



UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

DIVISION OF  
CORPORATION FINANCE

Mail Stop 3233

July 12, 2018

Via E-Mail

George J. Carter  
Chairman and Chief Executive Officer  
FSP 303 East Wacker Drive Corp.  
401 Edgewater Place, Suite 200  
Wakefield, MA 01880

**Re: FSP 303 East Wacker Drive Corp.  
Form PREM 14A  
Filed July 6, 2018  
File No. 000-53165**

Dear Mr. Carter:

We have reviewed your filing and have the following comments. In some of our comments, we may ask you to provide us with information so we may better understand your disclosure.

Please respond to these comments within ten business days by providing the requested information or advise us as soon as possible when you will respond. If you do not believe our comments apply to your facts and circumstances, please tell us why in your response.

After reviewing your response to these comments, we may have additional comments.

Annex C: Purchase and Sale Agreement

1. Please revise your disclosure to confirm whether the waiver of trial by jury provision on page 26 applies to claims made under the federal securities laws. Please also confirm that Delaware law permits such a provision, or alternatively address any questions as to enforceability.

George J. Carter  
FSP 303 East Wacker Drive Corp.  
July 12, 2018  
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We remind you that the company and its management are responsible for the accuracy and adequacy of their disclosures, notwithstanding any review, comments, action or absence of action by the staff.

Please contact Joshua Lobert, Staff Attorney, at (202) 551-7150 or me at (202) 551-3655 with any other questions.

Sincerely,

/s/ Sonia Gupta Barros

Sonia Gupta Barros  
Assistant Director  
Office of Real Estate and  
Commodities