

**CORPORATE GOVERNANCE GUIDELINES
OF
GMH COMMUNITIES TRUST**

The role of the Board of Trustees (“Board”) of GMH Communities Trust (the “Company”) is to oversee the business and affairs of the Company for the benefit of its shareholders. In addition, the Board considers the interests of its other interested parties, including its employees, customers, suppliers, creditors and local communities.

I. Board Composition and Structure

A. Size of Board. The number of members of the Board generally should range from five to 15 members, recognizing that retirements, resignations, and recruiting delays may result, periodically, in the Board consisting, for some transitional period, of a slightly greater or lesser number of trustees than the Board may have targeted.

B. Mix of Trustees; “Independent” Trustees. A majority of the Board will be independent. No trustee will be independent unless the Board affirmatively determines that the trustee has no material relationship with the Company (either directly or as a partner, shareholder, or officer of an organization that has a relationship with the Company).

1. Categorical Standards. The Board has established the following standards for determining trustee independence: A trustee will not be deemed independent if, within the previous three years: (i) the trustee was employed by the Company; (ii) someone in the trustee’s immediate family was employed as an executive officer of the Company; (iii) the trustee or an immediate family member was (but is no longer) a partner or employee of the Company’s internal or external auditors; (iv) the trustee or someone in her/his immediate family is or was employed as an executive officer of another entity that concurrently has or had as a member of its compensation committee of the board of directors any of the Company’s executive officers; (v) the trustee received, or someone in the trustee’s immediate family received, more than \$100,000 per year in direct compensation from the Company, other than Board and committee fees and pension or other forms of deferred compensation for prior service (provided such compensation is not contingent in any way on continued service) and, in the case of an immediate family member, other than compensation for service as a non-executive officer or employee of the Company or (vi) if the trustee is a current employee, or someone in her/his immediate family is a current executive officer of, another company that, during any of the other company’s past three fiscal years made payments to, or received payments from, the Company for property or services in an amount which, in any of the last three fiscal years, exceeds \$1 million or two percent, whichever is greater, of the other company’s consolidated gross revenues. In addition, a trustee will not be deemed independent if the trustee or an immediate family member is a affiliated with or employed in a professional capacity by the Company’s present or former internal

or external auditor. The following relationship will not be considered to be material: if any independent trustee serves as an executive officer of a tax exempt organization and, during any of the tax-exempt organization's past three fiscal years, the Company made contributions to the tax exempt organization in any single fiscal year that exceeded \$1 million or two percent, whichever is greater, of the tax exempt organization's consolidated gross revenues. For the purposes of these categorical standards, the terms "executive officer" and "immediate family member" have the meanings set forth in the New York Stock Exchange's corporate governance rules.

2. *Board Determinations.* For relationships not addressed by the guidelines in subsection (1) above, the determination of whether the trustee would be independent or not shall be made by the Board of Trustees, subject to applicable listing standards or legal requirements.

3. *Audit Committee Independence Requirements.* Audit Committee members may not accept, directly or indirectly, any consulting, advisory or other compensatory fee from the Company or any Company subsidiary. For the purpose of this paragraph, compensatory fees do not include fees for service on the Board or a Board committee, or the receipt of fixed amounts of compensation under a retirement plan (including deferred compensation) for prior service with the Company (provided that such compensation is not contingent in any way on continued service). In addition, Audit Committee members may not be affiliated persons of the Company or any Company subsidiary.

C. Selection of Trustees. In connection with its proxy solicitation relating to the Company's annual shareholders' meeting, the Board recommends a slate of nominees for election by shareholders. In addition, the Board fills vacancies on the Board when necessary or appropriate. The Board's recommendations or determinations are based on the recommendations of, and information supplied by, the Nominating and Corporate Governance Committee as to the suitability of each individual and, where applicable, the slate as a whole to serve as trustees, taking into account the criteria described below and other factors, including the requirements for Board committee membership. In recommending nominees, the Nominating and Corporate Governance Committee shall consider nominees recommended by Company shareholders, provided that such shareholder submits the following information to the Secretary of the Company at least 120 days, but not more than 150 days, before the one-year anniversary of the date of mailing of Company's proxy materials for the prior year's annual meeting of shareholders: (1) the name of the candidate and the information about the individual that would be required to be included in a proxy statement under the rules of the SEC; (2) information about the relationship between the candidate and the nominating shareholder; (3) the consent of the candidate to serve as a trustee; and (4) proof of the number of the Company's common shares that the nominating shareholder owns and the length of time the shares have been owned.

D. Board Membership Criteria. The Nominating and Corporate Governance Committee is responsible for reviewing with the Board, on an annual basis, the size, function, and needs of the Board and in doing so takes into account that the

Board as a whole should collectively possess a broad range of skills, expertise, industry and other knowledge, and business and other experience useful to the effective oversight of the Company's business. The Board also seeks members from diverse backgrounds so that the Board consists of members with a broad spectrum of experience and expertise and with a reputation for integrity. Trustees should have experience in positions with a high degree of responsibility, be leaders in the companies or institutions with which they are affiliated, and be selected based upon contributions that they can make to the Company. In determining whether to recommend a trustee for re-election, the Nominating and Corporate Governance Committee also considers the trustee's past attendance at meetings and participation in and contributions to the activities of the Board and the committees of the Board on which the trustee served.

E. Term Limits; Retirement; Resignation.

1. *Term Limits.* The Board does not believe that it should establish term limits. Term limits have the disadvantage of causing the loss of the contribution of trustees who have developed, over a period of time, meaningful insight into the Company and its operations, and therefore can provide an increasing contribution to the Board as a whole. The Nominating and Corporate Governance Committee will evaluate each trustee's continued service on the Board in determining whether such trustee should be recommended for renomination for election to the Board.

2. *Retirement Policy.* No person will be nominated by the Board to serve as a trustee after he or she has passed his or her 75th birthday, unless the Nominating and Corporate Governance Committee has waived the mandatory retirement age of such person as a trustee.

3. *Resignation Policy.* A non-management trustee who changes the primary job responsibilities that the trustee held at the time of his or her election to the Board will offer a letter of resignation for Board consideration. The Board will, in its sole discretion, determine whether such change in responsibilities will impair the trustee's ability to effectively serve on the Board, and may waive such requirement for resignation where it has determined the ability of the trustee to serve is not impaired. Management trustees will offer to resign from the Board upon their resignation, removal, or retirement as an officer of the Company. The Board will, in its sole discretion, determine whether or not to accept such resignation.

F. Additional Directorships. Trustees are encouraged to limit the number of other boards of directors (excluding non-profit boards of directors) on which they serve, taking into account their potential meeting attendance, participation, and other commitments with respect to these directorships. It is generally advisable to limit directorships, in addition to the Company's Board, to three. The Nominating and Corporate Governance Committee and the full Board will take into account the nature of and the time involved in a trustee's service on other boards of directors in evaluating the suitability of individual trustee candidates. Prior to accepting any invitation to serve on another corporate board of directors or with any government or advisory group, a trustee must seek and receive the consent of the Nominating and Corporate Governance

Committee. In determining whether to provide such consent, the Nominating and Corporate Governance Committee will consider any actual or potential conflict that would result from the trustee's service on such board of directors or such government or advisory group.

G. Compensation of Non-Employee Trustees. Company management should report annually as to how the Company's non-employee trustee compensation practices compare with those of other similarly situated public corporations. The Board should make changes in its non-employee trustee compensation practices only upon the recommendation of the Compensation Committee, after it reviews and considers the Company management's annual report, and after discussion and unanimous concurrence by the full Board. Both the Compensation Committee and the full Board should be guided by the following principles: compensation should fairly pay trustees for the work required; compensation should align trustees' interests with the long-term interests of shareholders while not calling into question their objectivity and independence; and the structure of the compensation should be simple, transparent and easy for shareholders to understand.

II. Board Meetings and Procedures

A. Board Meetings.

1. *Number of Meetings; Attendance and Preparation.* The Board holds a minimum of four regularly scheduled meetings per year. Trustees are expected to attend all regularly scheduled meetings and to have reviewed, prior to the meetings, all written meeting materials distributed to them in advance. Attendance at regular and special meetings of the Board may be in person or by telephone.

2. *Selection of Agenda Items.* The Chairperson of the Board and CEO should establish the agenda for Board meetings; however, trustees may at any time suggest that particular items be placed on the agenda.

3. *Distribution of Materials.* The Company will distribute written materials, including the agenda, for use at Board meetings sufficiently in advance of meetings to permit meaningful review. It is recognized, however, that under certain circumstances written materials may be unavailable to trustees in advance of the meeting. On those occasions in which the subject matter is too sensitive to provide in writing, the Chairperson of the Board or the CEO may elect to contact each trustee by telephone in advance of the meeting to discuss the subject and the principal issues the Board will need to consider. The Nominating and Corporate Governance Committee periodically reviews the information flow to Board members to ensure that trustees receive the right kind and amount of information in sufficient time to prepare for meetings.

4. *Attendance of Non-Trustees.* The Board believes that attendance of executive officers and, under special circumstances, other Company personnel can augment the meeting process by providing certain expertise and insight

into items that are open for discussion at certain meetings. Accordingly, the Board may invite such executive officers and other Company personnel to attend Board meetings.

5. *Executive Sessions of Non-Employee Trustees.* The non-employee trustees of the Board will meet in regularly scheduled executive session at least two times per year, without the presence of any management trustees and any other members of the Company's management who may otherwise be present. During at least one session per year, only independent trustees may be present. The non-employee trustees will designate and publicly disclose the name of the trustee who will preside at the executive sessions. The trustees may meet in executive session at any time to consider issues that they deem important to address without management present. Following each executive session, the results of the deliberations and any recommendations should be communicated to the full Board.

B. Access to Senior Management/Independent Advisors. Board members have complete and open access to senior members of management. The CEO will invite key employees to attend Board sessions at which the CEO believes they can meaningfully contribute to Board discussion. The Board, including the independent members of the Board, have the authority, in their discretion and at the Company's expense, to retain independent advisors.

C. Access to Shareholders and Other Interested Parties. The Chairperson of the Board and the CEO are responsible for establishing effective communications with the Company's shareholders, customers, associates, communities, suppliers, creditors, and corporate partners. Trustees are not precluded from meeting with such parties, but any such meetings generally should be held with management present.

D. Confidentiality. The Board believes that maintaining confidentiality of information and deliberations is an imperative.

III. Board Duties and Responsibilities

A. Oversight. To accomplish its mission to maximize long-term shareholder value, the Board must:

1. Ensure that the Company operates in a legal, ethical, and socially responsible manner;

2. Select, evaluate, and offer substantive advice and counsel to the CEO and work with the CEO to develop effective measurement systems that facilitate an evaluation of the Company's degree of success in creating long-term economic value for its shareholders;

3. Review, approve, and monitor fundamental financial and business strategies and major corporate actions;

4. Oversee the Company's capital structure and financial policies and practices;
5. Assess major risks facing the Company and review options for their mitigation; and
6. Provide counsel and oversight on the selection, evaluation, development, and compensation of executive officers and provide candid feedback on their performance.

B. Corporate Governance. The Board will review and, if it deems appropriate, approve changes to these Corporate Governance Guidelines that have been recommended to the Board by the Nominating and Corporate Governance Committee.

C. Charters. The Board will review and, if it deems appropriate, approve changes to the Company's Audit, Nominating and Corporate Governance and Compensation Committee charters that have been recommended to the Board by such committees.

D. Education. The Company will provide an educational program for new Board members that includes extensive materials and meetings with key management. Additionally, all trustees will periodically participate in educational opportunities designed to improve their ability to perform their duties.

E. Assessing Board and Committee Performance. The Board will conduct an annual self-evaluation of its performance and an evaluation of each of the Board committees' performance to determine whether it and its committees are functioning effectively. The Board's evaluation will be based, in part, on the Nominating and Corporate Governance Committee's evaluation of the Board, and the self-evaluations conducted by each of the Committees.

F. Assessing CEO Performance. The Board believes that the CEO's performance should be evaluated annually and as a regular part of any decision with respect to CEO compensation. The Board has delegated the responsibility to the Compensation Committee to evaluate the CEO's performance in the course of approving CEO salary, bonus and long-term incentives such as stock and stock option awards. The Compensation Committee is responsible for setting annual and long-term performance goals for the CEO and for evaluating his or her performance against such goals. The Compensation Committee meets annually with the CEO to receive the CEO's recommendations concerning such goals and to evaluate his or her performance against the prior year's goals.

G. Succession Planning. The Board plans for the succession to the positions of CEO and other executive officers of the Company. To assist the Board, the CEO annually provides the Compensation Committee with an assessment of the executive officers and their potential to succeed him or her. The CEO also will provide the Compensation Committee with an assessment of persons considered to be potential

successors to other executive officer positions and a review of any development plans recommended for such potential successors. The results of these reports will be reported to and discussed with the Board.

H. Business Conduct and Ethics. The Board believes that, in order to maintain the highest ethical, legal, and socially responsible standards of conduct, the Company should maintain appropriate codes of business conduct and ethics regarding, among other things: (i) conflicts of interest, (ii) corporate opportunities, (iii) confidentiality, (iv) fair dealing, (v) protection and proper use of company assets, (vi) compliance with laws, rules, and regulations, (vii) encouraging the reporting of any illegal or unethical behavior and (viii) such other matters as the Board deems appropriate. Such codes also will include standards of conduct reasonably applicable to designated persons, including the CEO and the senior financial officers, designed to promote: (i) honest and ethical conduct, (ii) full, fair, accurate, timely, and understandable disclosure in the periodic reports, proxy statements, and other Company filings under the Securities Exchange Act, that are required to be filed by the Company, (iii) compliance with applicable governmental rules and regulations, (iv) the prompt internal reporting of violations of the codes and (v) the accountability for adherence to the codes.

I. Attendance at Shareholder Meetings. Each director is strongly encouraged to attend the Company's annual meeting of shareholders.

IV. Board Committees

A. Board Committees; Committee Charters. Except where Board committees have sole authority to act as required by applicable law or a listing standard, it is the general policy of the Company that major decisions be considered by the Board as a whole. As a consequence, the Board has determined to constitute only those committees that it believes are critical to the efficient operation of the Board or are required by applicable law or a listing standard. The Board currently has three standing Committees: (i) the Audit Committee; which is responsible for assisting the Board in discharging its oversight responsibility relating to the accounting, reporting and financial practices of the Company and its subsidiaries, (ii) the Compensation Committee, which is responsible for discharging the Board's responsibilities relating to compensation of the Company's trustees and executive officers; and (iii) the Nominating and Corporate Governance Committee, which is responsible for recommending to the Board the structure and operations of the Board, identifying individuals qualified to serve as members of the Board, recommending to the Board the trustee nominees for appointment to each Board committee, overseeing the annual performance evaluation of the Board and of management, among other duties. The Board has the authority to establish such other committees, temporary or permanent, as the Board deems advisable. Each of the Audit Committee, the Compensation Committee and the Nominating and Corporate Governance Committee will consist of three or more trustees, each of whom will satisfy the independence requirements set forth herein and any additional requirements set forth in their respective charters and any other applicable listing or regulatory requirements. The Nominating and Corporate Governance Committee will recommend, and the Board will designate, a chairperson of each committee. Each of the Audit Committee, the

Compensation Committee, and the Nominating and Corporate Governance Committee will have appropriate written charters. The charter of each committee will be reviewed annually by the Board and the relevant committee. These committee charters will be made available on the Company's website.

B. Committee Agendas. The chairperson of each committee, in consultation with the appropriate members of the committee and management, will oversee the development of his/her committee's agenda. Each agenda will be shared with the Board.

C. Rotation of Committee Members. The Board does not believe in mandating fixed rotation of committee members and/or committee chairpersons, since there may be reasons at a given point in time for maintaining continuity.

D. Board Oversight; Committee Reports. The Board is responsible for overseeing the activities of its committees (except where such committees have sole authority to act pursuant to applicable law or a listing standard) and for ensuring that the committees are fulfilling their duties and responsibilities. The Board will regularly receive reports from its committees regarding their activities and will take such actions as it deems necessary and appropriate in response to these reports.

V. Other Principles

A. Disclosure and Review of Corporate Governance Guidelines. These Corporate Governance Guidelines will be made available on the Company's website. The Nominating and Corporate Governance Committee will review these Corporate Governance Guidelines from time to time, but not less frequently than annually, and will report the results of its review to the full Board.

B. Disclosure Policy. The Board believes that it is imperative that the Company promote full, fair, accurate, timely, and understandable disclosure in the periodic reports and other statements and reports required to be filed by the Company under the securities laws.

C. Loans. Personal loans to trustees or executive officers are not permitted.