

Report of Organizational Actions Affecting Basis of Securities

OMB No. 1545-2224

► See separate instructions.

Part I Reporting Issuer

1 Issuer's name <u>Franklin Street Properties Corp.</u>		2 Issuer's employer identification number (EIN) <u>04-3578653</u>	
3 Name of contact for additional information <u>Andrew J. Klouse</u>	4 Telephone No. of contact <u>781-557-1339</u>	5 Email address of contact <u>aklouse@franklinstreetproperties.com</u>	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact <u>401 Edgewater Place, Suite 200</u>		7 City, town, or post office, state, and Zip code of contact <u>Wakefield, MA 01880-6210</u>	
8 Date of action <u>See Below</u>		9 Classification and description <u>Stock - Common</u>	
10 CUSIP number <u>35471R106</u>	11 Serial number(s)	12 Ticker symbol <u>FSP</u>	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:

Per Share Reduction of Basis	
Date	Common Stock
<u>02/11/16</u>	<u>\$ 0.093447</u>
<u>05/12/16</u>	<u>\$ 0.093447</u>
<u>08/11/16</u>	<u>\$ 0.093447</u>
<u>11/10/16</u>	<u>\$ 0.093447</u>

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 ►

1/17/17

Print your name ► **Andrew J. Klouse**

Title ► **SVP Finance**

**Paid
Preparer
Use Only**

Print/Type preparer's name

Rachel D. Kelly

Preparer's signature

Rachel D. Kelly

Date

01/17/2017

Check ☐ if
self-employed

PTIN

P01064419

Firm's name ► **PricewaterhouseCoopers LLP**

Firm's EIN ► **13-4008324**

Firm's address ► **101 Seaport Boulevard, Boston, MA 02210**

Phone no. **617-530-5000**