

**NOTICE OF PENDENCY OF CLASS ACTION, PROPOSED  
SETTLEMENT OF CLASS ACTION AND SETTLEMENT HEARING**

TO: ALL PERSONS OR ENTITIES WHO HELD SHARES OF BIOMED REALTY TRUST, INC. ("BIOMED" OR THE "COMPANY") COMMON STOCK, EITHER OF RECORD OR BENEFICIALLY, AT ANY TIME BETWEEN OCTOBER 7, 2015 THROUGH JANUARY 27, 2016, INCLUDING ANY AND ALL OF THEIR RESPECTIVE SUCCESSORS IN INTEREST, PREDECESSORS, REPRESENTATIVES, TRUSTEES, EXECUTORS, ADMINISTRATORS, HEIRS, ASSIGNS OR TRANSFEREES, IMMEDIATE AND REMOTE, AND ANY PERSON OR ENTITY ACTING FOR OR ON BEHALF OF, OR CLAIMING UNDER ANY OF THEM, OTHER THAN THE DEFENDANTS, THEIR SUBSIDIARY COMPANIES, AFFILIATES, ASSIGNS, AND MEMBERS OF THEIR IMMEDIATE FAMILIES, AS THE CASE MAY BE (THE "CLASS").

PLEASE READ THIS NOTICE CAREFULLY AND IN ITS ENTIRETY. YOUR RIGHTS WILL BE AFFECTED BY THE LEGAL PROCEEDINGS IN THIS ACTION. IF THE COURT APPROVES THE PROPOSED SETTLEMENT, YOU WILL BE FOREVER BARRED FROM CONTESTING THE FAIRNESS OF THE PROPOSED SETTLEMENT OR PURSUING THE "SETTLED CLAIMS" (DEFINED BELOW).

IF YOU ARE A NOMINEE WHO HELD BIOMED COMMON STOCK FOR THE BENEFIT OF ANOTHER, READ THE SECTION BELOW ENTITLED "NOTICE TO PERSONS OR ENTITIES HOLDING RECORD OWNERSHIP ON BEHALF OF OTHERS."

**THE PURPOSE OF THIS NOTICE**

The purpose of this Notice is to inform you of a proposed settlement (the "Settlement") of the above captioned action (the "Action") pending before the Circuit Court for Baltimore City (the "Court"). Pursuant to the Settlement, plaintiffs Joseph Lipovich, Ken Noon, and Gary Williams (collectively, "Plaintiffs"), on their own behalf and on behalf of all members of the Class (defined herein), have agreed to dismiss with prejudice their claims against members of BioMed's board of directors (the "Board"), Alan D. Gold, Gary A. Kreitzer, Daniel M. Bradbury, William R. Brody, Theodore D. Roth, and Janice L. Sears (collectively, the "Individual Defendants" and together with BioMed, the "BioMed Defendants"), The Blackstone Group L.P. ("Blackstone"), and Morgan Stanley & Co. LLC ("Morgan Stanley") (together with the BioMed Defendants and Blackstone, "Defendants").

A hearing shall be held on April 21, 2017 at 9:00 A.M., before the Honorable Lawrence Fletcher-Hill in the Circuit Court for Baltimore City, Maryland at 111 North Calvert Street – Family Division Courtroom F-3, Baltimore, Maryland 21202 (the "Hearing") to determine: (a) whether the Court should finally certify the Action as a class action, without opt-out rights, pursuant to Maryland Rules 2-231(a), (b)(1), and (b)(2); (b) whether the Court should approve the proposed Settlement of the Action; (c) whether the Court should enter a final judgment dismissing the claims asserted in the Action on the merits and with prejudice as against Plaintiffs and the Class; (d) if the Court approves the Settlement and enters such final judgment, whether the Court should grant the application of Plaintiffs' counsel for an award of attorneys' fees and expenses to be paid by BioMed or its successor and/or its assigns; and (e) such other matters as may properly come before the Court.

This Notice describes the rights you may have under the proposed Settlement and what steps you may, but are not required to, take in relation to the proposed Settlement. If the Court approves the proposed Settlement, the parties to the Action will ask the Court at the Hearing, among other things, to enter the Order and Final Judgment dismissing all claims asserted in the Action with prejudice.

The Court has the right to adjourn the Hearing without further notice. The Court also has the right to approve the Settlement with or without modifications, to enter its final judgment dismissing the Action on the merits and with prejudice and to order the payment of attorneys' fees and expenses without further notice.

**THE FOLLOWING RECITATION DOES NOT CONSTITUTE FINDINGS OF THE COURT AND SHOULD NOT BE UNDERSTOOD AS AN EXPRESSION OF ANY OPINION OF THE COURT AS TO THE MERITS OF ANY CLAIMS OR DEFENSES BY ANY OF THE PARTIES. IT IS BASED ON STATEMENTS OF THE PARTIES AND IS SENT FOR THE SOLE PURPOSE OF INFORMING YOU OF THE EXISTENCE OF THE ACTION AND OF A HEARING ON A PROPOSED SETTLEMENT SO THAT YOU MAY MAKE APPROPRIATE DECISIONS AS TO STEPS YOU MAY WISH TO TAKE IN RELATION TO THIS LITIGATION.**

**BACKGROUND AND DESCRIPTION OF THE LITIGATION**

On October 8, 2015, BioMed announced that it had entered into a definitive agreement with affiliates of Blackstone, under which Blackstone would acquire all outstanding shares of common stock of BioMed for \$23.75 per share in an all-cash transaction valued at approximately \$8 billion (the "Proposed Transaction" or the "Transaction").

Between October 13, 2015 and November 6, 2015, purported BioMed stockholders filed four putative class actions in this Court challenging the Proposed Transaction under the following captions: *Lipovich v. Gold*, Case No. 24-C-15-005173, filed October 13, 2015; *Noon v. BioMed Realty Trust, Inc.*, Case No. 24-C-15-005174, filed October 15, 2015; *Schwartz v. BioMed Realty Trust, Inc.*, Case No. 24-C-15-005477, filed October 30, 2015; and *Williams v. BioMed Realty Trust, Inc., et al.*, Case No. 24-C-15-005572, filed November 6, 2015 (collectively, the "Actions").

The complaints in these lawsuits named as defendants the members of BioMed's board of directors (the "Board"), and allege claims for breach of fiduciary duty and aiding and abetting breaches of fiduciary duty to BioMed's stockholders in connection with the Proposed Transaction. The Actions sought, among other things, an order enjoining or rescinding the Proposed Transaction.

On November 5, 2015, the Court consolidated the Actions into the Consolidated Action, and appointed Levi & Korsinsky LLP, WeissLaw LLP, and Robbins Arroyo LLP as Plaintiffs' Co-Lead Counsel (collectively, "Lead Counsel").

On November 16, 2015, BioMed filed with the United States Securities and Exchange Commission (the "SEC") a preliminary proxy statement pursuant to Section 14(a) of the Securities Exchange Act of 1934, as amended (the "Preliminary Proxy Statement").

On November 23, 2015, Plaintiffs in the Consolidated Action filed an amended complaint, which, among other things, added a claim that the Individual Defendants breached their fiduciary duties by failing to disclose purportedly material information about the Proposed Transaction in the Preliminary Proxy Statement, and added a claim that Morgan Stanley allegedly aided and abetted the purported breaches of fiduciary duty by the Individual Defendants.

On November 24, 2015, Plaintiffs filed a motion for expedited discovery.

On December 4, 2015, Defendants filed motions to dismiss the Consolidated Action. On the same day, Defendants filed an opposition to Plaintiffs' motion for expedited discovery.

On December 7, 2015, BioMed filed with the SEC a definitive proxy statement pursuant to Section 14(a) of the Securities Exchange Act of 1934, as amended (the "Final Proxy Statement").

Commencing on or about December 8, 2015, Defendants began producing confidential non-public documents to Plaintiffs for settlement purposes, including correspondence, board minutes, and board presentations.

On December 11, 2015, Plaintiffs filed an opposition to the motions to dismiss filed by Defendants. On the same day, Plaintiffs filed a reply memoranda in support of their motion for expedited discovery.

On December 12, 2015, Lead Counsel sent a settlement demand letter to counsel for the BioMed Defendants and Blackstone requesting, among other things, that BioMed make additional disclosures to its stockholders.

On December 21, 2015, Defendants filed reply memoranda in support of the motions to dismiss.

Following arm's-length negotiations concerning the terms and conditions of a potential resolution of this litigation, Plaintiffs and Defendants reached an agreement in principle which was set forth in a Memorandum of Understanding dated January 5, 2016 (the "MOU").

On January 5, 2016, pursuant to the MOU, BioMed filed a Form 8-K with the SEC which disclosed, among other things, certain additional information regarding the Proposed Transaction (the "Supplemental Disclosures").

On January 21, 2016, at the Special Meeting of BioMed stockholders, the stockholders voted to approve the Proposed Transaction.

On January 27, 2016, the Transaction closed.

### **REASONS FOR THE SETTLEMENT**

Plaintiffs have agreed to the Settlement only because they believe that it has provided the Company's stockholders with a benefit by obtaining the disclosure of information necessary to cast an informed vote on the Transaction.

Plaintiffs, through their counsel, have investigated the claims and allegations asserted in the Action, as well as the underlying events and transactions relevant to the Action, through public means as well as through confidential discovery and in consultations with financial experts. Based on their investigation and discovery, Plaintiffs and Plaintiffs' counsel believe that the claims asserted in the Action have merit based on proceedings to date, but having concluded that the proposed Settlement is fair and adequate and, recognizing the risk of further litigation, believe that it is reasonable to pursue the settlement of the Action based upon the substantial benefits and protections outlined and set forth in the Stipulation.

Defendants each have denied, and continue to deny, that they have committed or aided and abetted in the commission of any violation of law or breaches of duty or engaged in any of the wrongful acts alleged in the Action, and expressly maintain that they diligently and scrupulously complied with their fiduciary, disclosure, and all other legal duties. Defendants entered into the Stipulation solely because they contend and believe that the Settlement will eliminate the burden and expense of further litigation.

### **SUMMARY OF THE SETTLEMENT AND THE RELEASE AND DISMISSAL OF CLAIMS**

The terms of the Settlement are fully described in the Stipulation, on file with the Court, which is available for your inspection as discussed below under the heading "Scope of Notice." Capitalized terms used herein and not otherwise defined are deemed to have the same meaning as set forth in the Stipulation. The Settlement is subject to and becomes effective only upon approval by the Court. This Notice only includes a summary of various terms of the Settlement, and does not purport to be a comprehensive description of its terms, which are available for review as described below.

In summary, in consideration for the full settlement and release of all Settled Claims (as defined below), BioMed made the Supplemental Disclosures regarding the Transaction in a Form 8-K filed with the SEC on January 5, 2016.

The Supplemental Disclosures included material information regarding the Transaction, including, among other things: (a) information concerning the background of the Transaction and the sales process, including the specific terms of Party B and C's proposals to acquire the Company and Morgan Stanley & Co. LLC's ("Morgan Stanley") price adjustments to Party B and C's proposals, in order to compare their offers with Blackstone's offer of \$23.75 per share; (b) information concerning the Company's projections utilized by BioMed's financial advisors, Morgan Stanley and Raymond James & Associates, Inc. ("Raymond James") in connection with the evaluation of the Transaction; (c) additional information concerning the key inputs, assumptions, and findings underlying the financial analyses prepared by Morgan Stanley and Raymond James in connection with the fairness opinions delivered to BioMed's Board; and (d) information regarding Morgan Stanley's previous engagements and services provided to Blackstone and its affiliates. A copy of the Supplemental Disclosures is attached hereto as Exhibit A and available at: <https://www.sec.gov/Archives/edgar/data/1289236/000119312516422527/d108249d8k.htm>.

Defendants acknowledge that the Plaintiffs' efforts in the Action were the sole factor that caused the Company to provide the Supplemental Disclosures. Other than any attorneys' fees and disbursements as may be awarded by the Court and the cost of providing this notice to the Class, Defendants shall have no other obligations, liabilities or responsibilities in connection with the proposed Settlement.

The Stipulation provides among other things that, if the Court approves the Settlement, each of the following will occur:

1. The Action will be dismissed with prejudice on the merits. This dismissal on the merits will be binding as to all Class members.

2. Upon Final Approval of the Settlement, and as shall be set forth in the Final Approval Order (as defined below), any and all manner of claims, demands, rights, actions, causes of action, liabilities, damages, losses, obligations, judgments, amounts, duties, suits, costs, expenses, matters and issues known or unknown, asserted or unasserted, contingent or absolute, suspected or unsuspected, disclosed or undisclosed, liquidated or unliquidated, matured or unmatured, accrued or unaccrued, apparent or unapparent, including Unknown Claims (as defined below), that have been, could have been, or in the future might be asserted in any court, tribunal or proceeding (including but not limited to any claims arising under federal, state, foreign or common law, including the federal securities laws and any state disclosure law (including claims under the federal securities laws within the exclusive jurisdiction of the federal courts)), by or on behalf of Plaintiffs, the Class, or any member of the Class (collectively, the "Releasing Persons"), in their capacity as shareholders of BioMed, whether individual, direct, class, derivative, representative, legal, equitable, or any other type against Defendants (or any Defendant), or any of their respective families, parent entities, controlling persons, associates, predecessors, successors, affiliates or subsidiaries, and each and all of their respective past or present officers, directors, shareholders, stockholders, principals, representatives, employees, associates, attorneys, financial or investment advisors, consultants, accountants, investment bankers, commercial bankers, entities providing fairness opinions, underwriters, brokers, dealers, insurers, advisors or agents, heirs, executors, trustees, general or limited partners or partnerships, limited liability companies, members, managers, joint ventures, personal or legal representatives, estates, administrators, predecessors, successors and assigns (collectively, the "Released Persons") which have arisen, could have arisen, arise now or hereafter may arise out of or relate in any manner to the allegations, acts, events, facts, matters, transactions, occurrences, statements, representations, misrepresentations, omissions, or any other matter embraced, involved, set forth in or otherwise related, directly or indirectly, to (i) the Consolidated Action, (ii) the Transaction or any deliberations or negotiations in connection therewith, including any alleged deal protection devices, (iii) the consideration provided in the Transaction, (iv) the Merger Agreement, (v) any common law, fiduciary, or statutory obligations of the Released Persons in connection with the Transaction, or any amendment thereto, (vi) the alleged aiding and abetting of any breach of any duty, whether created by common law or statute, in connection with the Transaction; (vii) any alleged improper personal benefit, conflict of interest, improper payments of any remuneration or employment benefits to any individual made in connection with the Transaction; (viii) other than as provided in this Stipulation, the fees, expenses, or costs incurred in prosecuting, defending, or settling the Consolidated Action, or (ix) any disclosures or alleged omissions made in connection with the Transaction, including any disclosures in or claimed omissions from the Preliminary Proxy Statement, the Final Proxy Statement, the Supplemental Disclosures, and/or any amendments, supplements, or revisions thereto (collectively, the "Settled Claims"), shall be fully and completely discharged, dismissed with prejudice on the merits, settled, and released. Without limiting the generality of the foregoing, Settled Claims include all claims that were asserted in the Consolidated Action and/or would be barred under principles of claim preclusion, issue preclusion or collateral estoppel, by orders dismissing the Consolidated Action with prejudice on the merits; provided, however, that the Settled Claims shall not include any claims to enforce the Settlement.

3. Upon Final Approval of the Settlement, Defendants shall fully, finally, and forever release, relinquish, and discharge Plaintiffs and Plaintiffs' counsel from any and all claims, liabilities, sanctions, allegations or complaints (including Unknown Claims) arising out of, relating to, or in connection with, the institution, investigation, prosecution, assertion, settlement, or resolution of the Action or the Settled Claims (collectively, "Defendants' Released Claims").

4. The Settlement is intended to extinguish all Settled Claims and Defendants' Released Claims, including Unknown Claims, and, consistent with such intentions, the Releasing Persons and Defendants shall waive their rights to the extent permitted by state law, federal law, foreign law, or any principle of common law, that may have the effect of limiting the releases set forth above. "Unknown Claims" means any claim that a Releasing Person does not know or suspect exists in his, her, or its favor at the time of the release of the Settled Claims as against the Released Persons, including without limitation those that, if known, might have affected the decision to enter into the Settlement, and any claim that a Defendant does not know or suspect exists in his, her, or its favor at the time of the release of the Defendants' Released Claims as against Plaintiffs and Plaintiffs' counsel, including without limitation those that, if known, might have affected the decision to enter into the Settlement. This shall include a waiver by the Releasing Persons and Defendants of any rights pursuant to § 1542 of the California Civil Code (or any similar, comparable or equivalent provision) which provides:

A GENERAL RELEASE DOES NOT EXTEND TO CLAIMS WHICH THE CREDITOR DOES NOT KNOW OR SUSPECT TO EXIST IN HIS OR HER FAVOR AT THE TIME OF EXECUTING THE RELEASE, WHICH IF KNOWN BY HIM OR HER MUST HAVE MATERIALLY AFFECTED HIS OR HER SETTLEMENT WITH THE DEBTOR.

The Plaintiffs acknowledge that members of the Class and/or other Company stockholders may discover facts in addition to or different from those that they now know or believe to be true with respect to the subject matter of this release, but that it is their intention, as Plaintiffs and on behalf of the Class, to fully, finally and forever settle and release any and all claims released hereby known or unknown, suspected or unsuspected, that now exist, or heretofore existed, or may hereafter exist, and without regard to the subsequent discovery or existence of such additional or different facts. Plaintiffs and the other parties to the Stipulation acknowledge, and the members of the Class by operation of law shall be deemed to have acknowledged, that the inclusion of "Unknown Claims" in the definition of "Settled Claims" was separately bargained for and was a key element of the Settlement and was relied upon by each and all of the Defendants in entering into the Stipulation.

### **INTERIM INJUNCTION AND STAY OF PROCEEDINGS**

Pursuant to the Order of Preliminary Approval of Settlement, pending final determination of whether the Settlement should be approved, Plaintiffs and all members of the Class, and any of them, are barred and enjoined from commencing, instigating, instituting, maintaining, prosecuting, asserting, or participating in any action or other proceeding in any court of law or equity, arbitration tribunal, or administrative forum, or other forum of any kind, whether individual, class, derivative, representative, legal, equitable, or in any other capacity, asserting any of the Settled Claims against any of the Released Persons. In addition, Defendants shall have the right to withdraw from the Settlement in the event that any claim related to the subject matter of the Actions, the Consolidated Action, the Transaction, or the Settled Claims is commenced or prosecuted against any of the Released Persons in any court prior to Final Approval of the Settlement, and (following a motion by any Defendant) any such claim is not dismissed with prejudice or stayed in contemplation of dismissal with prejudice following Final Approval. All proceedings in the Action, other than such proceedings as may be necessary to carry out the terms and conditions of the Settlement, have been stayed and suspended until further order of the Court.

### **ATTORNEYS' FEES**

In connection with the Settlement of the Action, Plaintiffs and Plaintiffs' counsel intend to petition the Court for an award of attorneys' fees and reasonable expenses in an amount not to exceed \$430,000.00 (collectively, the "Agreed Fee Amount"). Defendants agree not to oppose Plaintiffs' counsel's request for such approval (provided it does not exceed the amounts noted above), both in the Court and on any appeal by any Class member.

The Agreed Fee Amount shall be Plaintiffs' and/or Plaintiffs' counsel's sole application for an award of fees and expenses in connection with any litigation concerning the Transaction.

Final resolution by the Court of the Agreed Fee Amount is not a precondition to the Settlement or the dismissal of the Action in accordance with the Settlement and the Stipulation, and the fee award may be considered separately from the Settlement. Neither any failure of the Court or any other court (including any appellate court) to approve the fee award in whole or in part, nor any other reduction, modification, or reversal of any amount awarded to Plaintiffs' counsel by the Court shall have any impact on the effectiveness of the Settlement, provide any of the parties with the right to terminate the Settlement or the Stipulation, or affect or delay the binding effect or finality of the Order and Final Judgment or the release of the Settled Claims. Except as provided herein, the Released Persons shall bear no other expenses, costs, damages, or fees alleged or incurred by the named Plaintiffs, by any member of the Class, or by any of their attorneys, experts, advisors, agents or representatives.

### **TERMINATION**

The Stipulation shall be terminated, shall be deemed null and void, and shall have no further force or effect if any of the following events occur: (a) the Court does not certify the Class as a non-opt out class for settlement purposes under Maryland Rule 2-231; (b) the Court does not enter the Order and Final Judgment in substantially the form of Exhibit D to the Stipulation; or (c) the Court enters the Order and Final Judgment, but on or following appeal, remand, collateral attack, or other proceedings the Order and Final Judgment is modified or reversed in any material respect, unless counsel for each of the parties, within twenty (20) business days from receipt of such ruling or event, agrees in writing with counsel for the other parties to proceed with the Settlement, with such modifications, if any, as to which all other parties in each of their sole judgment and discretion may agree.

### **THE SETTLEMENT HEARING**

The Court has scheduled a Hearing which will be held on April 21, 2017 at 9:00 A.M., before the Honorable Lawrence Fletcher-Hill in the Circuit Court for Baltimore City, Maryland at 111 North Calvert Street – Family Division Courtroom F-3, Baltimore, Maryland 21202 to:

1. Determine whether the Action may be maintained as a class action and the Class should be certified, for settlement purposes, pursuant to Maryland Rules 2-231(a), 2-231(b)(1) and 2-231(b)(2);
2. Determine whether Plaintiffs and Plaintiffs' counsel have adequately represented the interests of the Class in the Action;
3. Determine whether the Stipulation, and the terms and conditions of the Settlement proposed in the Stipulation, are fair, reasonable and adequate to, and in the best interests of the Class members and should be approved by the Court;

4. Determine whether the Order and Final Judgment should be entered dismissing the Action with prejudice as against Plaintiffs and the Class, releasing and discharging with respect to Plaintiffs and all Class members the Settled Claims against the Released Persons;
5. Hear and rule on any objections to the Settlement;
6. Consider an application of Plaintiffs' counsel for an award of attorneys' fees and expenses, and any objections thereto; and
7. Rule on other such matters as the Court may deem appropriate.

#### **RIGHT TO APPEAR AND OBJECT AT SETTLEMENT HEARING**

Any member of the Class who objects to the Settlement, the Order and Final Judgment to be entered in the Action, and/or Plaintiffs' counsel's application for an award of attorneys' fees and expenses, or who otherwise wishes to be heard, may appear personally or by counsel at the Settlement Hearing and present evidence or argument that may be proper and relevant; *provided, however*, that no member of the Class may be heard and no papers or briefs submitted by or on behalf of any member of the Class shall be received and considered, except by Order of the Court for good cause shown, unless, no later than April 7, 2017 that Class member has filed with the Clerk of the Circuit Court for Baltimore City, Courthouse East – Room 462, 111 North Calvert Street, Baltimore, Maryland 21202, and served upon the attorneys listed below, copies of: (a) a written notice of intention to appear, identifying the name, address, email address, and telephone number of the objector and, if represented, counsel, (b) written proof of ownership of BioMed common shares (either of record or beneficially) at any time between October 7, 2015 through January 27, 2016, and a statement certifying that the objector is a member of the Class, (c) a written detailed statement of such person's specific objections to any matter before the Court, (d) the grounds for such objections and any reasons for such person's desiring to appear and be heard, and (e) all documents and writings such person desires the Court to consider. These papers must be served upon the following attorneys by hand delivery, overnight mail, or electronic filing and service:

Donald J. Enright  
Levi & Korsinsky LLP  
1101 30<sup>th</sup> Street, NW, Suite 115  
Washington, DC 20007

William M. Krulak Jr.  
Miles & Stockbridge P.C.  
100 Light Street  
Baltimore, Maryland 21202

*Co-lead Counsel to Plaintiffs and the Class*

*Attorneys for Defendants The Blackstone Group L.P., BRE Edison Holdings L.P., BRE Edison L.P., BRE Edison Acquisition L.P., Blackstone Real Estate Partners VII L.P., BioMed Realty Trust, Inc., and BioMed Realty, L.P.*

G. Stewart Webb, Jr.  
Venable LLP  
750 East Pratt Street, Suite 900  
Baltimore, Maryland 21202

*Attorneys for Board of Directors of  
BioMed Realty Trust, Inc.*

James D. Mathias  
DLA Piper LLP  
6225 Smith Avenue  
Baltimore, Maryland 21209

*Attorneys for Defendant  
Morgan Stanley & Co. LLC*

Unless the Court otherwise directs, no member of the Class shall be entitled to object to the Settlement, the judgment to be entered herein, or the award of attorneys' fees and expenses to Plaintiffs' counsel or otherwise to be heard, except by serving and filing written objections as described above. Any person who fails to object in the manner provided above shall be deemed to have waived such objection (including on any appeal) and shall forever be barred from making any such objection in the Action or in any other action or proceeding.

#### **ORDER AND FINAL JUDGMENT OF THE COURT**

If the Settlement is approved by the Court, the parties will promptly request the Court to enter an Order and Final Judgment, which will, among other things:

1. Determine that the Action may proceed as a class action on behalf of the Class pursuant to Rules 2-231(a), 2-231(b)(1) and 2-231(b)(2) of the Maryland Rules of Civil Procedure for purposes of the Settlement;
2. Approve the Settlement, adjudge the terms of the Settlement to be fair, reasonable, and adequate to the Class, and

direct consummation of the Settlement in accordance with the terms and conditions of the Stipulation;

3. Determine that the requirements of the Maryland Rules and due process have been satisfied in connection with notice to the Class;
4. Dismiss the Action with prejudice;
5. Release, settle, and discharge the Released Persons from and with respect to all Settled Claims;
6. Release, settle, and discharge Plaintiffs, all other Class members, and Plaintiffs' counsel from all claims, liabilities, sanctions, allegations or complaints, including Unknown Claims, arising out of or relating to the institution, investigation, prosecution, settlement, or resolution of the Action (other than claims by the parties to the Stipulation to enforce the terms of the Stipulation or Settlement);
7. Provide that the Order and Final Judgment, including the release of all Settled Claims against all Released Persons, shall have *res judicata* and other preclusive effect in all pending and future lawsuits, arbitrations or other proceedings maintained by or on behalf of, any of the Plaintiffs and all other Class members; and
8. Bar and enjoin the Plaintiffs and all other Class members from commencing or participating in any action or other proceeding asserting any of the Settled Claims against any of the Released Persons.

#### **SCOPE OF NOTICE**

This Notice does not purport to be a comprehensive description of the Action or the pleadings, the terms of the proposed Settlement, the scheduled Hearing, or other matters described herein. For more complete information concerning the Action and the proposed Settlement, you may inspect the pleadings, the Stipulation, and other papers and documents filed with the Court in the Action, during normal business hours at the office of the Clerk of the Circuit Court for Baltimore City, Courthouse East – Room 462, 111 North Calvert Street, Baltimore, Maryland 21202.

**IF YOU HAVE ANY QUESTIONS CONCERNING THIS NOTICE, THE ACTION, THE PROPOSED SETTLEMENT, OR THE SETTLEMENT HEARING THEREON, YOU SHOULD RAISE THEM WITH YOUR OWN COUNSEL OR DIRECT THEM TO COUNSEL FOR PLAINTIFFS IN THIS ACTION, AT THE ADDRESS SET FORTH BELOW. PLEASE DO NOT CONTACT THE COURT OR THE CLERK OF THE COURT.**

Darnell Donahue  
Robbins Arroyo LLP  
600 B Street  
Suite 1900  
San Diego, CA 92101  
(619) 525-3990

#### **NOTICE TO PERSONS OR ENTITIES HOLDING RECORD OWNERSHIP ON BEHALF OF OTHERS**

If you held BioMed stock for the beneficial interest of a person or organization other than yourself at any time during the period from and including October 7, 2015, through and including January 27, 2016, within seven days of the receipt of this Notice you must either (a) provide to the Notice Administrator at the address below the name and last known address of each person or organization for whom or which you held any such securities during such time periods; or (b) request additional copies of this Notice from the Notice Administrator at the address below, which will be provided to you free of charge, and, within seven days of your receipt of such copies, mail the Notice directly to the beneficial owners of the securities referred to herein. You are entitled to reimbursement from BioMed or its successor(s) in interest for your reasonable expenses incurred in connection with the foregoing, including reimbursement of postage expenses and the cost of ascertaining the names and addresses of beneficial owners. These expenses will be paid by BioMed or its successor(s) in interest upon request and submission of appropriate supporting documentation to the Company. All communications concerning the foregoing should be addressed to the Notice Administrator at the following address:

*BioMed Realty Trust, Inc. Shareholder Litigation*  
c/o GCG  
PO Box 10360  
Dublin, OH 43017-0360  
(800) 231-1815  
Website: [www.gardencitygroup.com](http://www.gardencitygroup.com)

Dated: February 6, 2017

BY ORDER OF THE CIRCUIT COURT FOR BALTIMORE CITY