



COMPENSATION COMMITTEE CHARTER

February 11, 2005

The following shall constitute the Compensation Committee Charter (the "Charter") of the board of trustees (the "Board") of First Potomac Realty Trust (the "Company"):

I. ORGANIZATION

There shall be constituted a standing committee of the Board to be known as the Compensation Committee (the "Compensation Committee").

II. COMPOSITION AND SELECTION

The Compensation Committee shall be comprised of two or more trustees. The members of the Compensation Committee shall meet the independence requirements of the New York Stock Exchange as then in effect.

The members of the Compensation Committee shall be appointed by the Board annually on the recommendation of the Nominating and Corporate Governance Committee and may be removed by the Board. The members of the Compensation Committee shall serve until their successors are duly elected and qualified. Unless a Chairman is elected by the Board, the members of the Compensation Committee shall designate a Chairman by majority vote of the full Compensation Committee.

The duties and responsibilities of Compensation Committee members contained herein shall be in addition to those duties otherwise required for members of the Board.

III. STATEMENT OF PURPOSE

The Compensation Committee is appointed by the Board to discharge the Board's responsibilities relating to compensation of the Company's trustees and officers. The Committee has overall responsibility for approving and evaluating the trustee and officer compensation plans, policies and programs of the Company.

The Compensation Committee is responsible for producing an annual report on executive compensation for inclusion in the Company's proxy statement, in accordance with applicable rules and regulations.

IV. COMMITTEE OBJECTIVES

The Compensation Committee's primary objectives include serving as an independent and objective party to review the compensation of the Company's trustees and officers, and evaluating and approving trustee and officer compensation plans, policies and programs.

V. COMMITTEE AUTHORITY AND RESPONSIBILITIES

The Compensation Committee shall have the sole authority to retain and terminate any compensation consultant to be used to assist in the evaluation of trustee, chief executive officer (“CEO”) or executive officer (“executive officer” will be defined as officers whose compensation is disclosed in The Company’s proxy statement and any other executive officers who report directly to the Chief Executive Officer) compensation and shall have sole authority to approve the consultant’s fees and other retention terms.

The Compensation Committee also shall have authority, to the extent it deems necessary or appropriate, to retain special legal, accounting or other consultants to advise the Compensation Committee. The Compensation Committee shall also have the authority to determine, and to receive from the Company, the appropriate compensation to be paid to any special legal, accounting or other consultant retained by the Committee.

The Compensation Committee may form and delegate authority to subcommittees comprised entirely of independent trustees when appropriate.

The Compensation Committee shall:

Review and approve annually corporate goals and objectives relevant to CEO compensation; evaluate the CEO’s performance in light of those goals and objectives; either as a committee or together with the other independent trustees (as directed by the Board) determine and submit for approval to the full Board the CEO’s compensation levels based on this evaluation; and, in determining the long-term incentive component of CEO compensation, consider the Company’s performance and relative shareholder return, the value of similar incentive awards to CEOs at comparable companies and the awards given to the CEO in past years;

Either as a committee or together with the other independent trustees (as directed by the Board) determine and approve the compensation of the Chairman of the Board and the compensation levels of all other Trustees.

Review and approve executive officer , incentive-compensation plans and equity-based plans;

Administer and approve awards pursuant to the Company’s incentive compensation plans and equity-based plans;

Review and approve annually, for the CEO and the executive officers of the Company, (a) the annual base salary level; (b) the annual incentive opportunity level; (c) the long-term incentive opportunity level; (d) employment agreements, severance arrangements, and change in control agreements/provisions, in each case as, when and if appropriate; and (e) any special or supplemental benefits;

Make regular reports to the Board;

Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval; and

Annually review its own performance.

VI. MEETINGS

The Compensation Committee shall meet separately in executive sessions without any members of management present at least quarterly, or as often as may be deemed necessary or appropriate in its judgment and that of the Board. The Chairman or a majority of the members of the Compensation Committee may call meetings of the Committee upon reasonable notice to all members of the Committee. Following each meeting, the Compensation Committee shall report to the Board at the next regularly scheduled Board meeting, or sooner, as circumstances may dictate.

VII. CONSISTENCY WITH DECLARATION OF TRUST

To the extent that any provision or section of this Charter may be inconsistent with any article, provision or section of the Declaration of Trust or the Bylaws of the Company, the Declaration of Trust or the Bylaws, as appropriate, shall fully control.

VIII. CERTIFICATION

This Compensation Committee Charter was duly approved and adopted by the Board of the Company on the 11th day of February, 2005.