

Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

Part I Reporting Issuer

1 Issuer's name Corporate Office Properties Trust		2 Issuer's employer identification number (EIN) 23-2947217	
3 Name of contact for additional information Robert McCormick	4 Telephone No. of contact 443-285-5454	5 Email address of contact robert.mccormick@copt.com	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact 6711 Columbia Gateway Drive, Suite 300		7 City, town, or post office, state, and Zip code of contact Columbia, MD 21046	
8 Date of action Various - See 14 below		9 Classification and description Common Shares	
10 CUSIP number 22002T108	11 Serial number(s)	12 Ticker symbol OFC	13 Account number(s)

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 ▶ **Corporate Office Properties Trust paid quarterly cash distributions to its common shareholders for the 2012 tax year.**
A portion of these distributions represents a nontaxable return of capital. The distribution dates were as follows:

Distributions of .2750 per share for each quarterly distribution.
Record Dates: 3/31/2012, 6/29/2012 and 9/30/2012
Payment Dates: 4/16/2012, 7/16/2012 and 10/15/2012

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 return of capital portion of the distributions reduced the basis of the security in the hands of US taxpayer(s) as follows:**

Payable Date	Per Share reduction of basis
04/16/2012	\$ 183756
07/16/2012	\$ 183756
10/15/2012	\$ 183756

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 ▶ **Corporate Office Properties Trust determines its annual earnings and profits under IRC 312 (as modified by IRC Section 857(d) for a Real Estate Investment Trust) and the regulations thereunder. Distributions in excess of the earnings and profits allocated to the common shares reduces the shareholder's basis in its shares to the extent of basis.**

Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ IRC Section 301(c)(2) provides that the portion of the cash distribution on common shares which is not a dividend shall be applied against and reduce the adjusted basis of the shares.

18 Can any resulting loss be recognized? ▶ No

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ These cash distributions will be reported to shareholders on their 2012 Federal Form 1099-DIV with respect to their common share holdings in the company.

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 ▶ Original executive copy available at the company's headquarters Date ▶ 1/24/13

Print your name ▶ Steve Riffie Title ▶ EVP/CFO

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶				Firm's EIN ▶
	Firm's address ▶				Phone no