

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 2014 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: 12/31/2013, 3/31/2014, 6/30/2014, 09/30/2014
Payment Dates: 01/15/2014, 04/15/2014, 07/15/2014, 10/15/2014

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 U.S. taxpayer(s) as follows:**

Payable Date	Per Share reduction of basis
01/15/2014	\$.079770
04/15/2014	\$.079770
07/15/2014	\$.079770
10/15/2014	\$.079770

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 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 ▶ _____

18 Can any resulting loss be recognized? ▶ _____

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ _____

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 Executed Copy is available at the company's Headquarters Date ▶ 2/6/15

Print your name ▶ Anthony Mifsud Title ▶ 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.			