

Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

Part I Reporting Issuer

1 Issuer's name WINTHROP REALTY TRUST			2 Issuer's employer identification number (EIN) 34-6513657		
3 Name of contact for additional information JOANNA GILLIS		4 Telephone No. of contact 617-570-4651		5 Email address of contact JGILLIS@FIRSTWINTHROP.COM	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact 7 BULFINCH PLACE STE 500 PO BOX 9507			7 City, town, or post office, state, and Zip code of contact BOSTON, MA 02114		
8 Date of action 11/18/2011			9 Classification and description REDEMPTION OF 100% PREFERRED SERIES B AND C SHARES		
10 CUSIP number NA		11 Serial number(s)	12 Ticker symbol NA		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 ▶ REDEEMED 100% SERIES B AND C SHARES

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 ▶ NO BASIS ADJUSTMENT, 100% OF SERIES B AND C SHARES REDEEMED

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 ▶ 100% REDEMPTION OF SERIES B AND C PREFERRED SHARES

Part II Organizational Action (continued)

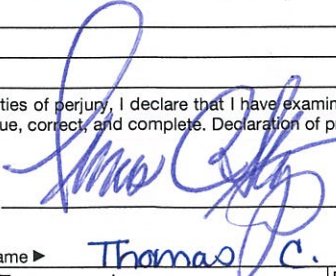
17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ _____

18 Can any resulting loss be recognized? ▶ NA

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ REPORTABLE TAX YEAR 2011

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 ▶  Date ▶ 1-17-12
Print your name ▶ Thomas C. Staples 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.	