Form **8937**
(December 2011)
Department of the Treasury
Internal Revenue Service

Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

OMB No. 1545-2224

Part I Reporting Issuer

1 Issuer's name Franklin Street Properties Corp.	2 Issuer's employer identification number (EIN) 04-3578653
3 Name of contact for additional information Andrew J. Klouse	4 Telephone No. of contact 781-557-1339
5 Email address of contact aklouse@franklinstreetproperties.com	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact 401 Edgewater Place, Suite 200	7 City, town, or post office, state, and Zip code of contact Wakefield, MA 01880-6210
8 Date of action See Below	9 Classification and description Stock - Common
10 CUSIP number 35471R106	11 Serial number(s)
12 Ticker symbol FSP	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 ▶ The Taxpayer made cash distributions to its shareholders in excess of its current and accumulated earnings and profits. See Part II, Line 15 for the amount of these distributions per share.

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 ▶

The distributions reduced the basis of the security in the hands of the US taxpayer(s) as follows:

Date	Per Share Reduction of Basis Common Stock
02/12/15	$ 0.017542
05/14/15	$ 0.017542
08/13/15	$ 0.017542
11/12/15	$ 0.017542

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 ▶ The Taxpayer's earnings and profits were calculated under IRC §312 as modified by IRC §857(d) for a real estate investment trust, and the regulations thereunder. Amounts in excess of earnings and profits reduce the shareholder's tax basis in its shares to the extent of basis.

Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ IRC §301(c)(2)

18 Can any resulting loss be recognized? ▶ No.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ These actions are effective on the date(s) of distribution identified above.

Sign Here

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.

Signature ▶ Andrew J Klouse Date ▶ 1/15/16

Print your name ▶ Andrew J. Klouse Title ▶ VP Finance

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Rachel D. Kelly	Rachel D. Kelly	01/15/2016		P01064419
Firm's name ▶ PricewaterhouseCooprs LLP			Firm's EIN ▶	13-4008324
Firm's address ▶ 101 Seaport Boulevard, Boston, MA 02210			Phone no.	617-530-5000

Send Form 8937 (including accompanying statements) to: Department of the Treasury, Internal Revenue Service, Ogden, UT 84201-0054