

## 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 16, 2016		Preferred shares	
<b>10</b> CUSIP number	<b>11</b> Serial number(s)	<b>12</b> Ticker symbol	<b>13</b> Account number(s)
33610F307		FPO_PA	

**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 16, 2016 and May 16, 2016, to each of its preferred shares shareholders of record on February 9, 2016, and May 9, 2016, respectively. In addition, First Potomac Realty Trust redeemed all of its previously outstanding 6,400,000 7.75% Series A Cumulative Redeemable Perpetual Preferred Shares ("Series A Preferred Shares" pursuant to three separate redemptions during 2016 as follows: 2,200,000 shares were redeemed on January 19, 2016; 3,600,000 shares were redeemed on April 27, 2016; and 600,000 shares were redeemed in the final redemption on July 6, 2016. All accrued dividends up to, but not including, the redemption dates were paid upon each redemption. The Series A Preferred Shares were delisted from trading on the New York Stock Exchange on July 6, 2016, the final redemption date.

**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 ▶ The entire portion of each cash distribution made by First Potomac Realty Trust during the calendar year 2016 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)	
1/19/16*	\$0.336957	\$0.336957	*accrued dividends for preferred shares
2/16/16	\$0.484375	\$0.484375	redeemed on distribution date
4/24/16*	\$0.382118	\$0.382118	
5/16/16	\$0.484375	\$0.484375	
7/6/16*	\$0.269097	\$0.269097	

As such, each shareholder's tax basis in the preferred shares 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 preferred shares.

**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 2016 calendar year to the amount of First Potomac Realty Trust's 2016 current earnings and profits determined under Sections 312 and 316. Total cash distributions to the preferred shares made during the calendar year were \$3,862,083 and the 2016 current earnings and profits, attributable to the preferred shares, were \$0 resulting in a total return of capital for the tax year 2016 attributable to all shareholders of the preferred shares in the amount of \$3,862,083. Accordingly, the return of capital percentage is 100.00000% (\$3,862,083 / \$3,862,083).

**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 preferred 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 2016 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 ▶ 2-3-17

Print your name ▶ Michael H. Comer Title ▶ SVP, Chief Accounting Officer

**Paid Preparer Use Only**

Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
Scott Riddell		02/03/17		P00642363
Firm's name ▶	Firm's EIN ▶		Phone no.	
Ernst & Young U.S. LLP	34-6565596		703-747-1000	
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