

BRANDYWINE REALTY TRUST  
Form POSASR  
January 26, 2006

**As filed with the Securities and Exchange Commission on January 26, 2006**

**Registration No. 333-131255**

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

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**POST-EFFECTIVE AMENDMENT NO. 1  
TO  
Form S-3  
REGISTRATION STATEMENT UNDER  
THE SECURITIES ACT OF 1933  
BRANDYWINE REALTY TRUST  
BRANDYWINE OPERATING PARTNERSHIP, L.P.**  
(Exact Name of Registrant as Specified in Its Charter)

**Maryland  
Delaware**

**23-2413352  
23-2862640**

(State or Other Jurisdiction of Incorporation or Organization)

(I.R.S. Employer Identification Number)

401 Plymouth Road, Suite 500  
Plymouth Meeting, Pennsylvania 19462  
(610) 325-5600

(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)

**Gerard H. Sweeney  
President and Chief Executive Officer  
401 Plymouth Road, Suite 500  
Plymouth Meeting, Pennsylvania 19462  
(610) 325-5600**

(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent For Service)

Copy to:  
**Michael H. Friedman, Esquire  
Pepper Hamilton LLP  
3000 Two Logan Square  
Philadelphia, Pennsylvania 19103-2799  
(215) 981-4000**

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**Approximate Date of Commencement of Proposed Sale to the Public:** From time to time after this Registration Statement becomes effective as determined by market conditions and other factors.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

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If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

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**EXPLANATORY NOTE**

This Post-Effective Amendment No. 1 to registration statement number 333-131255 is being filed by the registrants for the purpose of adding Brandywine Operating Partnership, L.P. as a registrant to the registration statement filing header.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing this Post Effective Amendment to Form S-3 and has duly caused this Post Effective Amendment to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Philadelphia, Commonwealth of Pennsylvania, on January 26, 2006.

**BRANDYWINE REALTY TRUST**

By: /s/ Gerard H. Sweeney

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Name: Gerard H. Sweeney  
 Title: President and Chief Executive Officer

**BRANDYWINE OPERATING PARTNERSHIP, L.P.**

By: Brandywine Realty Trust, its General Partner

By: /s/ Gerard H. Sweeney

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Name: Gerard H. Sweeney  
 Title: President and Chief Executive Officer

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacity and on the dates indicated.

| Signature  | Title(s)  | Date             |
|--|---|------------------|
| /s/ Gerard H. Sweeney<br><hr/> Gerard H. Sweeney | President, Chief Executive Officer and Trustee<br>(Principal Executive Officer) | January 26, 2006 |
| *<br><hr/> Christopher P. Marr                   | Senior Vice President and<br>Chief Financial Officer                            | January 26, 2006 |
| *<br><hr/> Scott W. Fordham                      | Vice President and<br>Chief Accounting Officer                                  | January 26, 2006 |
| *<br><hr/> Walter D'Alessio                      | Chairman of the Board of Trustees   | January 26, 2006 |
| *<br><hr/> D. Pike Aloian                        | Trustee   | January 26, 2006 |

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|                         |         |                  |
|-------------------------|---------|------------------|
| *                       | Trustee | January 26, 2006 |
| <hr/>                   |         |                  |
| Thomas F. August        |         |                  |
| *                       | Trustee | January 26, 2006 |
| <hr/>                   |         |                  |
| Donald E. Axinn         |         |                  |
| *                       | Trustee | January 26, 2006 |
| <hr/>                   |         |                  |
| Wyche Fowler            |         |                  |
| *                       | Trustee | January 26, 2006 |
| <hr/>                   |         |                  |
| Michael J. Joyce        |         |                  |
| *                       | Trustee | January 26, 2006 |
| <hr/>                   |         |                  |
| Anthony A. Nichols, Sr. |         |                  |
| *                       | Trustee | January 26, 2006 |
| <hr/>                   |         |                  |
| Charles P. Pizzi        |         |                  |
| *                       | Trustee | January 26, 2006 |
| <hr/>                   |         |                  |

Michael V. Prentiss

\* By: Attorney-in-fact pursuant to power of attorney previously filed as part of this registration statement.

/s/ Gerard H. Sweeney  
Gerard H. Sweeney