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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, DC 20549

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of  
the Securities Exchange Act of 1934**

Date of report (Date of earliest event reported) **April 15, 2015**

**CORPORATE OFFICE PROPERTIES TRUST  
CORPORATE OFFICE PROPERTIES, L.P.**

(Exact name of registrant as specified in its charter)

**Corporate Office Properties Trust**

**Maryland**

**1-14023**

**23-2947217**

(State or other jurisdiction of  
incorporation or organization)

(Commission File  
Number)

(IRS Employer  
Identification No.)

**Corporate Office Properties, L.P.**

**Delaware**

**333-189188**

**23-2930022**

(State or other jurisdiction of  
incorporation or organization)

(Commission File  
Number)

(IRS Employer  
Identification No.)

**6711 Columbia Gateway Drive, Suite 300  
Columbia, Maryland 21046**

(Address of principal executive offices)

**(443) 285-5400**

(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2 below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 1.01 Entry into a Material Definitive Agreement.**

On April 15, 2015, Corporate Office Properties Trust (the “Company”), the General Partner of Corporate Office Properties, L.P. (the “Operating Partnership”), entered into the Thirty-Second Amendment (the “Amendment”) to the Second Amended and Restated Limited Partnership Agreement (the “Partnership Agreement”) of the Operating Partnership. The Amendment was entered into (i) to reflect changes to the Partnership Agreement relating to the entering into by several limited partners of deficit restoration obligation agreements (individually, a “DRO Agreement”) with the Partnership, pursuant to which such limited partners are obligated to make an agreed upon contribution to the Partnership if, after a complete liquidation of the Partnership or such limited partner’s interest in the Partnership and the allocation of all gains, the limited partner’s capital account has a negative balance and (ii) in order to update the Partnership Agreement for certain changes in the ownership of COPLP. Other than to reflect such changes, the Amendment contains no substantive terms. Among the limited partners who entered into a DRO Agreement was Robert L. Denton, a trustee of the Trust. Because the DRO Agreement constitutes a related party transaction, the Audit Committee of the Company’s Board of Trustees reviewed and approved the transaction, in accordance with the Company’s Code of Business Conduct and Ethics, prior to the execution of the DRO Agreement.

The foregoing description of the Amendment is only a summary and is qualified in its entirety by reference to the Amendment, a copy of which is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(a) Financial Statements of Businesses Acquired

None

(b) Pro Forma Financial Information

None

(c) Shell Company Transactions

None

(d) Exhibits

<u>Exhibit Number</u>	<u>Exhibit Title</u>
99.1	Thirty-Second Amendment to Second Amended and Restated Limited Partnership Agreement of Corporate Office Properties, L.P. dated April 15, 2015.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CORPORATE OFFICE PROPERTIES TRUST

CORPORATE OFFICE PROPERTIES, L.P.

By: Corporate Office Properties Trust,  
its General Partner

/s/ Anthony Mifsud

Anthony Mifsud

Executive Vice President and Chief Financial Officer

/s/ Anthony Mifsud

Anthony Mifsud

Executive Vice President and Chief Financial Officer

Dated: April 21, 2015

Dated: April 21, 2015

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EXHIBIT INDEX

<b>Exhibit Number</b>	<b>Exhibit Title</b>
99.1	Thirty-Second Amendment to Second Amended and Restated Limited Partnership Agreement of Corporate Office Properties, L.P. dated April 15, 2015.

**THIRTY-SECOND AMENDMENT  
TO  
SECOND AMENDED AND RESTATED  
LIMITED PARTNERSHIP AGREEMENT  
OF  
CORPORATE OFFICE PROPERTIES, L.P.**

This Thirty-Second Amendment (the "Amendment") to the Second Amended and Restated Limited Partnership Agreement of Corporate Office Properties, L.P., a Delaware limited partnership (the "Partnership"), is made and entered into as of April 15, 2015, by the undersigned.

Recitals

A. The Partnership is a limited partnership organized under the Delaware Revised Uniform Limited Partnership Act and governed by that certain Second Amended and Restated Limited Partnership Agreement dated as of December 7, 1999, as amended to the date hereof (as amended, the "Partnership Agreement"). Capitalized terms used but not defined herein shall have the meanings accorded to such terms in the Partnership Agreement.

B. The sole general partner of the Partnership is Corporate Office Properties Trust, a real estate investment trust formed under the laws of the State of Maryland (the "General Partner").

C. Pursuant to Section 11.1 (A), the General Partner, which currently holds in excess of 90% of the Partnership Units and Preferred Units, desires to amend the Partnership Agreement and, in accordance with Section 11.1 (A), has obtained the requisite Consent from each Partner from whom such Consent is required.

D. Pursuant to Section 11.1 (B) (iii), the General Partner desires to amend the Partnership Agreement to reflect the admission, substitution, termination and/or withdrawal of various limited partners in accordance with the terms of the Partnership Agreement.

NOW THEREFORE, the General Partner, intending to be legally bound, hereby amends the Partnership Agreement as follows, effective as of the date first set forth above.

1. The penultimate sentence of Section 10.3(A) is deleted and in its place the following is inserted: "Except to the extent the General Partner, in its sole discretion, permits a Limited Partner to enter into a deficit restoration obligation agreement with the Partnership, if any Partner has a deficit balance in its Capital Account (after giving effect to all contributions (without regard to this Section 10.3(A)), distributions and allocations), such Partner shall have no obligation to make any contribution to the capital of the Partnership."
  2. Exhibit 1, Schedule of Partners, as attached hereto and by this reference made a part hereof, is hereby substituted for and intended to replace any prior Exhibit 1 attached to a prior Amendment to the Partnership Agreement, and as attached hereto shall be a full and complete listing of all the general and limited partners of the Partnership as of the date of this Amendment, same being intended and hereby superceding all prior Exhibit 1 listings.
  3. The execution, delivery and effectiveness of this Amendment shall not operate (a) as an amendment or modification of any provision, right or obligation of any Partner under the Partnership Agreement except as specifically set forth in this Amendment or (b) as a waiver or consent to any subsequent action or transaction.
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4. This Amendment shall be construed and enforced in accordance with and governed by the laws of the State of Delaware, without regard to the principles of conflicts of laws thereof.
5. This Amendment may be executed in one or more counterparts, each of which shall be an original and all of which, when taken together, shall constitute one and the same agreement.

[SIGNATURE PAGE FOLLOWS THIS PAGE]

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In Witness Whereof, the undersigned have executed this Amendment as of the day and year first above written.

**GENERAL PARTNER:**

CORPORATE OFFICE PROPERTIES TRUST, a  
Maryland real estate investment trust

By: /s/ Anthony Mifsud  
Name: Anthony Mifsud  
Title: Executive Vice President

[SIGNATURES CONTINUE ON FOLLOWING PAGE]

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**AFFECTED LIMITED PARTNERS:**

SHIDLER EQUITIES L.P., a Hawaii limited partnership

By: Shidler Equities Corp., a Hawaii corporation, its  
general partner

By: /s/ Lawrence J. Taff  
Lawrence J. Taff  
Secretary

/s/ Jay H. Shidler  
JAY H. SHIDLER

/s/ Robert L. Denton  
ROBERT L. DENTON

LBCW LIMITED PARTNERSHIP, a Pennsylvania limited partnership

By: LBCW, Inc., a Delaware corporation, its  
general partner

By: /s/ Clay W. Hamlin, III  
Name: Clay W. Hamlin, III  
Title: President

/s/ Lynn Hamlin  
LYNN HAMLIN

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**Exhibit 1**  
**Schedule of Partners**

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**Exhibit 1 Addendum--32nd Amendment**  
**Schedule of Partners**

<b>General Partner</b>	<b>Common Units of Partnership Units-- 32nd Amendment</b>	<b>Series I Preferred Units</b>	<b>Series K Preferred Units</b>	<b>Series L Preferred Units</b>
Corporate Office Properties Trust	94,536,269		531,667	6,900,000
<b>Limited Partners and Preferred Limited Partners</b>				
Jay H. Shidler	431,893			
Shidler Equities, L.P.	1,353,963			
Clay W. Hamlin, III	55,291			
LBCW Limited Partnership	551,107			
Robert L. Denton	308,500			
James K. Davis	51,589			
Samuel Tang	4,389			
Lawrence J. Taff	13,733			
M.O.R. 44 Gateway Associates Limited Partnership	1			
Estate of John Parsinen	49,434			
M.O.R. Commons Limited Partnership	7			
Lynn Hamlin	121,411			
Housing Affiliates, Inc.	4,402			
Reingle Corp.	730			
Joseph Tawil	2,160			
The Lovejoy Trust	59,528			
The Century Trust	59,528			
A. Charles Wilson, Trustee of the A. Charles Wilson and Betty S. Wilson Trust u/d/t June 18, 1980--Survivor's Trust	5,908			
Irwin Hoffman	1,880			
The Rouse Family Exemption Trust	2,160			
Lawrence G. Rief	2,526			
David D. Jenkins	262,165			
RA & DM, Inc.	2,954			
Richard Alter	43,817			
Donald Manekin	23,336			
William Winstead	14,019			
Richard Manekin	8,988			
Robert Manekin	8,988			
Charles Manekin	3,899			
Francine Manekin	880			
Sandy Sirota	5,427			
Lynn Stern	880			
Louis LaPenna	2,513			
Jamie Deutsch	22			
Kelly Alter	22			
Kirk Property Limited Partnership	221,501			
TRC Associates Limited Partnership		352,000		
<b>TOTAL</b>	<b>98,215,820</b>	<b>352,000</b>	<b>531,667</b>	<b>6,900,000</b>