

BioMed Realty L P
Form 8-K/A
August 15, 2013
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K/A
Amendment No. 1 to
CURRENT REPORT
Pursuant to Section 13 or 15(d) of
the Securities Exchange Act of 1934
Date of Report (Date of earliest event reported): June 3, 2013
BioMed Realty Trust, Inc.
BioMed Realty, L.P.
(Exact name of registrant as specified in its charter)

Maryland	1-32261 (BioMed Realty Trust, Inc.) 000-54089 (BioMed Realty, L.P.)	20-1142292 (BioMed Realty Trust, Inc.) 20-1320636 (BioMed Realty, L.P.)
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(State or Other Jurisdiction of Incorporation) 17190 Bernardo Center Drive San Diego, California 92128 (Address of principal executive offices, including zip code)	(Commission File No.)	(I.R.S. Employer Identification No.)
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Registrant's telephone number, including area code: (858) 485-9840

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Explanatory Note

BioMed Realty Trust, Inc. (the “Company”) and BioMed Realty, L.P. (the “Operating Partnership”) previously filed a Current Report on Form 8-K on June 3, 2013 (the “Original Form 8-K”) reporting the acquisition of Wexford Science & Technology, LLC (“Wexford S&T”) pursuant to the Agreement and Plan of Merger among the Company, the Operating Partnership, Westco Sub LLC, Wexford S&T and Wexford Equities, LLC (the “Merger”).

The Company and the Operating Partnership are filing this Current Report on Form 8-K/A in order to amend the Original Form 8-K to provide the required financial information related to the Merger.

Item 9.01 Financial Statements and Exhibits.

	Page
(a) Financial Statements of Business Acquired.	
Wexford Portfolio Financial Statements:	
<u>Independent Auditor's Report</u>	<u>3</u>
<u>Combined and Consolidated Balance Sheets as of March 31, 2013 (unaudited) and December 31, 2012 and 2011</u>	<u>4</u>
<u>Combined and Consolidated Statements of Operations for the three months ended March 31, 2013 and 2012 (unaudited) and the years ended December 31, 2012 and 2011</u>	<u>5</u>
<u>Combined and Consolidated Statements of Equity for the three months ended March 31, 2013 (unaudited) and years ended December 31, 2011 and 2012</u>	<u>6</u>
<u>Combined and Consolidated Statements of Cash Flows for the three months ended March 31, 2013 and 2012 (unaudited) and the years ended December 31, 2012 and 2011</u>	<u>7</u>
<u>Notes to the Combined and Consolidated Financial Statements</u>	<u>9</u>
(b) Pro Forma Financial Information.	
Unaudited Pro Forma Consolidated Financial Statements of BioMed Realty Trust, Inc.	
<u>Unaudited Pro Forma Consolidated Statements of Operations for the three months ended March 31, 2013 and the year ended December 31, 2012</u>	<u>23</u>
Unaudited Pro Forma Consolidated Financial Statements of BioMed Realty, L.P.	
<u>Unaudited Pro Forma Consolidated Statements of Operations for the three months ended March 31, 2013 and the year ended December 31, 2012</u>	<u>26</u>
<u>Notes to Unaudited Pro Forma Consolidated Statements of Operations</u>	<u>28</u>
(d) The following exhibit is filed herewith: Exhibit 23.1: Consent of KPMG LLP, independent auditors.	

Signatures

Table of Contents

Independent Auditor's Report
The Board of Directors
BioMed Realty Trust, Inc.
and

The Board of Directors of the General Partner
BioMed Realty, L.P.:

We have audited the accompanying combined and consolidated financial statements of Wexford Science & Technology, LLC and subsidiaries, Wexford Finance, LLC, and Wexford Development, LLC, (collectively, the "Wexford Portfolio"), which comprise the combined and consolidated balance sheets as of December 31, 2012 and 2011, and the related combined and consolidated statements of operations, equity, and cash flows for the years then ended, and the related notes to the combined and consolidated financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these combined and consolidated financial statements in accordance with U.S. generally accepted accounting principles; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of combined and consolidated financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these combined and consolidated financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the combined and consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the combined and consolidated financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the combined and consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the combined and consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the combined and consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the combined and consolidated financial statements referred to above present fairly in all material respects, the financial position of the Wexford Portfolio as of December 31, 2012 and 2011, and the results of their operations and their cash flows for the years then ended in accordance with U.S. generally accepted accounting principles.

/s/ KPMG LLP
San Diego, California
August 14, 2013

Table of Contents

WEXFORD PORTFOLIO
 COMBINED AND CONSOLIDATED BALANCE SHEETS
 (In thousands)

	March 31, 2013 (Unaudited)	December 31, 2012	2011
ASSETS			
Investments in real estate, net	\$445,808	\$435,225	\$420,104
Cash and cash equivalents	11,942	2,572	1,980
Restricted cash	85,618	87,289	114,577
Accounts receivable, net	1,894	2,368	1,768
Accrued straight-line rents, net	16,798	15,467	9,857
Deferred leasing costs, net	24,268	24,289	15,772
Other assets	20,307	20,487	17,896
Total assets	\$606,635	\$587,697	\$581,954
LIABILITIES AND EQUITY			
Mortgage notes payable	\$428,246	\$422,515	\$426,032
Accounts payable, accrued expenses and other liabilities	30,541	26,740	33,708
Total liabilities	458,787	449,255	459,740
Equity:			
Controlling interest	144,751	135,019	121,735
Noncontrolling interests	3,097	3,423	479
Total equity	147,848	138,442	122,214
Total liabilities and equity	\$606,635	\$587,697	\$581,954

See accompany notes to combined and consolidated financial statements.

Table of ContentsWEXFORD PORTFOLIO
COMBINED AND CONSOLIDATED STATEMENTS OF OPERATIONS

(In thousands)

	For the Three Months Ended		For the Years Ended	
	March 31, 2013 (Unaudited)	2012 (Unaudited)	December 31, 2012	2011
Revenues:				
Rental	\$10,444	\$8,480	\$37,199	\$24,903
Tenant recoveries	3,021	2,621	11,109	8,991
Other revenue	220	633	965	973
Total revenues	13,685	11,734	49,273	34,867
Expenses:				
Rental operations	6,821	6,606	24,550	22,217
Depreciation and amortization	6,620	8,434	28,094	16,735
General and administrative	1,130	976	6,953	3,513
Acquisition-related expenses	33	867	1,136	307
Total expenses	14,604	16,883	60,733	42,772
Loss from operations	(919) (5,149) (11,460) (7,905
Equity in net income/(loss) of unconsolidated partnerships	87	(23) (32) (18
Interest expense, net	(3,910) (3,770)	