BrandywineRealtyTrust

October 30, 2012

Mr. Paresh Khatri
Alameda County Environmental Health Department
1131 Harbor Bay Parkway, Suite 250
Alameda, CA 94502

SUBJECT: WELL DESTRUCTION REPORT CERTIFICATION
County Case # RO 2984
CIM (Formerly Brandywine Realty Trust)
Twenty-one Franklin Tower
2100-2150 Franklin Street
Oakland, CA

Dear Mr. Khatri:

RGA Environmental, Inc. has prepared the following document:

- Well Destruction Report dated October 30, 2012 (document 0387.R9).

I declare under penalty of perjury that the contents and conclusions in the document are true and correct to the best of my knowledge.

Should you have any questions, please do not hesitate to contact me at (610) 832-4908.

Sincerely,

Brandywine Realty Trust

Brad A. Molotsky
Executive Vice President & General Counsel

Attachment

555 East Lancaster Avenue, Suite 100
Radnor, PA 19087

Phone: (610) 325-5600 ■ Fax: (610) 325-5622
www.brandywinerealty.com

October 30, 2012
Report 0387.R9

Mr. Brad Molotsky
Executive V.P. & General Counsel
Brandywine Realty Trust
555 East Lancaster Avenue, Suite 100
Radnor, PA 19087

SUBJECT: WELL DESTRUCTION REPORT
County Case # RO 2984
CIM (Formerly Brandywine Realty Trust)
Twenty-one Franklin Tower
2100-2150 Franklin Street
Oakland, California

Dear Mr. Molotsky:

RGA Environmental, Inc. (RGA) has prepared this report documenting the destruction of the two groundwater monitoring wells at the subject site (designated as MW1 and MW2) by pressure grouting in accordance with Alameda County Public Works Agency (ACPWA) permit requirements. Field activities for well destruction were performed on October 4, 2012.

Following receipt of permits (permit numbers W2012-0710 and W2012-0711) from the ACPWA for well destruction, groundwater monitoring wells MW1 and MW2 at the subject site were destroyed by Vironex, Inc. (Vironex) of Concord, California. The locations of the wells are shown in Figure 1, and the permits are attached with this report. Copies of the boring logs for the boreholes in which the wells were constructed and well construction diagrams for the two wells are also attached with this report.

Prior to destruction, the total depth of each well was measured to confirm that no obstructions were present in the wells in accordance with California Department of Water Resources (DWR) requirements. The wells were then destroyed by pressure grouting with neat cement at a pressure of 25 pound per square inch for five minutes in accordance with ACPWA requirements, followed by removal of the well vaults. The voids resulting from removal of the well vaults were filled with concrete to the ground surface. Mr. James Yoo of the ACPWA provided authorization via email to grout the wells without an inspector present.

The only waste generated during well construction consisted of the well vaults, which were removed from the property by Vironex for metal recycling.

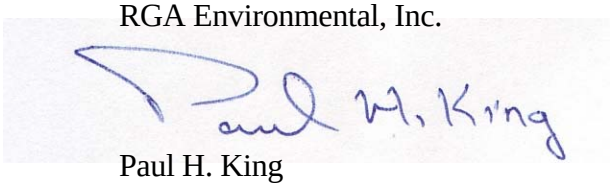
October 30, 2012
Report 0387.R9

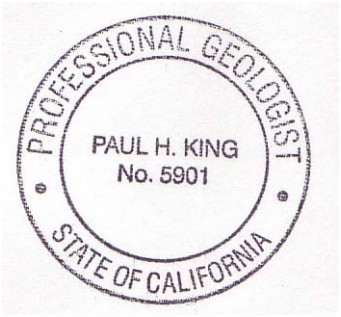
DWR Well Completion Reports (WCRs) were provided to the ACPWA under separate cover in accordance with ACPWA permit requirements. It is RGA's understanding that the ACPWA will forward the WCRs to the DWR. Soil boring logs and well construction diagrams are attached with this report.

Should you have any questions, please do not hesitate to contact us at (510) 658-4363.

Sincerely,

RGA Environmental, Inc.





Paul H. King
California Professional Geologist #5901
Expires: 12/31/13

Attachments:

Figure 1 – Site Vicinity Map Detail Showing Well Locations
ACPWA Permits for Well Destruction
Soil Boring Logs
Well Construction Diagrams

PHK/sjc
0387.R9

FIGURES

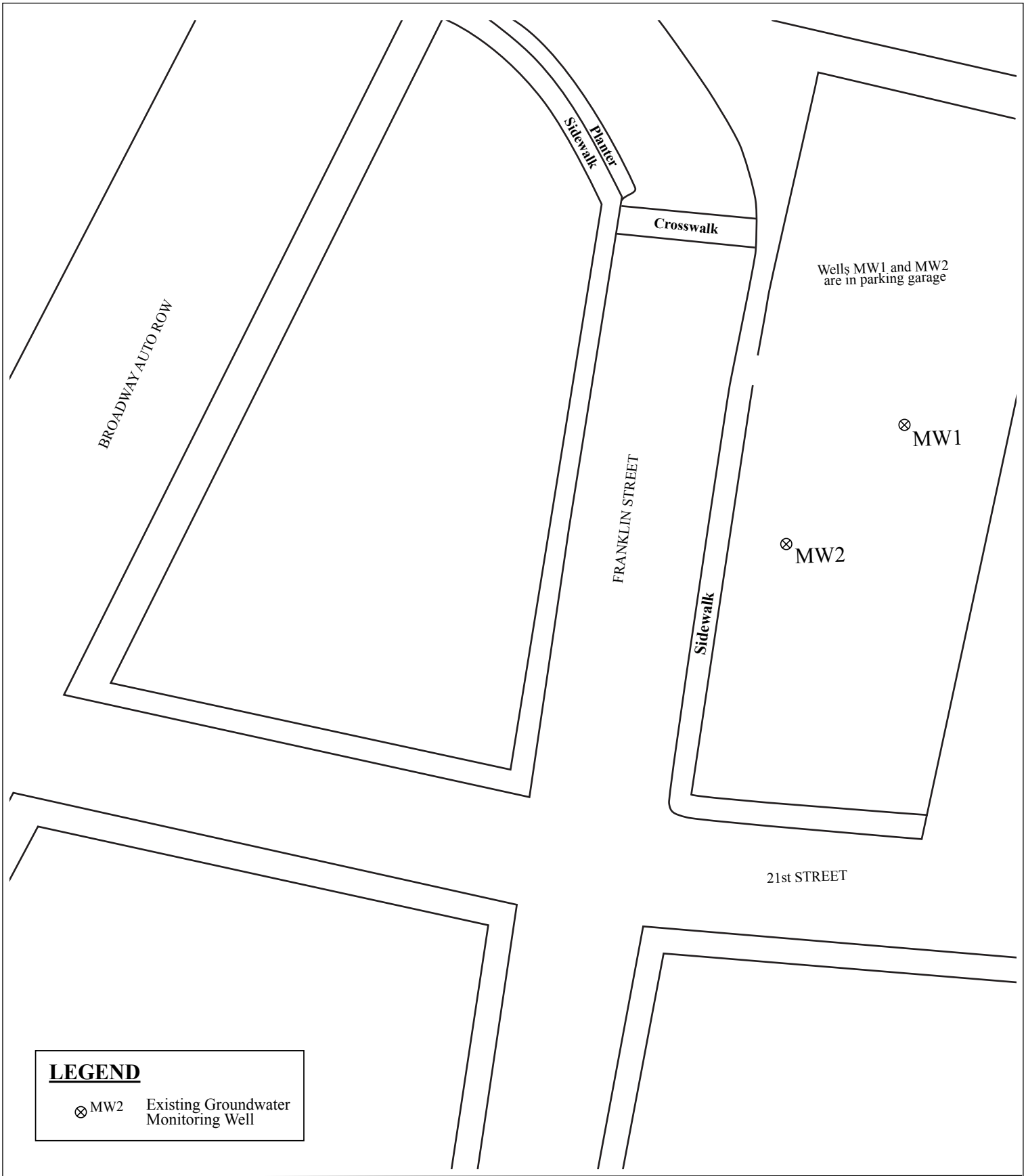


Figure 1
Site Vicinity Map Detail Showing Well Locations
2100 Franklin Street
Oakland, California

Base Map from Google Earth, dated June 2007	RGA Environmental, Inc. 1466 66th Street Emeryville, CA 94608	0 25 50 Approximate Scale in Feet N

ACPWA PERMITS FOR WELL DESTRUCTION

Alameda County Public Works Agency - Water Resources Well Permit

399 Elmhurst Street
Hayward, CA 94544-1395
Telephone: (510)670-6633 Fax:(510)782-1939

Application Approved on: 10/01/2012 By jamesy

Permit Numbers: W2012-0710 to W2012-0711
Permits Valid from 10/04/2012 to 10/04/2012

Application Id: 1348865217160 **City of Project Site:** Oakland
Site Location: 2100 Franklin Street
Project Start Date: 10/04/2012 **Completion Date:** 10/04/2012
Assigned Inspector: Contact James Yoo at (510) 670-6633 or jamesy@acpwa.org

Applicant: RGA Environmental, Inc. - Steven Carmack **Phone:** 510-658-6916
55 Santa Clara Avenue, Suite 240, Oakland, CA 94610
Property Owner: CIM Group, LP Donald Rogers **Phone:** 510-465-2101
2101 Webster Street, Suite 505, Oakland, CA 94612
Client: ** same as Property Owner **
Contact: Michael Deschenes **Phone:** 510-658-6916
Cell: 510-387-6206

Total Due: $794.00
Receipt Number: WR2012-0322 **Total Amount Paid:** $794.00
Payer Name : Paul H King Paid By: VISA **PAID IN FULL**

Works Requesting Permits:

Well Destruction-Monitoring - 2 Wells
Driller: Vironex, Inc. - Lic #: 705927 - Method: press **Work Total: $794.00**

Specifications

Permit #	Issued Date	Expire Date	Owner Well Id	Hole Diam.	Casing Diam.	Seal Depth	Max. Depth	State Well #	Orig. Permit #	DWR #
W2012-0710	10/01/2012	01/02/2013	MW1	8.00 in.	2.00 in.	1.00 ft	13.00 ft	1S/2W26	W2006-0718	0926207
W2012-0711	10/01/2012	01/02/2013	MW2	8.00 in.	2.00 in.	1.00 ft	13.00 ft	1S/2W26	W2006-0719	0926208

Specific Work Permit Conditions

1. Drilling Permit(s) can be voided/ cancelled only in writing. It is the applicant's responsibility to notify Alameda County Public Works Agency, Water Resources Section in writing for an extension or to cancel the drilling permit application. No drilling permit application(s) shall be extended beyond ninety (90) days from the original start date. Applicants may not cancel a drilling permit application after the completion date of the permit issued has passed.

2. Prior to any drilling activities, it shall be the applicant's responsibility to contact and coordinate an Underground Service Alert (USA), obtain encroachment permit(s), excavation permit(s) or any other permits or agreements required for that Federal, State, County or City, and follow all City or County Ordinances. No work shall begin until all the permits and requirements have been approved or obtained. It shall also be the applicants responsibilities to provide to the Cities or to Alameda County an Traffic Safety Plan for any lane closures or detours planned. No work shall begin until all the permits and requirements have been approved or obtained.

3. Compliance with the well-sealing specifications shall not exempt the well-sealing contractor from complying with appropriate State reporting-requirements related to well construction or destruction (Sections 13750 through 13755 (Division 7, Chapter 10, Article 3) of the California Water Code). Contractor must complete State DWR Form 188 and mail original to the Alameda County Public Works Agency, Water Resources Section, within 60 days. Include permit number and site map.

4. Applicant shall submit the copies of the approved encroachment permit to this office within 60 days.

5. Permittee shall assume entire responsibility for all activities and uses under this permit and shall indemnify, defend and save the Alameda County Public Works Agency, its officers, agents, and employees free and harmless from any and all expense, cost and liability in connection with or resulting from the exercise of this Permit including, but not limited to, property damage, personal injury and wrongful death.

6. Applicant shall contact James Yoo for an inspection time at 510-670-6633 at least five (5) working days prior to starting, once the permit has been approved. Confirm the scheduled date(s) at least 24 hours prior to drilling.

7. Permittee, permittee's contractors, consultants or agents shall be responsible to assure that all material or waters generated during drilling, boring destruction, and/or other activities associated with this Permit will be safely handled, properly managed, and disposed of according to all applicable federal, state, and local statutes regulating such. In no case shall these materials and/or waters be allowed to enter, or potentially enter, on or off-site storm sewers, dry wells, or waterways or be allowed to move off the property where work is being completed.

8. Remove the Christy box or similar structure.

Destroy well by grouting neat cement with a tremie pipe or pressure grouting (25 psi for 5min.) to the bottom of the well and by filling with neat cement to three (3-5) feet below surface grade. Allow the sealing material to spill over the top of the casing to fill any annular space between casing and soil.

After the seal has set, backfill the remaining hole with concrete or compacted material to match existing conditions.

9. Copy of approved drilling permit must be on site at all times. Failure to present or show proof of the approved permit application on site shall result in a fine of $500.00.

10. Applicant shall document well destructions with photos and a summary email with photos of the well destruction. Well destruction email/report shall be sent within 10 days from the completion of work. An email shall also be sent to the inspector on the day after when the work has been completed and then the following well destruction report/email can follow within 10 working days.

SOIL BORING LOGS

RGA Environmental, Inc.

BORING NO.: MW1	PROJECT NO.: 0387	PROJECT NAME: 2100 Franklin Ave, Oakland, CA	
BORING LOCATION: In mass excavation Southeast of former UST		ELEVATION AND DATUM: None	
DRILLING AGENCY: Vironex, Inc.	DRILLER: Tim	DATE & TIME STARTED: 8/15/06	DATE & TIME FINISHED: 8/15/06
DRILLING EQUIPMENT: Hollow Stem Auger			
COMPLETION DEPTH: 13.0 FEET	BEDROCK DEPTH: None Encountered	LOGGED BY: DMG	CHECKED BY: DM GIBBS P.G. 7804
FIRST WATER DEPTH: 8.5 FEET	NO. OF SAMPLES: 0		

DEPTH(FT.)	DESCRIPTION	GRAPHIC COLUMN	WELL CONSTRUCTION LOG	BLOW COUNT PER 6"	PID	REMARKS
0	0 to 3.0 ft. Brown clay (CL); moist, trace fine sand, low to medium plasticity. No Petroleum Hydrocarbon (PHC) odor.	CL	See attached Well Construction Diagram			Boring drilled using an 8-inch diameter hollow stem auger. Log constructed from soil collected from auger flights. Groundwater initially encountered at 8.5 feet, 12:10 , 8/15/06. Static groundwater measured at 6.4 feet, 14:30, 2/20/07. **NOTE:** Borehole initiated at bottom of mass excavation. Add 12.0 feet to depth as reported on log in order to obtain depth below ground surface. Borehole terminated at 13.0 feet (25.0 feet bgs) on 8/15/06. Well constructed 8/15/06.
5	3.0 to 6.0 ft. Brown clay (CL); moist, fine sand, medium plasticity. No (PHC) odor.	CL				
	6.0 to 7.5 ft. Brown clay (CL); dry, with fine sand, low plasticity. No (PHC) odor.	CL				
	7.5 to 8.5 ft. Brown clay (CL); dry, with fine to coarse sand, low plasticity. No (PHC) odor.	CL				
10	8.5 to 13.0 ft. Brown clayey sand (SC); wet, with fine to coarse sand. No (PHC) odor.	SC				
15						
20						
25						
30						

RGA Environmental, Inc.

BORING NO.: MW2	PROJECT NO.: 0387	PROJECT NAME: 2100 Franklin Ave, Oakland, CA	
BORING LOCATION: In mass excavation Southeast of former UST		ELEVATION AND DATUM: None	
DRILLING AGENCY: Vironex, Inc.	DRILLER: Tim	DATE & TIME STARTED: 8/15/06	DATE & TIME FINISHED: 8/15/06
DRILLING EQUIPMENT: Hollow Stem Auger			
COMPLETION DEPTH: 13.0 FEET	BEDROCK DEPTH: None Encountered	LOGGED BY: DMG	CHECKED BY: DM GIBBS P.G. 7804 _____
FIRST WATER DEPTH: 8.5 FEET	NO. OF SAMPLES: 0		

DEPTH(FT.)	DESCRIPTION	GRAPHIC COLUMN	WELL CONSTRUCTION LOG	BLOW COUNT PER 6"	PID	REMARKS
0	0 ft to 3.0 ft Brown to deep-brown clay (CL); trace fine sand, low plasticity, dry. No Petroleum Hydrocarbon (PHC) odor.	CL	See attached Well Construction Diagram			Boring drilled using an 8-inch diameter hollow stem auger. Log constructed from soil collected from auger flights.
5	3.0 ft to 7.5 ft Brown to deep-brown clay (CL); some coarse sand, well graded, low plasticity, moist. No PHC odor.	CL ▼				Groundwater initially encountered at 8.5 feet, 14:30, 8/15/06.
	7.5 ft to 8.5 ft Brown clayey sand (SC); well graded fine to coarse grained sand, moist. No PHC odor.	SC ▽				Static groundwater measured at 6.56 feet, 14:30, 2/20/07.
10	8.5 ft to 13.0 ft Brown clayey sand (SC); well graded fine to coarse grained sand, wet.	SC				**NOTE:** Borehole initiated at bottom of mass excavation. Add 12.0 feet to depth as reported on log in order to obtain depth below ground surface.
15						Borehole terminated at 13.0 feet (25.0 feet bgs) on 8/15/06. Well constructed 8/15/06.
20						
25						
30						

WELL CONSTRUCTION DIAGRAMS

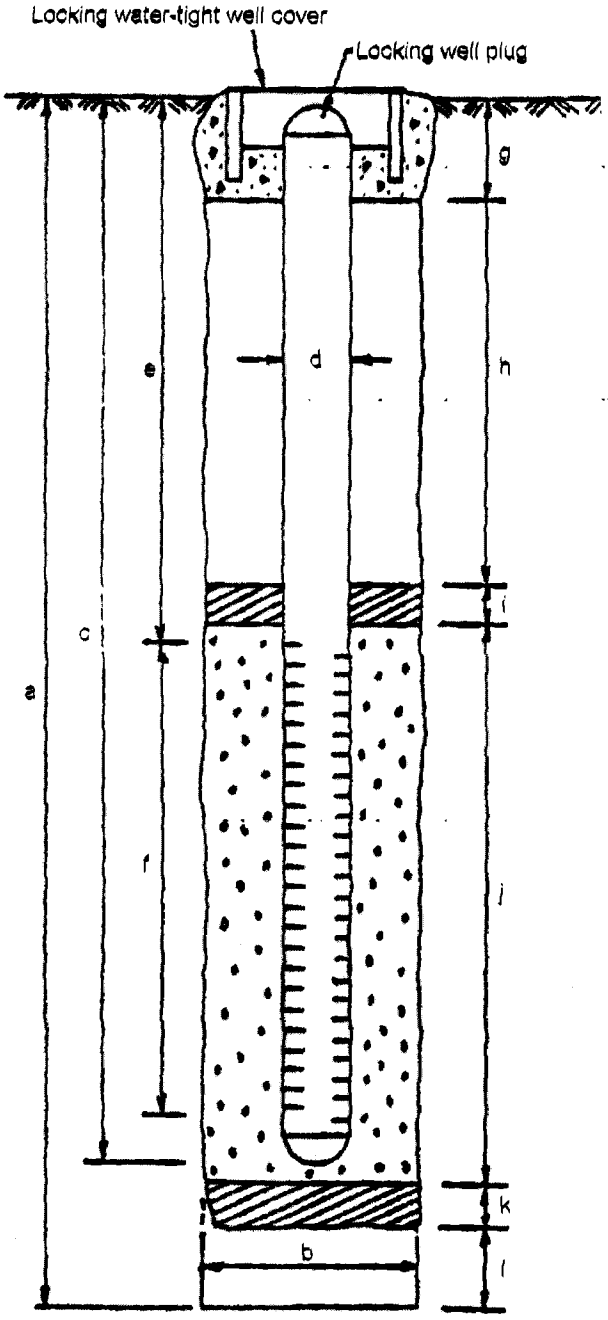
RGA
ENVIRONMENTAL

1466 - 66th Street, Emeryville, CA 94608
Fax: 510-834-0152 Tel: 510-658-4363
Email: RGAEnv@aol.com

WELL CONSTRUCTION DIAGRAM

PROJECT NUMBER 0387
PROJECT NAME 2100 Franklin Ave
COUNTY Alameda
WELL PERMIT NO. W2006-0718

BORING/WELL NO. MW1
TOP OF CASING ELEV. N/A
GROUND SURFACE ELEVATION N/A
DATUM None
DATE(S) CONSTRUCTED 8/15/2006



EXPLORATORY BORING

a. Total depth 13 ft.
b. Diameter 8 in.
Drilling method Hollow Stem Auger

WELL CONSTRUCTION

c. Casing length 13 ft.
d. Material Schedule 40 PVC
d. Diameter 2 in.
e. Depth to top of perforations 5 ft.
f. Perforated length 8 ft.
Perforated interval from 5 to 13 ft.
Perforation type Factory Slot
Perforation size 0.01 in.
g. Surface sanitary seal 1 ft.
Seal material Neat Cement Grout
h. Sanitary seal 2 ft.
Seal material Neat Cement Grout
i. Filter pack seal 1 ft.
Seal material Bentonite Pellet
j. Filter pack length 9 ft.
Filter pack interval from 4 to 13 ft.
Pack material #2/16 RMC Pacific Materials Sack Sand
k. Bottom seal 0 ft.
Seal material None
l. Sluff in bottom of borehole 0 ft.

RGA
ENVIRONMENTAL

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Email: RGAEnv@aol.com

WELL CONSTRUCTION DIAGRAM

PROJECT NUMBER 0387

PROJECT NAME 2100 Franklin Ave

COUNTY Alameda

WELL PERMIT NO. W2006-0719

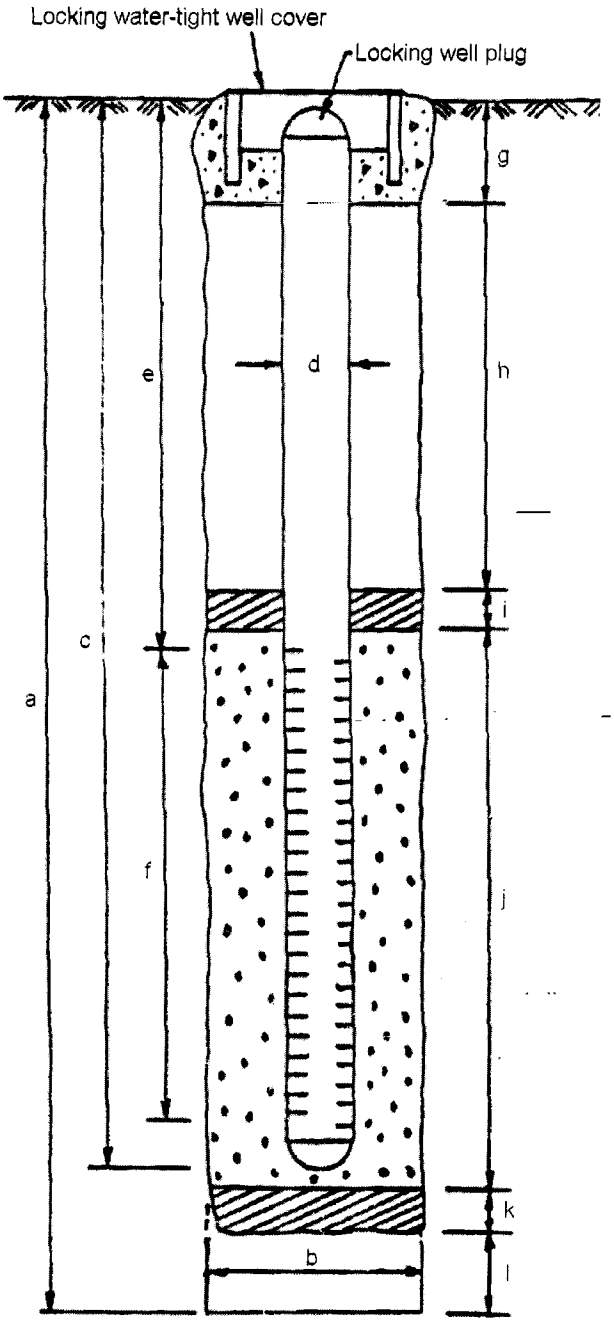
BORING/WELL NO. MW2

TOP OF CASING ELEV. N/A

GROUND SURFACE ELEVATION N/A

DATUM None

DATE(S) CONSTRUCTED 8/15/2006



EXPLORATORY BORING

a. Total depth 13 ft.

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Drilling method Hollow Stem Auger

WELL CONSTRUCTION

c. Casing length 13 ft.

d. Material Schedule 40 PVC

d. Diameter 2 in.

e. Depth to top of perforations 5 ft.

f. Perforated length 8 ft.

Perforated interval from 5 to 13 ft.

Perforation type Factory Slot

Perforation size 0.01 in.

g. Surface sanitary seal 1 ft.

Seal material Neat Cement Grout

h. Sanitary seal 2 ft.

Seal material Neat Cement Grout

i. Filter pack seal 1 ft.

Seal material Bentonite Pellet

j. Filter pack length 9 ft.

Filter pack interval from 4 to 13 ft.

Pack material #2/16 RMC Pacific Materials Sack Sand

k. Bottom seal 0 ft.

Seal material None

l. Sluff in bottom of borehole 0 ft.