



INSITES

ONE OF THE NATION'S LEADING REAL ESTATE FUND MANAGERS

First Quarter
2012



Lincoln Towne Centre, Scottsdale, Arizona

BPG ACQUIRES LINCOLN TOWNE CENTRE IN SCOTTSDALE, AZ

The acquisition is the first made on behalf of BPG's Investment Partnership IX, L.P.

TIn February 2012, BPG acquired Lincoln Towne Centre, a 223,605 square foot, Class A office complex in downtown Scottsdale, Arizona, for \$34,250,000 from Lincoln National Life Insurance Company. The acquisition represented the first that BPG has made on behalf of BPG Investment Partnership IX, L.P., its newly formed value-add real estate fund. The complex is presently 67 percent leased to major credit tenants such as CNA National Warranty Corporation (NYSE: CNA.N) and EMC Corporation (NYSE: EMC).

"The transaction provided us with the opportunity to acquire a quality office complex in the highly desirable Scottsdale submarket of Phoenix at a price substantially below replacement cost," commented Jonathan Praw, vice president

and head of BPG's West Coast Regional Office who oversaw the transaction for the firm.

The seller was represented in the transaction by Jerry Noble, Pat Devine and Greg Mayer of CB Richard Ellis. The buyer has named them as the exclusive leasing agents for the complex.

Lincoln Towne Centre was originally built in 1999. It consists of two, five-story office buildings with below grade parking for more than 800 cars. Located at the intersection of Drinkwater Boulevard and Indian School Road in the heart of downtown Scottsdale the complex enjoys easy access to the Loop 101 and is directly across from the Scottsdale City Hall. Downtown Scottsdale is a 24/7 environment with numerous retail amenities, restaurants, hotels, condos and rental apartments, all within a short walking distance of Lincoln Towne Centre. Lincoln Town Centre

(Continued on page 4)

BPG SELLS 60 TEMPLE PLACE IN BOSTON, MA FOR \$10,250,000

In March 2012, BPG sold 60 Temple Place, a 51,757 square foot office building located in the Downtown Crossing neighborhood of Boston, Massachusetts, for \$10,250,000 to STP, LLC. At the time of the sale, the building was 100 percent leased.

"While we have owned the property since 1984, we found a natural exit in selling the property to an affiliate of two of our current tenants," commented Chris Locatell, vice president of dispositions at BPG.

60 Temple Place is a six-story office building with ground floor and lower level retail space located on Washington Street, the main commercial artery in the Downtown Crossing neighborhood of Boston, Massachusetts. The building is accessible from both Washington Street and Temple Place and is in close proximity to the State House, Boston Public Gardens, retail shopping, entertainment venues and residential developments. It is also within one block of the MBTA station. ■

Highlights InSIDE :

KOHL'S BUYS 10.13 ACRES IN WYOMISSING, PA	2
BPG ACQUIRES TWO MULTI-FAMILY COMMUNITIES IN VA	3
NEW HIRES	4
INNOVA HEALTH CARE SIGNS LEASE AT 8111 GATEHOUSE ROAD	5
BPG SELLS 200 W. STEWART HUSTON IN SADSBUY, PA	5



Spring Ridge Corporate Center, Wyomissing, PA

KOHL'S BUYS 10.13 ACRES IN WYOMISSING, PA

In January 2012, Kohl's Department Store, Inc. acquired 10.13 acres of land which was originally part of BPG's One Meridian Boulevard, a 366,148 square foot office building located in Spring Ridge Corporate Center in Wyomissing, Pennsylvania, a suburb of Reading. The retailer plans to develop an 87,173 square foot store which is expected to open in the spring of 2013.

BPG acquired One Meridian Boulevard in 2004 as part of a four building portfolio transaction located in Pennsylvania, New York and New Jersey on behalf of BPG Investment Partnership VI, L.P. (Fund VI). At the time of closing, the One Meridian property consisted of 62-acres of land some of which BPG felt

that it could obtain municipal entitlements for development and further subdivision. In 2007, BPG sold 1.648 acres to Utilities Employees Credit Union for the development of a two-story, 49,202 square foot office building that serves as the corporate headquarters.

Additional developable parcels currently include a 4.5 acre site approved for a two-story, 42,000 square foot office building and a 2 acre site approved for a 4,500 square foot bank building.

BPG has had good leasing success at One Meridian having increased occupancy from 29 percent at acquisition to 89 percent currently. ■

BPG ACQUIRES TWO MULTI-FAMILY COMMUNITIES IN FREDERICKSBURG, VA

At the end of March 2012, BPG acquired two multi-family communities totaling 676 units in Fredericksburg, Virginia from a subsidiary of UDR, Inc. (NYSE: UDR) for \$83,400,000. The communities were 95 percent occupied at the time of closing. It is the first multi-family acquisition that BPG has made on behalf of BPG Investment Partnership IX, L.P. (Fund IX), it's newly formed value-add real estate fund. The communities will be managed by BPG's multi-family operating arm, Madison Apartment Group, L.P. (Madison).

"We are pleased to announce the first multi-family acquisition for our newly formed Fund IX," explained Steve Pogarsky, vice president of acquisitions for BPG who oversaw the transaction for the firm. "The transaction provided us with the opportunity to acquire two well located multi-family communities in the desirable Stafford County submarket of Virginia."

Greens at Falls Run is a 200 unit apartment community containing a mixture of one and two bedroom apartments and on-site amenities including a clubhouse, fitness center, playground, swimming pool and tennis court. Located one mile away on Route 17, Manor at England Run is a 476 unit apartment community containing a mixture of one, two and three bedroom apartments and on-site amenities including two pools, a business center, clubhouse, fitness center, covered parking and a tennis court. "We



Madison Falls Run, Fredericksburg, Virginia

intend to make significant upgrades to the clubhouse and amenity spaces," reported Dean Holmes, chief operating officer of Madison. "We will also be replacing windows in the apartments where appropriate, updating interiors in select unit types, improving landscaping and replacing asphalt parking areas. Additionally, we will be undertaking a comprehensive rebranding of the property under the Madison name which entails new signage, leasing materials and website. The communities will be renamed Madison Falls Run and Madison England Run."

The communities are within two miles of Interstate 95, providing access to employment centers in and around Washington, DC to the north and Richmond, Virginia to the south. ■



Madison England Run, Fredericksburg, Virginia



Madison England Run, Fredericksburg, Virginia

LINCOLN TOWNE CENTRE

(Continued from page 1)

is also in close proximity to the nearly two million square foot Scottsdale Fashion Square, the Scottsdale Waterfront development and the W Hotel.

Within just two months of acquisition, BPG has already improved occupancy at Lincoln Towne Center with the signing of two leases totaling 6,200 square feet.

Lincoln Towne Centre is the second acquisition BPG has made in the Scottsdale submarket of Phoenix, Arizona. In 2008, BPG acquired Scottsdale Financial Plaza I, a 107,135 SF office building located less than ½ mile from Lincoln Towne Centre, on behalf of BPG Investment Partnership VIII, L.P. Since the acquisition, BPG has made significant capital improvements to Scottsdale Financial Plaza I and increased occupancy from 78 percent to its current occupancy of 97 percent. ■

New Hires

BPG Management Company

ATLANTA OFFICE

Traci Watson, *Administrative Assistant*

KING OF PRUSSIA OFFICE

Michelle Findley, *Tenant Coordinator*

BOSTON OFFICE

Eileen Blizzard, *Tenant Coordinator*
BPG Properties, Ltd.

PHILADELPHIA OFFICE

Lynn McDowell, *Senior Legal Assistant*

Madison Apartment Group

SOUTHERN REGION

Scott Gilpatrick, *Divisional Vice President*

BPG would like to thank the following brokers and their firms for helping us lease 905,724 square feet in the 1st Quarter 2012

Aegis Property Group (PA)	Jim Kinzig
Ambrose Properties (IN)	Aasif Bade
Avison Young (VA)	Peter Berk, Nick Gregorios and David Millard
Barton Development Group (NC)	Mark Schweibinz
Bradford Allen Realty Services (IL)	Ben Azulay, Jeff Bernstein and Andrew DeMoss
Cassidy Turley (IN)	Mike Semlar
Cassidy Turley (MN)	Mark Stevens
CB Richard Ellis (AZ)	Nate Goldfarb, Greg Mayer and Jerry Noble
CB Richard Ellis (IN)	Nick Arterburn
CB Richard Ellis (MA)	Bill Crean, Bob McGuire, Andrew Majewski, Alison Powers, Matt Siciliano and Robert Walles
Cassidy Turley (MA)	John McHugh and Mike O'Leary
CB Richard Ellis (NC)	John Daly
CB Richard Ellis (PA)	Steven Cousart and Stephen Kriz
CLW/Stream (FL)	Ryan Reynolds
CNL (FL)	Scott Henley
Coldwell Banker Commercial Coastalmark	Christopher Taft
Colliers International (AZ)	Lindsey Carlson and Peter Nieman
Colliers International (CA)	Jim Beeger, Dion Campisi, Susan Gregory and Kevin Soares
Colliers International (IL)	David Florent and Steve Kling
Colliers International (MA)	John F. Dolan, III
Colliers International (NC)	Randy Bowles
Commercial Associates (NC)	Clark Womack
Commercial Property Professionals (GA)	William Wood
Copakan Brooks (IN)	Bill Early
Cresa Partners (GA)	Taylor Wood
Cushman & Wakefield (FL)	Paula Buff and Jim Molar
Cushman & Wakefield (MA)	Stephen Woelfel, Jr.
Cushman & Wakefield (MN)	Jason Butterfield and Gordie Hampson and Lou Hall
Dilweg Commercial, Inc. (NC)	David Urben
Donahue Real Estate Services (VA)	Charles Matincheck
Equity (FL)	Carleton Compton
Equity (NJ)	Brian Wherty
Fameco (PA)	John Krause
Fidelity Commercial (PA)	Tom Coyne

(Continued on back)

BPG SELLS 200 W. STEWART HUSTON ROAD IN SADBURY, PA

In February 2012, BPG sold 200 W. Stewart Huston Drive, a 314,521 square foot distribution facility located in Sadsbury Township, Chester County, Pennsylvania to AREA Property Partners for \$16.2 million. At the time of the sale, the building was 100 percent leased to CTDI, a premier telecommunications company headquartered in West Chester, Pennsylvania.

The seller was represented in the transaction by Jon Carpenter and James Wellschlager of Cassidy Turley and Larry Bergen of Colliers International.

Built in 2004, 200 West Stewart Huston Street is situated on 27.9 acres of land that allows for a building expansion by up to approximately 89,400 square feet.

BPG acquired 200 W. Stewart Huston in 2006 as part of a vacant two building portfolio on behalf of BPG Investment VII, L.P. (Fund VII). Shortly after BPG's acquisition, CTDI signed a full building lease, which was subsequently extended in the second quarter of 2011. The other property in the portfolio, 931 Matlack Street in West Chester, Pennsylvania, was sold to a user in 2007. ■



200 W. Stewart Huston Drive,
Sadsbury Township, Pennsylvania



8111 Gatehouse Road, Merrifield, Virginia

INOVA HEALTH CARE SERVICES SIGNS 51,611 SF LEASE AT 8111 GATEHOUSE ROAD

In March 2012, Inova Health Care Services executed a lease for 51,611 square feet at 8111 Gatehouse Road, a 282,000 square foot office building located at the interchange of Route 50 and Interstate 495 in Merrifield, Virginia.

"We are pleased to announce that Inova has chosen 8111 Gatehouse Road," commented Brian J. Fitzgerald, senior vice president and director of BPG's Washington DC Regional Office. "Inova is an excellent addition to our building, which is currently home to Accenture, the Defense Logistics Agency and our corporate offices."

Inova was represented in the lease negotiations by Chuck Matincheck of Donohoe Real Estate Services. The landlord was represented by Dave Millard, Peter Berk, Nick Gregorios and Marty Almquist of Avison Young, the building's exclusive leasing team.

BPG acquired 8111 Gatehouse Road in the fourth quarter 2006 in a short term sale leaseback from the American Red Cross which had operated its headquarters at the property until its move in 2008 to downtown Washington, D.C. In 2009, BPG completed extensive renovations to the building including the main lobby, upper floor elevator lobbies, restrooms and other building system upgrades throughout.

8111 Gatehouse Road is located just seconds from both Route 50 and Interstate 495 providing easy access to downtown Washington, D.C., the Pentagon, Route 66, the Dulles Corridor and is just five minutes from Tysons Corner. Public transportation is available with access to Metrorail via the building's exclusive shuttle service as well as the Metrobus and Fairfax Connector bus networks. It has 765 spaces of under building and surface parking as well as an on-site fitness center. It is also within walking distance to 10 restaurants, shopping and lodging.

Currently, there is 140,000 square feet of space available for lease. ■

(Continued from page 4)

BPG would like to thank the following brokers and their firms for helping us lease 905,724 square feet in the 1st Quarter 2012

Grubb & Ellis (GA)	Justen Cimino and Tom Miller
Gubb & Ellis (MA)	Dan Krysiak
Hunneman (MA)	Bonny Doorakian
Intelli Real Estate Services (GA)	Soo Kim
John Palamar, LLC (NC)	John Palamar
Jones Lang LaSalle (IN)	Abbey Cooper and John Robinson
Jones Lang LaSalle (MA)	Ben Heller and Pat Nugent
Jones Lang LaSalle (MN)	Roger Christianson and John Lorence
Kidder Matthews (CA)	John Olenchak
KLNB (MD)	Mike Mull and Joe Nolan
Mass Realty (MN)	Bill Mass
McShea & Company, Inc. (MD)	Bob Dickman and Bob Wrightson
McCall & Almy (MA)	Garrett Larivee
Metro Commercial (NJ)	Michael Gorman
NAI Brannen Goddard (GA)	David Beak and Stephen Pond
NAI Merin Hunter Codman (FL)	Lesley Sheinberg and Jason Sundook
Newmark Knight & Frank (MA)	Dina Deutsch
Newmark Knight Frank Smith Mack (PA)	Jeffrey Mack, Michael Maloney and Adam Shute
Perspective Real Estate (IL)	Maura Goodman
Picket Sprouse (NC)	Jerry Gambil
Pike Real Estate (IN)	Darrell Pike
Pointline, Inc. (FL)	Walt Batansky
Rich Commercial Real Estate (NC)	Harold Rich
Ritchie Commercials (CA)	Maggie Bludau and Mark Ritchie
Sperry Van Ness (FL)	Kenny Anderson
Stream Realty Partners (GA)	Matt DiLeo, Ben Hautt, Nicolai Swartkopf and Wendy Tomich
Studley, Inc. (CA)	Eric Danielson
TaTonka Real Estate Advisors (MN)	J. Craig Kirkpatrick
Thalhimer (NC)	John McNeil
The Shopping Center Group (GA)	Jason Morganstern
Transwestern (GA)	Bo Riddle
Transwestern (MN)	Mike Honsa
Travis & Associates (GA)	Don Travis
UGL Equis (FL)	Todd Brandon

BPG PROPERTIES, LTD. is one of the nation's leading private equity real estate fund managers. BPG's portfolio consists of over 24 million square feet of office, retail, student housing, and industrial properties and nearly 19,000 apartment units in more than 70 communities located throughout the United States. Philadelphia | Yardley | Chicago | Washington, D.C. | Los Angeles | Raleigh | Atlanta | Boston

Acquisition Contacts

Office/Industrial

NEW ENGLAND

George Haines ————— 215.575.2493
Roy Perry ————— 215.575.2433

METRO NYC

John Brogan ————— 215.575.2465

MID-ATLANTIC

Steve Spaeder ————— 215.575.2386

EAST COAST - INDUSTRIAL

Dan DiLella, Jr. ————— 215.575.2352
Peter Derrico ————— 215.575.2482

SOUTHEAST (INCLUDING WASHINGTON, D.C.)

Roy Perry ————— 215.575.2433

FLORIDA

John Brogan ————— 215.575.2465

MIDWEST & MOUNTAIN STATES

Joseph Neverauskas ————— 312.427.8740
Brant Glomb ————— 312.673.3593
Matthew Latimer ————— 312.673.3390

SOUTHWEST

Roy Perry ————— 215.575.2433

WEST COAST

Lang Sligh ————— 425.503.5575
Gardner Ellner ————— 310.725.8433
Joseph Neverauskas ————— 312.427.8740

Retail – National

Elizabeth Owens ————— 215.575.2431
John Braithwaite ————— 215.575.2360

Corporate Real Estate

John Brogan ————— 215.575.2465

Multi-Family – National

Joe Mullen ————— 215.575.2429
Steve Pogarsky ————— 215.575.2445
Greg Curci ————— 215.575.2307

Investor Relations

Joe Nahas ————— 215.575.2363

This document is for informational purposes only regarding our company and its properties and does not constitute an offer to sell or a solicitation of an offer to buy securities from the company. An offer to sell securities may only be made in accordance with the federal securities laws and applicable state securities law.

WWW.BPGLTD.COM
©2010 BPG Properties, Ltd.