

## Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

**Part I Reporting Issuer**

<b>1</b> Issuer's name		<b>2</b> Issuer's employer identification number (EIN)	
First Potomac Realty Trust		37-1470730	
<b>3</b> Name of contact for additional information	<b>4</b> Telephone No. of contact	<b>5</b> Email address of contact	
Michael H. Comer	301-986-9200	mcomer@first-potomac.com	
<b>6</b> Number and street (or P.O. box if mail is not delivered to street address) of contact		<b>7</b> City, town, or post office, state, and Zip code of contact	
7600 Wisconsin Avenue, 11th Floor		Bethesda, MD 20814	
<b>8</b> Date of action		<b>9</b> Classification and description	
February 15, 2013		Common stock	
<b>10</b> CUSIP number	<b>11</b> Serial number(s)	<b>12</b> Ticker symbol	<b>13</b> Account number(s)
33610F109		FPO	

**Part II Organizational Action** Attach additional statements if needed. See back of form for additional questions.

**14** Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ First Potomac Realty Trust made cash distributions on February 15, 2013, May 15, 2013, August 15, 2013 and November 15, 2013 to each of its common stock shareholders of record on February 8, 2013, May 6, 2013, August 6, 2013 and November 5, 2013, respectively.

**15** Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ A portion of each cash distribution made by First Potomac Realty Trust during the calendar year 2013 is not taxable as a dividend under Section 301(c)(1), but is applied against basis under Section 301(c)(2) ("return of capital"). The return of capital on a per share basis is:

Distribution Date	Dividend Paid Per Share	Non-Taxable Distribution (Return of Capital)
2/15/13	\$0.15	\$0.129705
5/15/13	\$0.15	\$0.129705
8/15/13	\$0.15	\$0.129705
11/15/13	\$0.15	\$0.129705

As such, each shareholder's tax basis in the common stock of First Potomac Realty Trust is decreased by the lesser of the amount of the shareholder's share of the return of capital distributions or the shareholder's tax basis in such common stock.

**16** Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ The change in basis was determined by comparing the cash distributions made by First Potomac Realty Trust during the 2013 calendar year to the amount of First Potomac Realty Trust's 2013 current earnings and profits determined under Sections 312 and 316. Total cash distributions to the common shares made during the calendar year were \$32,529,167 and the 2013 current earnings and profits, attributable to the common shares, were \$4,402,170 resulting in a total return of capital for the tax year 2013 attributable to all shareholders of the common stock in the amount of \$28,126,997. Accordingly, the return of capital percentage is 86.46701% (\$28,126,997 / \$32,529,167).

**Part II Organizational Action** (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ Sections 301, 312 and 316.

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18 Can any resulting loss be recognized? ▶ No loss can be recognized as a result of the cash distributions to the common shareholders.

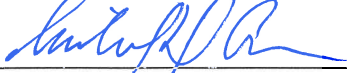
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19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ The reporting tax year is the 2013 calendar year.

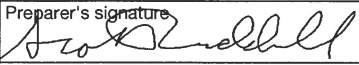
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Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

**Sign Here**

Signature ▶  Date ▶ 1-21-14

Print your name ▶ Michael H. Comer Title ▶ SVP, CAO

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Scott Riddell		01/21/14		P00642363
	Firm's name ▶ Ernst & Young U.S. LLP	Firm's EIN ▶		34-6565596	
	Firm's address ▶ 8484 Westpark Drive, McLean, VA 22102	Phone no.		703-747-1000	