve as trustees with terms of office expiring in 2009, 2009 and 2010, respectively.

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HRPT PROPERTIES TRUST

**Item 6. Exhibits**

- 4.1 Form of Common Share Certificate. *(filed herewith)*
- 10.1 Summary of Trustee Compensation. *(Incorporated by reference to the Company's Current Report on Form 8-K, dated June 18, 2008)*
- 10.2 First Amendment to Purchase and Sale Agreement, dated as of June 11, 2008, between Hub Properties Trust, as Seller, and the Company, as Purchaser (with respect to Centre Commons, 5750 Centre Ave., Pittsburgh, Pennsylvania) *(filed herewith)*
- 10.3 First Amendment to Purchase and Sale Agreement, dated as of June 25, 2008, between Hub Properties Trust, as Seller, and the Company, as Purchaser (with respect to 525 Virginia Drive, Fort Washington, Pennsylvania). *(filed herewith)*
- 10.4 First Amendment to Purchase and Sale Agreement, dated as of June 25, 2008, between Hub RI Properties Trust, as Seller, and the Company, as Purchaser (with respect to 701 George Washington Highway, Lincoln, Rhode Island). *(filed herewith)*
- 10.5 First Amendment to Purchase and Sale Agreement, dated as of June 25, 2008, between Hub Properties Trust, as Seller, and the Company, as Purchaser (with respect to Bailey Square, 1111 W. 34th Street, Austin, Texas). *(filed herewith)*
- 10.6 First Amendment to Purchase and Sale Agreement, dated as of June 25, 2008, between Hub Properties Trust, as Seller, and the Company, as Purchaser (with respect to 4770 Regent Boulevard, Irving, Texas). *(filed herewith)*
- 10.7 First Amendment to Purchase and Sale Agreement, dated as of July 9, 2008, between Hub Northeast Medical Arts Center LLC, as Seller, and the Company, as Purchaser (with respect to Northeast Medical Arts Center, 2801 North Decatur Road, Decatur, Georgia). *(filed herewith)*
- 10.8 First Amendment to Purchase and Sale Agreement, dated as of July 9, 2008, between Hub Properties Trust, as Seller, and the Company, as Purchaser (with respect to 710 North Euclid, Anaheim, California). *(filed herewith)*
- 10.9 First Amendment to Purchase and Sale Agreement, dated as of July 9, 2008, between Hub Properties Trust, as Seller, and the Company, as Purchaser (with respect to Brittonfield II and III, Lot 5E-2 and Lot 5E-1, 5008 Brittonfield Parkway, East Syracuse, New York). *(filed herewith)*
- 12.1 Computation of Ratio of Earnings to Fixed Charges. *(filed herewith)*
- 12.2 Computation of Ratio of Earnings to Combined Fixed Charges and Preferred Distributions. *(filed herewith)*
- 31.1 Rule 13a-14(a) Certification. *(filed herewith)*
- 31.2 Rule 13a-14(a) Certification. *(filed herewith)*
- 31.3 Rule 13a-14(a) Certification. *(filed herewith)*
- 31.4 Rule 13a-14(a) Certification. *(filed herewith)*
- 32.1 Section 1350 Certification. *(furnished herewith)*

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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.

HRPT PROPERTIES TRUST

By: /s/ John A. Mannix  
John A. Mannix  
President and Chief Operating Officer  
Dated: August 7, 2008

By: /s/ John C. Popeo  
John C. Popeo  
Treasurer and Chief Financial Officer  
(principal financial and accounting officer)  
Dated: August 7, 2008