




**First Potomac Realty Trust****FPO NYSE****REIT - Residential / Commercial**

Market Capitalization USD:

**\$624.21 mm****CONCERN LEVEL: AVERAGE**

- 1 The CEO's total remuneration is within the typical market range for the relevant industry and market cap.
- 2 The ratio between the CEO's pay and the median pay of the other named executive officers is 3X or less.
- 3 The CEO's annual cash incentives rose or fell in line with annual performance. 
- 4 The CEO received no more than one annual cash bonus this fiscal year.
- 5 The CEO's equity remuneration reflected the company's share price movement over the last five years.
- 6 The company only pays long-term incentives to the CEO for above median performance against a peer group.
- 7 The company's dilution from equity incentives is 10 percent or less.
- 8 Unvested equity lapses when the CEO's employment is terminated. 
- 9 The CEO's potential cash severance payment is capped at two times annual cash remuneration. 
- 10 The accrued benefits of the CEO's post-retirement income are within the typical market range for the relevant market cap bracket.

**CEO: Douglas J. Donatelli****Age: 50****CEO Since: 1997**

	2009	2010	2011
<b>Base Salary</b>	\$390,000	\$397,800	\$475,000
<b>Discretionary Bonus</b>	\$0	\$0	\$0
<b>Annual Cash Incentive</b>	\$365,625	\$460,000	\$150,000
<b>Benefits and Perquisites</b>	\$169,585	\$174,290	\$176,233
<b>TOTAL ANNUAL COMPENSATION</b>	<b>\$925,210</b>	<b>\$1,032,090</b>	<b>\$801,233</b>
<b>Increase in Post-Retirement Benefits</b>	\$0	\$0	\$0
<b>Stock Option Awards</b>	\$0	\$0	\$0
<b>Stock Awards</b>	\$900,560	\$624,790	\$649,994
<b>TOTAL COMPENSATION</b>	<b>\$1,825,770</b>	<b>\$1,656,880</b>	<b>\$1,451,227</b>
<b>Median of Other Named Executive Officers Total Compensation</b>	\$1,131,621	\$1,039,005	\$935,725
<b>Value Realized on Exercise of Stock Option</b>	\$0	\$0	\$0
<b>Value Realized on Vesting of Stock</b>	\$13,975	\$905,300	\$331,065
<b>TOTAL REALIZED EQUITY COMPENSATION</b>	<b>\$13,975</b>	<b>\$905,300</b>	<b>\$331,065</b>

Proxy Date: 5 Apr 2012

Annual Meeting Date: 23 May 2012

Equity Reserves: 13.97%

Stock Option Run Rate: 0.22%

# First Potomac Realty Trust

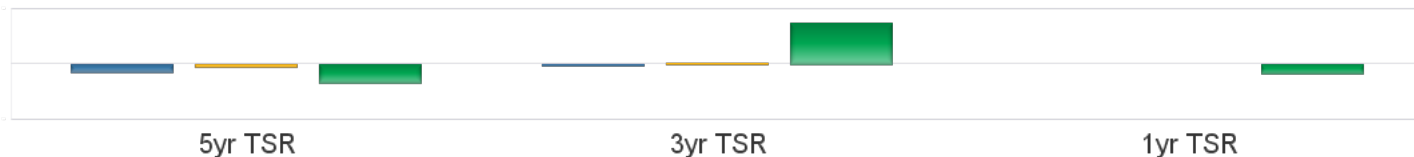
FPO NYSE

REIT - Residential / Commercial

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## Performance Comparison

■ S&P500 ■ Industry ■ FPO



## Peer Comparisons (TRBC) =REIT - Residential / Commercial

### Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
<b>FPO</b>	<b>First Potomac Realty Trust</b>	<b>\$1,825,770</b>	<b>\$1,656,880</b>	<b>\$1,451,227</b>	<b>\$624,211,849</b>
WRE	Washington Real Estate Investment Trust	\$2,332,451	\$1,288,668	\$3,926,142	\$1,860,591,009
ALX	Alexander's, Inc.	\$32,500	\$32,500	\$84,324	\$1,843,345,014
KRC	Kilroy Realty Corporation	\$5,900,856	\$6,399,322	\$6,400,633	\$1,829,936,095
EPR	Entertainment Properties Trust	\$2,092,449	\$2,939,657	\$3,003,726	\$1,818,802,200
EQY	Equity One, Inc.	\$2,280,104	\$9,153,534	\$1,727,792	\$1,818,418,625
PPS	Post Properties, Inc.	\$1,203,625	\$1,535,169		\$1,753,415,865

To insure consistency, peer comparisons are based on a combination of TRBC Industry and Sector classifications and company market caps. Missing peer pay figures for 2011 are due to differences in company filing schedules.

### Pay Peer Group

Acadia Realty Trust, Cedar Shopping Centers Inc., Cousins Properties Inc., DCT Industrial Trust Inc., Eastgroup Properties, Inc., First Industrial Realty Trust, Inc., Hersha Hospitality Trust, Kite Realty Group Trust, Parkway Properties Inc., PS Business Parks, Inc., Ramco-Gershenson Properties Trust, Washington Real Estate Investment Trust.

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## COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
R. Michael McCullough	Chairman	73	Male	9	Outside
Richard B. Chess	Member	58	Male	9	Outside
Robert H. Arnold	Member	68	Male	9	Outside

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