

FRANKLIN STREET PROPERTIES CORP /MA/

Form 10-Q

July 28, 2015

[Table of Contents](#)

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 10 - Q**

(Mark One)

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended June 30, 2015.

OR

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from            to            .

Commission File Number: 001-32470

## Franklin Street Properties Corp.

(Exact name of registrant as specified in its charter)

**Maryland**  
(State or other jurisdiction of incorporation  
or organization)

**04-3578653**  
(I.R.S. Employer Identification No.)

**401 Edgewater Place, Suite 200**

**Wakefield, MA 01880**

(Address of principal executive offices)(Zip Code)

**(781) 557-1300**

(Registrant's telephone number, including area code)

**N/A**

(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. YES  NO

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). YES  NO

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer   
Non-accelerated filer  Smaller reporting company   
(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). YES  NO

The number of shares of common stock outstanding as of July 24, 2015 was 100,187,405.

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Table of Contents

Franklin Street Properties Corp.

Form 10-Q

Quarterly Report

June 30, 2015

Table of Contents

	<b>Page</b>
<u>Part I.</u>	
<u>Financial Information</u>	
<u>Item 1.</u>	
<u>Financial Statements</u>	
<u>Condensed Consolidated Balance Sheets as of June 30, 2015 and December 31, 2014</u>	3
<u>Condensed Consolidated Statements of Income for the three and six months ended June 30, 2015 and 2014</u>	4
<u>Condensed Consolidated Statements of Other Comprehensive Income for the three and six months ended June 30, 2015 and 2014</u>	5
<u>Condensed Consolidated Statements of Cash Flows for the six months ended June 30, 2015 and 2014</u>	6
<u>Notes to Condensed Consolidated Financial Statements</u>	7-15
<u>Item 2.</u>	
<u>Management's Discussion and Analysis of Financial Condition and Results of Operations</u>	16-30
<u>Item 3.</u>	
<u>Quantitative and Qualitative Disclosures About Market Risk</u>	31
<u>Item 4.</u>	
<u>Controls and Procedures</u>	33
<u>Part II.</u>	
<u>Other Information</u>	
<u>Item 1.</u>	
<u>Legal Proceedings</u>	34
<u>Item 1A.</u>	
<u>Risk Factors</u>	34
<u>Item 2.</u>	
<u>Unregistered Sales of Equity Securities and Use of Proceeds</u>	34
<u>Item 3.</u>	
<u>Defaults Upon Senior Securities</u>	34
<u>Item 4.</u>	
<u>Mine Safety Disclosures</u>	34
	4

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<u>Item 5.</u>	<u>Other Information</u>	34
<u>Item 6.</u>	<u>Exhibits</u>	34

<u>Signatures</u>		35
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Table of Contents**PART I FINANCIAL INFORMATION****Item 1. Financial Statements**

**Franklin Street Properties Corp.**  
**Condensed Consolidated Balance Sheets**  
**(Unaudited)**

(in thousands, except share and par value amounts)	June 30, 2015	December 31, 2014
Assets:		
Real estate assets:		
Land	\$ 180,271	\$ 183,930
Buildings and improvements	1,636,444	1,604,984
Fixtures and equipment	1,800	1,677
	1,818,515	1,790,591
Less accumulated depreciation	279,172	266,284
Real estate assets, net	1,539,343	1,524,307
Acquired real estate leases, less accumulated amortization of \$110,884 and \$101,838, respectively	126,926	138,714
Investment in non-consolidated REITs	78,164	78,611
Cash and cash equivalents	15,841	7,519
Restricted cash	48	742
Tenant rent receivables, less allowance for doubtful accounts of \$250 and \$325, respectively	2,886	4,733
Straight-line rent receivable, less allowance for doubtful accounts of \$50 and \$162, respectively	46,168	47,021
Prepaid expenses and other assets	9,096	10,292
Related party mortgage loan receivables	93,641	93,641
Other assets: derivative asset	918	3,020
Office computers and furniture, net of accumulated depreciation of \$1,183 and \$1,036, respectively	562	609
Deferred leasing commissions, net of accumulated amortization of \$18,386 and \$16,944, respectively	26,508	27,181
Total assets	\$ 1,940,101	\$ 1,936,390
Liabilities and Stockholders' Equity:		
Liabilities:		
Bank note payable	\$ 300,000	\$ 268,000
Term loans payable	620,000	620,000
Accounts payable and accrued expenses	39,199	42,561
Accrued compensation	2,327	3,758
Tenant security deposits	4,315	4,248
Other liabilities: derivative liability	7,632	7,268
Acquired unfavorable real estate leases, less accumulated amortization of \$9,779 and \$8,687, respectively	11,082	10,908
Total liabilities	984,555	956,743

Commitments and contingencies

Stockholders' Equity:

Preferred stock, \$.0001 par value, 20,000,000 shares authorized, none issued or outstanding		
Common stock, \$.0001 par value, 180,000,000 shares authorized, 100,187,405 and 100,187,405 shares issued and outstanding, respectively	10	10
Additional paid-in capital	1,273,556	1,273,556
Accumulated other comprehensive loss	(6,714)	(4,248)
Accumulated distributions in excess of accumulated earnings	(311,306)	(289,671)
Total stockholders' equity	955,546	979,647
Total liabilities and stockholders' equity	\$ 1,940,101	\$ 1,936,390

*The accompanying notes are an integral part of these condensed consolidated financial statements.*

Table of Contents**Franklin Street Properties Corp.****Condensed Consolidated Statements of Income (Loss)****(Unaudited)**

(in thousands, except per share amounts)	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2015	2014	2015	2014
<b>Revenue:</b>				
Rental	\$ 58,801	\$ 60,994	\$ 117,814	\$ 122,591
<b>Related party revenue:</b>				
Management fees and interest income from loans	1,412	1,671	2,885	3,314
Other	20	76	41	99
Total revenue	60,233	62,741	120,740	126,004
<b>Expenses:</b>				
Real estate operating expenses	14,644	14,995	30,000	30,066
Real estate taxes and insurance	9,469	9,763	19,517	19,014
Depreciation and amortization	23,207	23,563	45,879	47,863
Selling, general and administrative	3,401	3,148	7,092	6,420
Interest	6,365	6,891	12,552	14,067
Total expenses	57,086	58,360	115,040	117,430
Income before interest income, equity in losses of non-consolidated REITs and taxes	3,147	4,381	5,700	8,574
Interest income		1	1	2
Equity in losses of non-consolidated REITs	(38)	(552)	(360)	(1,036)
Gain on sale of properties, less applicable income tax	948		11,410	
Income before taxes on income	4,057	3,830	16,751	7,540
Taxes on income	154	117	315	254
Net income	\$ 3,903	\$ 3,713	\$ 16,436	\$ 7,286
Weighted average number of shares outstanding, basic and diluted	100,187	100,187	100,187	100,187
<b>Earnings per share, basic and diluted:</b>				
Net income per share, basic and diluted	\$ 0.04	\$ 0.04	\$ 0.16	\$ 0.07

*The accompanying notes are an integral part of these condensed consolidated financial statements.*



Table of Contents

**Franklin Street Properties Corp.**

**Condensed Consolidated Statements of Other Comprehensive Income (Loss)**

**(Unaudited)**

(in thousands)	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2015	2014	2015	2014
Net income	\$ 3,903	\$ 3,713	\$ 16,436	\$ 7,286
Other comprehensive income (loss):				
Unrealized gain (loss) on derivative financial instruments	2,348	(4,335)	(2,466)	(6,636)
Total other comprehensive income (loss)	2,348	(4,335)	(2,466)	(6,636)
Comprehensive income (loss)	\$ 6,251	\$ (622)	\$ 13,970	\$ 650

*The accompanying notes are an integral part of these condensed consolidated financial statements.*

Table of Contents

## Franklin Street Properties Corp.

## Condensed Consolidated Statements of Cash Flows

(Unaudited)

(in thousands)	For the Six Months Ended June 30,	
	2015	2014
<b>Cash flows from operating activities:</b>		
Net income	\$ 16,436	\$ 7,286
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization expense	46,913	48,854
Amortization of above market lease	(32)	63
Equity in losses of non-consolidated REITs	360	1,036
Gain on sale of properties, less applicable income tax	(11,410)	
Increase (decrease) in allowance for doubtful accounts	(75)	125
Changes in operating assets and liabilities:		
Restricted cash	694	(85)
Tenant rent receivables	1,922	2,110
Straight-line rents	(643)	(3,323)
Lease acquisition costs	(231)	(437)
Prepaid expenses and other assets	196	503
Accounts payable, accrued expenses and other items	(4,306)	(8,405)
Accrued compensation	(1,431)	(933)
Tenant security deposits	66	232
Payment of deferred leasing commissions	(2,737)	(3,908)
Net cash provided by operating activities	45,722	43,118
<b>Cash flows from investing activities:</b>		
Property acquisitions	(66,104)	
Acquired real estate leases	(10,604)	
Property improvements, fixtures and equipment	(10,333)	(7,578)
Distributions in excess of earnings from non-consolidated REITs	54	54
Repayment of related party mortgage loan receivable		13,880
Investment in related party mortgage loan receivable		(2,570)
Proceeds received on sales of real estate assets	55,659	
Net cash provided by (used in) investing activities	(31,328)	3,786
<b>Cash flows from financing activities:</b>		
Distributions to stockholders	(38,072)	(38,072)
Borrowings under bank note payable	95,000	10,000
Repayments of bank note payable	(63,000)	(20,000)
Net cash used in financing activities	(6,072)	(48,072)
<b>Net increase in cash and cash equivalents</b>	<b>8,322</b>	<b>(1,168)</b>
<b>Cash and cash equivalents, beginning of year</b>	<b>7,519</b>	<b>19,623</b>
<b>Cash and cash equivalents, end of period</b>	<b>\$ 15,841</b>	<b>\$ 18,455</b>
Non-cash investing and financing activities:		
Accrued costs for purchase of real estate assets	\$ 2,732	\$ 2,428

The accompanying notes are an integral part of these condensed consolidated financial statements.



Table of Contents**Franklin Street Properties Corp.****Notes to Condensed Consolidated Financial Statements****(Unaudited)****1. Organization, Properties, Basis of Presentation, Financial Instruments and Recent Accounting Standards****Organization**

Franklin Street Properties Corp. ( FSP Corp. or the Company ), holds, directly and indirectly, 100% of the interest in FSP Investments LLC, FSP Property Management LLC, FSP Holdings LLC and FSP Protective TRS Corp. FSP Property Management LLC provides asset management and property management services. The Company also has a non-controlling common stock interest in nine corporations organized to operate as real estate investment trusts ( REIT ) and a non-controlling preferred stock interest in two of those REITs. Collectively, the nine REITs are referred to as the Sponsored REITs .

As of June 30, 2015, the Company owned and operated a portfolio of real estate consisting of 36 properties, managed nine Sponsored REITs and held five promissory notes secured by mortgages on real estate owned by Sponsored REITs, including one mortgage loan, one construction loan and three revolving lines of credit. From time-to-time, the Company may acquire real estate, make additional secured loans or acquire a Sponsored REIT. The Company may also pursue, on a selective basis, the sale of its properties in order to take advantage of the value creation and demand for its properties, or for geographic or property specific reasons.

**Properties**

The following table summarizes the Company's number of properties and rentable square feet of real estate:

	As of June 30,	
	2015	2014
Commercial real estate:		
Number of properties	36	39
Rentable square feet	9,639,740	9,686,215

**Basis of Presentation**

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The unaudited condensed consolidated financial statements of the Company include all the accounts of the Company and its wholly-owned subsidiaries. All significant intercompany balances and transactions have been eliminated. These financial statements should be read in conjunction with the Company's consolidated financial statements and notes thereto contained in the Company's Annual Report on Form 10-K for its fiscal year ended December 31, 2014, as filed with the Securities and Exchange Commission.

The accompanying interim financial statements are unaudited; however, the financial statements have been prepared in accordance with generally accepted accounting principles in the United States of America ( GAAP ) for interim financial information and in conjunction with the rules and regulations of the Securities and Exchange Commission. Accordingly, they do not include all of the disclosures required by GAAP for complete financial statements. In the opinion of management, all adjustments (consisting solely of normal recurring matters) necessary for a fair presentation of the financial statements for these interim periods have been included. Operating results for the three and six months ended June 30, 2015 are not necessarily indicative of the results that may be expected for the year ended December 31, 2015 or for any other period.

### **Financial Instruments**

The Company estimates that the carrying values of cash and cash equivalents, restricted cash, receivables, prepaid expenses, accounts payable and accrued expenses, accrued compensation, tenant security deposits approximate their fair values based on their short-term maturity and the bank note and term loans payable approximate their fair values.

### **Recent Accounting Standards**

In May 2014, the FASB issued ASU No. 2014-09, Revenue from Contracts with Customers, which provides guidance for revenue recognition. The standard's core principle is that a company will recognize revenue when promised goods or services are transferred to customers in an amount that reflects the consideration to which a company expects to be entitled in exchange for those goods or services. This update is effective for interim and annual reporting periods beginning after December 15, 2017. The Company is currently in the process of evaluating the impact the adoption of this ASU will have on the condensed consolidated financial statements.

Table of Contents

**Franklin Street Properties Corp.**

**Notes to Condensed Consolidated Financial Statements**

**(Unaudited)**

**1. Organization, Properties, Basis of Presentation, Financial Instruments and Recent Accounting Standards (continued)**

In August 2014, the FASB issued ASU 2014-15, Presentation of Financial Statements – Going Concern: Disclosure of Uncertainties about an Entity’s Ability to Continue as a Going Concern. This update requires an entity to evaluate whether there are conditions or events that raise substantial doubt about the entity’s ability to continue as a going concern within one year after the date that the financial statements are issued (or within one year after the financial statements are available to be issued when applicable) and to provide related footnote disclosures in certain circumstances. This update is effective for the annual period ending after December 15, 2016, and for annual and interim periods thereafter with early adoption permitted. The implementation of this update is not expected to cause any significant changes to the condensed consolidated financial statements.

In April 2015, the FASB issued ASU No. 2015-03, Simplifying the Presentation of Debt Issuance Costs, which requires debt issuance costs to be presented in the balance sheet as a direct deduction from the associated debt liability. This update is effective for interim and annual reporting periods beginning after December 15, 2015 and requires retrospective application. The implementation of this update is not expected to cause any material changes to the condensed consolidated financial statements other than the reclassification of debt issuance costs from assets to contra liabilities on the condensed consolidated balance sheets. As of June 30, 2015 and December 31, 2014, \$6.6 million and \$7.6 million, respectively, would be reclassified from assets to contra liabilities on the condensed consolidated balance sheets.

In February 2015, the FASB issued ASU 2015-02, Consolidation (Topic 810): Amendments to the Consolidation Analysis (ASU 2015-02). ASU 2015-02 affects reporting entities that are required to evaluate whether they should consolidate certain legal entities. ASU 2015-02 modifies the evaluation of whether limited partnerships and similar legal entities are VIEs or voting interest entities, eliminates the presumption that a general partner should consolidate a limited partnership and affects the consolidation analysis of reporting entities that are involved with VIEs, particularly those that have fee arrangements and related party relationships. ASU 2015-02 is effective for fiscal years, and for interim periods within those fiscal years, beginning after December 15, 2015. Early adoption is permitted. A reporting entity may apply the amendments in ASU 2015-02 using: (a) a modified retrospective approach by recording a cumulative-effect adjustment to equity as of the beginning of the fiscal year of adoption; or (b) by applying the amendments retrospectively. We are currently assessing the potential impact that the adoption of ASU 2015-02 will have on the condensed consolidated financial statements.

**2. Related Party Transactions and Investments in Non-Consolidated Entities**

*Investment in Sponsored REITs:*

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At June 30, 2015 and December 31, 2014, the Company held a common stock interest in 9 and 10 Sponsored REITs, respectively. The Company holds a non-controlling preferred stock investment in two of these Sponsored REITs, FSP 303 East Wacker Drive Corp. ( East Wacker ) and FSP Grand Boulevard Corp. ( Grand Boulevard ), from which it continues to derive economic benefits and risks.

During the year ended December 31, 2014, properties owned by four Sponsored REITs were sold and, thereafter, liquidating distributions for their preferred shareholders were declared and issued. The Company held a mortgage loan with two of these entities secured by the property owned by FSP Galleria North Corp. ( Galleria ) and the property owned by FSP Highland Place I Corp. ( Highland ). The loan with Galleria in the principal amount of \$13,880,000 was repaid from the proceeds of the sale and the loan with Highland in the principal amount of \$3,395,000 was repaid from the proceeds of the sale.

During the six months ended June 30, 2015, a property owned by a Sponsored REIT was sold and, thereafter, liquidating distributions for their preferred shareholders were declared and issued.

Table of Contents**Franklin Street Properties Corp.****Notes to Condensed Consolidated Financial Statements****(Unaudited)****2. Related Party Transactions and Investments in Non-consolidated Entities (continued)***Equity in losses of investment in non-consolidated REITs:*

The following table includes equity in losses of investments in non-consolidated REITs

(in thousands)	Six Months Ended				
	2015		June 30,		2014
Equity in loss of East Wacker	\$	309	\$	960	
Equity in loss of Grand Boulevard		51		76	
	\$	360	\$	1,036	

Equity in losses of investments in non-consolidated REITs is derived from the Company's share of income or loss in the operations of those entities. The Company exercises influence over, but does not control these entities, and investments are accounted for using the equity method.

Equity in losses of East Wacker is derived from the Company's preferred stock investment in the entity. In December 2007, the Company purchased 965.75 preferred shares or 43.7% of the outstanding preferred shares of East Wacker for \$82,813,000 (which represented \$96,575,000 at the offering price net of commissions of \$7,726,000, loan fees of \$5,553,000 and acquisition fees of \$483,000 that were excluded).

Equity in losses of Grand Boulevard is derived from the Company's preferred stock investment in the entity. In May 2009, the Company purchased 175.5 preferred shares or 27.0% of the outstanding preferred shares of Grand Boulevard for \$15,049,000 (which represented \$17,550,000 at the offering price net of commissions of \$1,404,000, loan fees of \$1,009,000 and acquisition fees of \$88,000 that were excluded).

The Company recorded distributions of \$54,000 from non-consolidated REITs during the six months ended June 30, 2015 and 2014.

*Management fees and interest income from loans:*



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Asset management fees range from 1% to 5% of collected rents and the applicable contracts are cancelable with 30 days notice. Asset management fee income from non-consolidated entities amounted to approximately \$346,000 and \$497,000 for the six months ended June 30, 2015 and 2014, respectively.

From time to time the Company may make secured loans ( Sponsored REIT Loans ) to Sponsored REITs in the form of mortgage loans or revolving lines of credit to fund construction costs, capital expenditures, leasing costs and for other purposes. The Company anticipates that each Sponsored REIT Loan will be repaid at maturity or earlier from long term financings of the underlying properties, cash flows from the underlying properties or some other capital event. Each Sponsored REIT Loan is secured by a mortgage on the underlying property and has a term of approximately one to three years, which may be extended from time to time by one year or longer. Except for the mortgage loan which bears interest at a fixed rate, advances under each Sponsored REIT Loan bear interest at a rate equal to the 30-day LIBOR rate plus an agreed upon amount of basis points and most advances also require a 50 basis point draw fee.

Table of Contents**Franklin Street Properties Corp.****Notes to Condensed Consolidated Financial Statements****(Unaudited)****2. Related Party Transactions and Investments in Non-consolidated Entities (continued)**

The following is a summary of the Sponsored REIT Loans outstanding as of June 30, 2015:

(dollars in thousands)	Location	Maturity Date	Maximum Amount of Loan	Amount Drawn at 30-Jun-15	Interest Rate (1)	Draw Fee (2)	Interest Rate at 30-Jun-15
<b>Sponsored REIT</b>							
<b>Secured revolving lines of credit</b>							
FSP Satellite Place Corp.	Duluth, GA	31-Mar-17	\$ 5,500	\$ 5,500	L+4.4%	0.5%	4.58%
FSP 1441 Main Street Corp.	Columbia, SC	31-Mar-16	10,800	9,000	L+4.4%	0.5%	4.58%
FSP Energy Tower I Corp.	Houston, TX	30-Jun-17	20,000	8,600	L+5.0%	0.5%	5.18%
<b>Secured construction loan</b>							
FSP 385 Interlocken Development Corp.	Broomfield, CO	30-Apr-16	42,000	37,541	L+4.4%	n/a	4.58%
<b>Mortgage loan secured by property</b>							
FSP Energy Tower I Corp.	Houston, TX	30-Jun-17	33,000	33,000	6.41%	n/a	6.41%
			\$ 111,300	\$ 93,641			

(1) The interest rate is 30-day LIBOR rate plus the additional rate indicated, otherwise a fixed rate.

(2) The draw fee is a percentage of each new advance, and is paid at the time of each new draw.

The Company recognized interest income and fees from the Sponsored REIT Loans of approximately \$2,539,000 and \$2,816,000 for the six months ended June 30, 2015 and 2014, respectively.

*Non-consolidated REITs:*

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The balance sheet data below for 2015 and 2014 includes the 9 and 10 Sponsored REITs the Company held an interest in as of June 30, 2015 and December 31, 2014, respectively. The operating data below for 2015 and 2014 include the operations of the 10 and 14 Sponsored REITs in which the Company held an interest in during the six months ended June 30, 2015 and 2014, respectively.

Summarized financial information for these Sponsored REITs is as follows:

(in thousands)	June 30, 2015	December 31, 2014
<b>Balance Sheet Data (unaudited):</b>		
Real estate, net	\$ 421,429	\$ 451,822
Other assets	101,701	127,259
Total liabilities	(198,575)	(203,239)
Shareholders' equity	\$ 324,555	\$ 375,842

(in thousands)	For the Six Months Ended June 30,	
	2015	2014
<b>Operating Data (unaudited):</b>		
Rental revenues	\$ 28,174	\$ 23,305
Other revenues	25	14
Operating and maintenance expenses	(15,266)	(11,746)
Depreciation and amortization	(9,925)	(7,677)
Interest expense	(4,930)	(3,431)
Net income (loss)	\$ (1,922)	\$ 465

Table of Contents

**Franklin Street Properties Corp.**

**Notes to Condensed Consolidated Financial Statements**

**(Unaudited)**

**3. Bank Note Payable and Term Note Payable**

BMO Term Loan

On October 29, 2014, the Company entered into an Amended and Restated Credit Agreement (the "BMO Credit Agreement") with the lending institutions referenced in the BMO Credit Agreement and Bank of Montreal, as administrative agent, that continued a single, unsecured term loan borrowing in the amount of \$220,000,000 (the "BMO Term Loan"). On August 26, 2013, the Company drew down the entire \$220,000,000 under the BMO Term Loan, which remains fully advanced and outstanding under the BMO Credit Agreement. The BMO Term Loan matures on August 26, 2020. The BMO Credit Agreement also includes an accordion feature that allows up to \$50,000,000 of additional loans, subject to receipt of lender commitments and satisfaction of certain customary conditions.

The BMO Term Loan bears interest at either (i) a number of basis points over LIBOR depending on the Company's credit rating (165 basis points over LIBOR at June 30, 2015) or (ii) a number of basis points over the base rate depending on the Company's credit rating (65 basis points over the base rate at June 30, 2015).

Although the interest rate on the BMO Term Loan is variable, the Company is permitted to hedge the base LIBOR interest rate by entering into an interest rate swap agreement. On August 26, 2013, the Company entered into an ISDA Master Agreement with Bank of Montreal that fixed the base LIBOR interest rate on the BMO Term Loan at 2.32% per annum for seven years, until the August 26, 2020 maturity date. Accordingly, based upon the Company's credit rating, as of June 30, 2015, the effective interest rate on the BMO Term Loan was 3.97% per annum.

The BMO Credit Agreement contains customary affirmative and negative covenants for credit facilities of this type. The BMO Credit Agreement also contains financial covenants that require the Company to maintain a minimum tangible net worth, a maximum leverage ratio, a maximum secured leverage ratio, a minimum fixed charge coverage ratio, a maximum unencumbered leverage ratio, minimum unsecured interest coverage and a maximum ratio of certain investments to total assets. The Company was in compliance with the BMO Term Loan financial covenants as of June 30, 2015.

The Company may use the proceeds of the loans under the BMO Credit Agreement to finance the acquisition of real properties and for other permitted investments; to finance investments associated with Sponsored REITs, to refinance or retire indebtedness and for working capital and other general business purposes, in each case to the extent permitted under the BMO Credit Agreement.

BAML Credit Facility

On October 29, 2014, the Company entered into a Second Amended and Restated Credit Agreement (the BAML Credit Agreement ) with the lending institutions referenced in the BAML Credit Agreement and those lenders from time to time party thereto and Bank of America, N.A., as administrative agent, L/C Issuer and Swing Line Lender (the BAML Credit Facility ) that continued an existing unsecured credit facility comprised of both a revolving line of credit (the BAML Revolver) and a term loan (the BAML Term Loan ).

BAML Revolver Highlights

- The BAML Revolver is for borrowings, at the Company s election, of up to \$500,000,000. Borrowings made pursuant to the BAML Revolver may be revolving loans, swing line loans or letters of credit, the combined sum of which may not exceed \$500,000,000 outstanding at any time.
- Borrowings made pursuant to the BAML Revolver may be borrowed, repaid and reborrowed from time to time until the initial maturity date of October 29, 2018. The Company has the right to extend the initial maturity date of the BAML Revolver by an additional 12 months, or until October 29, 2019, upon payment of a fee and satisfaction of certain customary conditions.
- The BAML Revolver includes an accordion feature that allows for up to \$250,000,000 of additional borrowing capacity subject to receipt of lender commitments and satisfaction of certain customary conditions.

Table of Contents

**Franklin Street Properties Corp.**

**Notes to Condensed Consolidated Financial Statements**

**(Unaudited)**

**3. Bank Note Payable and Term Note Payable (continued)**

As of June 30, 2015, there were borrowings of \$300,000,000 outstanding under the BAML Revolver. The BAML Revolver bears interest at either (i) a margin over LIBOR depending on the Company's credit rating (1.25% over LIBOR at June 30, 2015) or (ii) a margin over the base rate depending on the Company's credit rating (0.25% over the base rate at June 30, 2015). The BAML Credit Facility also obligates the Company to pay an annual facility fee in an amount that is also based on the Company's credit rating. The facility fee is assessed against the total amount of the BAML Revolver, or \$500,000,000 (0.25% at June 30, 2015).

Based upon the Company's credit rating, as of June 30, 2015, the weighted average interest rate on the BAML Revolver was 1.43% per annum and there were borrowings of \$300,000,000 outstanding. As of December 31, 2014, the weighted average interest rate on the BAML Revolver was 1.41% per annum and there were borrowings of \$268,000,000 outstanding. The weighted average interest rate on all amounts outstanding on the BAML Revolver during the six months ended June 30, 2015 was approximately 1.43% per annum. The weighted average interest rate on all amounts outstanding on the BAML Revolver during the year ended December 31, 2014 was approximately 1.60% per annum.

BAML Term Loan Highlights

- The BAML Term Loan is for \$400,000,000.
- The BAML Term Loan matures on September 27, 2017.
- On September 27, 2012, the Company drew down the entire \$400,000,000 and such amount remains fully advanced and outstanding under the BAML Credit Agreement.

The BAML Term Loan bears interest at either (i) a margin over LIBOR depending on the Company's credit rating (1.45% over LIBOR at June 30, 2015) or (ii) a margin over the base rate depending on the Company's credit rating (0.45% over the base rate at June 30, 2015). The actual margin over LIBOR rate or base rate is determined based on the Company's credit rating.

Although the interest rate on the BAML Credit Facility is variable, the Company fixed the base LIBOR interest rate on the BAML Term Loan by entering into an interest rate swap agreement. On September 27, 2012, the Company entered into an ISDA Master Agreement with Bank of America, N.A. that fixed the base LIBOR interest rate on the BAML Term Loan at 0.75% per annum for five years, until the September 27, 2017 maturity date. Accordingly, based upon the Company's credit rating, as of June 30, 2015, the effective interest rate on the BAML Term

Loan was 2.20% per annum.

BAML Credit Facility General Information

The BAML Credit Agreement contains customary affirmative and negative covenants for credit facilities of this type. The BAML Credit Agreement also contains financial covenants that require the Company to maintain a minimum tangible net worth, a maximum leverage ratio, a maximum secured leverage ratio, a minimum fixed charge coverage ratio, a maximum unencumbered leverage ratio, minimum unsecured interest coverage and a maximum ratio of certain investments to total assets. The Company was in compliance with the BAML Credit Facility financial covenants as of June 30, 2015.

The Company may use the proceeds of the loans under the BAML Credit Agreement to finance the acquisition of real properties and for other permitted investments; to finance investments associated with Sponsored REITs, to refinance or retire indebtedness and for working capital and other general business purposes, in each case to the extent permitted under the BAML Credit Agreement.

**4. Financial Instruments: Derivatives and Hedging**

On August 26, 2013, the Company fixed the interest rate for seven years on the BMO Credit Agreement with an interest rate swap agreement (the BMO Interest Rate Swap ) and on September 27, 2012, the Company fixed the interest rate for five years on the BAML Term Loan with an interest rate swap agreement (the BAML Interest Rate Swap ). The variable rates that were fixed under the BMO Interest Rate Swap and the BAML Interest Rate Swap are described in Note 3.

Table of Contents**Franklin Street Properties Corp.****Notes to Condensed Consolidated Financial Statements****(Unaudited)****4. Financial Instruments: Derivatives and Hedging (continued)**

The BMO Interest Rate Swap and the BAML Interest Rate Swap qualify as cash flow hedges and have been recognized on the consolidated balance sheet at fair value. If a derivative qualifies as a hedge, depending on the nature of the hedge, changes in the fair value of the derivative will either be offset against the change in fair value of the hedged asset, liability, or firm commitment through earnings, or recognized in other comprehensive income until the hedged item is recognized in earnings. The ineffective portion of a derivative's change in fair value will be immediately recognized in earnings, which may increase or decrease reported net income and stockholders' equity prospectively, depending on future levels of interest rates and other variables affecting the fair values of derivative instruments and hedged items, but will have no effect on cash flows.

The following table summarizes the notional and fair value of our derivative financial instruments at June 30, 2015. The notional value is an indication of the extent of our involvement in these instruments at that time, but does not represent exposure to credit, interest rate or market risks.

(in thousands)	Notional Value	Strike Rate	Effective Date	Expiration Date	Fair Value
BMO Interest Rate Swap	\$ 220,000	2.32%	Aug-13	Aug-20	\$ (7,632)
BAML Interest Rate Swap	\$ 400,000	0.75%	Sep-12	Sep-17	\$ 918

On June 30, 2015, the BMO Interest Rate Swap was reported as a liability at its fair value of approximately \$7.6 million and the BAML Interest Rate Swap was reported as an asset at its fair value of approximately \$0.9 million. These are included in other liabilities: derivative liability and other assets: derivative asset on the condensed consolidated balance sheet at June 30, 2015 and December 31, 2014, respectively. Offsetting adjustments are reported as unrealized gains or losses on derivative financial instruments in accumulated other comprehensive income of \$2.5 million. During the six months ended June 30, 2015, \$3.5 million was reclassified out of other comprehensive income and into interest expense.

Over time, the unrealized gains and losses held in accumulated other comprehensive income will be reclassified into earnings as an increase or reduction to interest expense in the same periods in which the hedged interest payments affect earnings. We estimate that approximately \$1.1 million of the current balance held in accumulated other comprehensive income will be reclassified into earnings within the next 12 months.

We are hedging the exposure to variability in anticipated future interest payments on existing debt.



The fair value of the Company's derivative instruments are determined using the net discounted cash flows of the expected cash flows of the derivative based on the market based interest rate curve and are adjusted to reflect credit or nonperformance risk. The risk is estimated by the Company using credit spreads and risk premiums that are observable in the market. These financial instruments were classified within Level 2 of the fair value hierarchy and were classified as an asset or liability on the condensed consolidated balance sheets.

**5. Net Income Per Share**

Basic net income per share is computed by dividing net income by the weighted average number of Company shares outstanding during the period. Diluted net income per share reflects the potential dilution that could occur if securities or other contracts to issue shares were exercised or converted into shares. There were no potential dilutive shares outstanding at June 30, 2015 and 2014, respectively.

Table of Contents**Franklin Street Properties Corp.****Notes to the Consolidated Financial Statements****(Unaudited)****6. Stockholders Equity**

As of June 30, 2015, the Company had 100,187,405 shares of common stock outstanding. The Company declared and paid dividends as follows (in thousands, except per share amounts):

<b>Quarter Paid</b>	<b>Dividends Per Share</b>		<b>Total Dividends</b>	
First quarter of 2015	\$	0.19	\$	19,036
Second quarter of 2015	\$	0.19	\$	19,035
First quarter of 2014	\$	0.19	\$	19,036
Second quarter of 2014	\$	0.19	\$	19,035

**7. Income Taxes***General*

The Company has elected to be taxed as a REIT under the Internal Revenue Code of 1986, as amended (the Code). As a REIT, the Company generally is entitled to a tax deduction for distributions paid to its shareholders, thereby effectively subjecting the distributed net income of the Company to taxation at the shareholder level only. The Company must comply with a variety of restrictions to maintain its status as a REIT. These restrictions include the type of income it can earn, the type of assets it can hold, the number of shareholders it can have and the concentration of their ownership, and the amount of the Company's taxable income that must be distributed annually.

One such restriction is that the Company generally cannot own more than 10% of the voting power or value of the securities of any one issuer unless the issuer is itself a REIT or a taxable REIT subsidiary (TRS). In the case of TRSs, the Company's ownership of securities in all TRSs generally cannot exceed 25% of the value of all of the Company's assets and, when considered together with other non-real estate assets, cannot exceed 25% of the value of all of the Company's assets. FSP Investments and FSP Protective TRS Corp. are the Company's taxable REIT subsidiaries operating as taxable corporations under the Code.

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Income taxes are recorded based on the future tax effects of the difference between the tax and financial reporting bases of the Company's assets and liabilities. In estimating future tax consequences, potential future events are considered except for potential changes in income tax law or in rates.

The Company adopted an accounting pronouncement related to uncertainty in income taxes effective January 1, 2007, which did not result in recording a liability, nor was any accrued interest and penalties recognized with the adoption. Accrued interest and penalties will be recorded as income tax expense, if the Company records a liability in the future. The Company's effective tax rate was not affected by the adoption. The Company and one or more of its subsidiaries files income tax returns in the U.S federal jurisdiction and various state jurisdictions. The statute of limitations for the Company's income tax returns is generally three years and as such, the Company's returns that remain subject to examination would be primarily from 2011 and thereafter.

The Company is subject to business tax (the Revised Texas Franchise Tax). The Revised Texas Franchise Tax is a tax at a rate of approximately 0.7% of revenues at Texas properties commencing with 2007 revenues. Some of the Company's leases allow reimbursement by tenants for these amounts because the Revised Texas Franchise Tax replaces a portion of the property tax for school districts. Because the tax base on the Revised Texas Franchise Tax is derived from an income based measure it is considered an income tax. The Company recorded a provision for the Revised Texas Franchise Tax of \$295,000 and \$244,000 for the six months ended June 30, 2015 and 2014, respectively.

Table of Contents**Franklin Street Properties Corp.****Notes to the Consolidated Financial Statements****(Unaudited)****7. Income Taxes (continued)***Net operating losses*

Section 382 of the Code restricts a corporation's ability to use net operating losses ( NOLs ) to offset future taxable income following certain ownership changes. Such ownership changes occurred with past mergers and accordingly a portion of the NOLs incurred by the Sponsored REITs available for use by the Company in any particular future taxable year will be limited. To the extent that the Company does not utilize the full amount of the annual NOLs limit, the unused amount may be carried forward to offset taxable income in future years. NOLs expire 20 years after the year in which they arise, and the last of the Company's NOLs will expire in 2027. A valuation allowance is provided for the full amount of the NOLs as the realization of any tax benefits from such NOLs is not assured. The gross amount of NOLs available to the Company was \$13,041,000, as of June 30, 2015 and December 31, 2014.

*Income Tax Expense*

The income tax expense reflected in the consolidated statements of income relates primarily to a franchise tax on our Texas properties. FSP Protective TRS Corp. provides taxable services to tenants at some of the Company's properties and the tax expenses associated with these activities are reported as Other Taxes in the table below:

(in thousands)	For the Six Months Ended June 30,	
	2015	2014
Revised Texas franchise tax	\$ 295	\$ 244
Other Taxes	20	10
Income tax expense	\$ 315	\$ 254

Taxes on income are a current tax expense. No deferred income taxes were provided as there were no material temporary differences between the financial reporting basis and the tax basis of the TRSs.

**8. Dispositions of properties**

The Company sold an office property located in Plano, Texas on February 23, 2015 at a \$1.5 million gain, an office property located in Eden Prairie, Minnesota on March 31, 2015 at a \$9.0 million gain and an office property located in Charlotte, North Carolina on May 13, 2015 at a \$0.9 million gain. The disposal of the properties does not represent a strategic shift that has a major effect on the Company's operations and financial results. Accordingly, the properties remain classified within continuing operations for all periods presented.

**9. Subsequent Events**

On July 10, 2015, the Board of Directors of the Company declared a cash distribution of \$0.19 per share of common stock payable on August 13, 2015 to stockholders of record on July 24, 2015.

Table of Contents

**Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations**

The following discussion should be read in conjunction with the financial statements and notes thereto appearing elsewhere in this report and in our Annual Report on Form 10-K for the year ended December 31, 2014. Historical results and percentage relationships set forth in the condensed consolidated financial statements, including trends which might appear, should not be taken as necessarily indicative of future operations. The following discussion and other parts of this Quarterly Report on Form 10-Q may also contain forward-looking statements based on current judgments and current knowledge of management, which are subject to certain risks, trends and uncertainties that could cause actual results to differ materially from those indicated in such forward-looking statements. Accordingly, readers are cautioned not to place undue reliance on forward-looking statements. Investors are cautioned that our forward-looking statements involve risks and uncertainty, including without limitation, economic conditions in the United States, disruptions in the debt markets, economic conditions in the markets in which we own properties, risks of a lessening of demand for the types of real estate owned by us, uncertainties relating to fiscal policy, changes in government regulations and regulatory uncertainty, geopolitical events, and expenditures that cannot be anticipated such as utility rate and usage increases, unanticipated repairs, additional staffing, insurance increases and real estate tax valuation reassessments. See Part II, Item 1A. Risk Factors below. Although we believe the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future results, levels of activity, performance or achievements. We may not update any of the forward-looking statements after the date this Quarterly Report on Form 10-Q is filed to conform them to actual results or to changes in our expectations that occur after such date, other than as required by law.

**Overview**

FSP Corp., or we, or the Company, operates in the real estate operations segment. The real estate operations segment involves real estate rental operations, leasing, secured financing of real estate and services provided for asset management, property management, property acquisitions, dispositions and development. Our current strategy is to invest in select urban infill and central business district properties, with primary emphasis on our top five markets of Atlanta, Dallas, Denver, Houston and Minneapolis. We believe that our top five markets have macro-economic drivers that have the potential to increase occupancies and rents. We will also monitor San Diego, Silicon Valley, Greater Boston, Raleigh-Durham, and Greater Washington, DC, as well as other markets, for opportunistic investments. FSP Corp. seeks value-oriented investments with an eye towards long-term growth and appreciation, as well as current income.

The main factor that affects our real estate operations is the broad economic market conditions in the United States. These market conditions affect the occupancy levels and the rent levels on both a national and local level. We have no influence on broader economic/market conditions. We look to acquire and/or develop quality properties in good locations in order to lessen the impact of downturns in the market and to take advantage of upturns when they occur.

**Critical Accounting Policies**

We have certain critical accounting policies that are subject to judgments and estimates by our management and uncertainties of outcome that affect the application of these policies. We base our estimates on historical experience and on various other assumptions we believe to be reasonable under the circumstances. On an on-going basis, we evaluate our estimates. In the event estimates or assumptions prove to be different from actual results, adjustments are made in subsequent periods to reflect more current information. The accounting policies that we believe are most critical to the understanding of our financial position and results of operations, and that require significant management estimates and judgments, are discussed in Item 7, Management's Discussion and Analysis of Financial Condition and Results of Operations in our Annual Report on Form 10-K for the year ended December 31, 2014.

Critical accounting policies are those that have the most impact on the reporting of our financial condition and results of operations and those requiring significant judgments and estimates. We believe that our judgments and assessments are consistently applied and produce financial information that fairly presents our results of operations. No changes to our critical accounting policies have occurred since the filing of our Annual Report on Form 10-K for the year ended December 31, 2014.

Recent Accounting Standards

In May 2014, the FASB issued ASU No. 2014-09, Revenue from Contracts with Customers, which provides guidance for revenue recognition. The standard's core principle is that a company will recognize revenue when promised goods or services are transferred to customers in an amount that reflects the consideration to which a company expects to be entitled in exchange for those goods or services. This update is effective for interim and annual reporting periods beginning after December 15, 2017. The Company is currently in the process of evaluating the impact the adoption of this ASU will have on the condensed consolidated financial statements.

## Table of Contents

In August 2014, the FASB issued ASU 2014-15, Presentation of Financial Statements – Going Concern: Disclosure of Uncertainties about an Entity’s Ability to Continue as a Going Concern. This update requires an entity to evaluate whether there are conditions or events that raise substantial doubt about the entity’s ability to continue as a going concern within one year after the date that the financial statements are issued (or within one year after the financial statements are available to be issued when applicable) and to provide related footnote disclosures in certain circumstances. This update is effective for the annual period ending after December 15, 2016, and for annual and interim periods thereafter with early adoption permitted. The implementation of this update is not expected to cause any significant changes to the condensed consolidated financial statements.

In April 2015, the FASB issued ASU No. 2015-03, Simplifying the Presentation of Debt Issuance Costs, which requires debt issuance costs to be presented in the balance sheet as a direct deduction from the associated debt liability. This update is effective for interim and annual reporting periods beginning after December 15, 2015 and requires retrospective application. The implementation of this update is not expected to cause any material changes to the condensed consolidated financial statements other than the reclassification of debt issuance costs from assets to contra liabilities on the condensed consolidated balance sheets. As of June 30, 2015 and December 31, 2014, \$6.6 million and \$7.6 million, respectively, would be reclassified from assets to contra liabilities on the condensed consolidated balance sheets.

In February 2015, the FASB issued ASU 2015-02, Consolidation (Topic 810): Amendments to the Consolidation Analysis (ASU 2015-02). ASU 2015-02 affects reporting entities that are required to evaluate whether they should consolidate certain legal entities. ASU 2015-02 modifies the evaluation of whether limited partnerships and similar legal entities are VIEs or voting interest entities, eliminates the presumption that a general partner should consolidate a limited partnership and affects the consolidation analysis of reporting entities that are involved with VIEs, particularly those that have fee arrangements and related party relationships. ASU 2015-02 is effective for fiscal years, and for interim periods within those fiscal years, beginning after December 15, 2015. Early adoption is permitted. A reporting entity may apply the amendments in ASU 2015-02 using: (a) a modified retrospective approach by recording a cumulative-effect adjustment to equity as of the beginning of the fiscal year of adoption; or (b) by applying the amendments retrospectively. We are currently assessing the potential impact that the adoption of ASU 2015-02 will have on the condensed consolidated financial statements.

## **Trends and Uncertainties**

### **Economic Conditions**

The economy in the United States is continuing to experience a period of slow economic growth, with slowly declining unemployment from recent high levels, which directly affects the demand for office space, our primary income producing asset. The broad economic market conditions in the United States are affected by numerous factors, including but not limited to, inflation and employment levels, energy prices, slow economic growth and/or recessionary concerns, uncertainty about government fiscal and tax policy, changes in currency exchange rates, geopolitical events, the regulatory environment, the availability of credit and interest rates. In addition, the Federal Reserve Bank has indicated that it may begin to raise interest rates later in 2015. Any increase in interest rates could result in increased borrowing costs to us. However, we could also benefit from any further improved economic fundamentals and increasing levels of employment. We believe that the economy is in the early stages of a cyclically-slower but prolonged broad-based upswing. However, future economic factors may negatively affect real estate values, occupancy levels and property income.

### **Real Estate Operations**



*Leasing*

Our real estate portfolio was approximately 90.6% leased as of June 30, 2015, a decrease from 92.8% as of December 31, 2014. The 2.2% decrease in leased space was a result of lease expirations and terminations during 2015 that were not leased at June 30, 2015, and the impact of the acquisition of a property on April 8, 2015 with 442,130 rentable square feet that was approximately 80% leased and the sale of three properties in 2015 with approximately 380,000 of rentable square feet in the aggregate that were approximately 98% leased in the aggregate. As of June 30, 2015, we had 902,000 square feet of vacancy in our portfolio compared to 689,000 square feet of vacancy at December 31, 2014. During the six months ended June 30, 2015, we leased approximately 547,000 square feet of office space, of which approximately 329,000 square feet were with existing tenants, at a weighted average term of 4.8 years. On average, tenant improvements for such leases were \$15.97 per square foot, lease commissions were \$5.80 per square foot and rent concessions were approximately three months of free rent. Average GAAP base rents under such leases were \$26.38 per square foot, or 12.9% higher than average rents in the respective properties as applicable compared to the year ended December 31, 2014.

As of June 30, 2015, leases for approximately 2.3% and 11.3% of the square footage in our portfolio are scheduled to expire during 2015 and 2016, respectively. As the third quarter of 2015 begins, we believe that our property portfolio is well stabilized, with a balanced lease expiration schedule.

Table of Contents

While we cannot generally predict when existing vacancy in our real estate portfolio will be leased or if existing tenants with expiring leases will renew their leases or what the terms and conditions of the lease renewals will be, we expect to renew or sign new leases at then-current market rates for locations in which the buildings are located, which could be above or below the expiring rates. Also, even as the economy continues to slowly recover, we believe the potential for any of our tenants to default on its lease or to seek the protection of bankruptcy still exists. If any of our tenants defaults on its lease, we may experience delays in enforcing our rights as a landlord and may incur substantial costs in protecting our investment. In addition, at any time, a tenant of one of our properties may seek the protection of bankruptcy laws, which could result in the rejection and termination of such tenant's lease and thereby cause a reduction in cash available for distribution to our stockholders.

***Real Estate Acquisition and Investment Activity***

During 2015:

- on April 8, we acquired an office property with approximately 442,130 rentable square feet of space for \$78.0 million located in the Central Perimeter Submarket of Atlanta, Georgia.

Additional potential real estate investment opportunities are actively being explored and we would anticipate further real estate investments in the future.

During 2014:

- we funded advances on Sponsored REIT Loans for revolving lines of credit in the aggregate amount of approximately \$11.2 million;
- on June 19, we received approximately \$13.9 million from FSP Galleria North Corp. as repayment in full of a Sponsored REIT Loan; and
- on December 23, we received approximately \$3.4 million from FSP Highland Place I Corp. as repayment in full of a Sponsored REIT Loan.

***Dispositions of Properties***

During 2015, we sold an office property located in Plano, Texas on February 23, 2015 at a \$1.5 million gain, sold an office property located in Eden Prairie, Minnesota on March 31, 2015 at a \$9.0 million gain and sold an office property located in Charlotte, North Carolina on May 13, 2015 at a \$0.9 million gain. During 2014, we sold an office property located in Colorado Springs, Colorado on December 3, 2014 at a \$0.9 million gain.

We will continue to evaluate our portfolio, and in the future may decide to dispose of additional properties from time-to-time in the ordinary course of business. We believe that the current property sales environment continues to improve in many markets relative to both liquidity and pricing. We believe that both improving office property fundamentals as well as attractive financing availability will likely be required to continue improvement in the marketplace for potential property dispositions. As an important part of our total return strategy, we intend to be active in property dispositions when we believe that market conditions warrant such activity and, as a consequence, we continuously review and evaluate our portfolio of properties for potentially advantageous dispositions.

Table of Contents**Results of Operations**

The following table shows results for the three months ended June 30, 2015 and 2014:

(in thousands)	Three months ended June 30,		
	2015	2014	Change
<b>Revenue:</b>			
Rental	\$ 58,801	\$ 60,994	\$ (2,193)
<b>Related party revenue:</b>			
Management fees and interest income from loans	1,412	1,671	(259)
Other	20	76	(56)
<b>Total revenue</b>	<b>60,233</b>	<b>62,741</b>	<b>(2,508)</b>
<b>Expenses:</b>			
Real estate operating expenses	14,644	14,995	(351)
Real estate taxes and insurance	9,469	9,763	(294)
Depreciation and amortization	23,207	23,563	(356)
Selling, general and administrative	3,401	3,148	253
Interest	6,365	6,891	(526)
<b>Total expenses</b>	<b>57,086</b>	<b>58,360</b>	<b>(1,274)</b>
Income before interest income, equity in losses of non-consolidated REITs and taxes	3,147	4,381	(1,234)
Interest income		1	(1)
Equity in losses of non-consolidated REITs	(38)	(552)	514
Gain on sale of properties, less applicable income tax	948		948
<b>Income before taxes on income</b>	<b>4,057</b>	<b>3,830</b>	<b>227</b>
Taxes on income	154	117	37
<b>Net income</b>	<b>\$ 3,903</b>	<b>\$ 3,713</b>	<b>\$ 190</b>

*Comparison of the three months ended June 30, 2015 to the three months ended June 30, 2014:*

Revenues

Total revenues decreased by \$2.5 million to \$60.2 million for the quarter ended June 30, 2015, as compared to the quarter ended June 30, 2014. The decrease was primarily a result of:

- A decrease in rental revenue of approximately \$2.2 million arising primarily from loss of revenue from the disposition of a property on December 3, 2014, the disposition of another property on February 23, 2015, the disposition of another property on March 31, 2015 and the disposition of another property on May 13, 2015. In

addition, our rental revenues decreased because leased space decreased approximately 3.5 percentage points to 90.6% in the real estate portfolio at June 30, 2015 compared to June 30, 2014. These decreases were partially offset by increased rental revenue for a property we acquired on April 8, 2015.

- A decrease in interest income from loans to Sponsored REITs of approximately \$0.3 million as a result of repayments of Sponsored REIT Loans in the last twelve months.

#### Expenses

Total expenses decreased by \$1.3 million to \$57.1 million for the quarter ended June 30, 2015, as compared to the quarter ended June 30, 2014. The decrease was primarily a result of:

- A decrease in depreciation and amortization of \$0.4 million as a result of the disposition of four properties in the last twelve months, which was partially offset by depreciation and amortization of a property we acquired on April 8, 2015.

Table of Contents

- A decrease to interest expense of approximately \$0.5 million to \$6.4 million for the three months ended June 30, 2015 compared to the same period in 2014. The decrease was primarily attributable to lower interest rates during the three months ended June 30, 2015 compared to the same period in 2014.
- A decrease in real estate operating expenses and real estate taxes and insurance of approximately \$0.6 million, which was primarily from the disposition of four properties in the last twelve months, which was partially offset by real estate operating expenses from a property we acquired on April 8, 2015.

These decreases were partially offset by:

- An increase in selling, general and administrative expenses of approximately \$0.2 million, which was primarily the result of increased personnel related expenses and professional fees. We had 39 and 38 employees as of June 30, 2015 and 2014, respectively, at our headquarters in Wakefield, Massachusetts.

Equity in losses of non-consolidated REITs

Equity in losses from non-consolidated REITs decreased approximately \$0.5 million to a loss of \$38,000 during the three months ended June 30, 2015 compared to the same period in 2014. The decrease was primarily because equity in loss from our preferred stock investment in a Sponsored REIT, FSP 303 East Wacker Drive Corp., which we refer to as East Wacker, decreased \$0.5 million during the three months ended June 30, 2015 compared to the same period in 2014.

Gain on sale of properties, less applicable income tax

During the three months ended June 30, 2015, we recorded a gain on sale of a property. We sold an office property located in Charlotte, North Carolina on May 13, 2015 at a \$0.9 million gain. During the three months ended June 30, 2014, we did not sell any properties.

Taxes on income

Included in income taxes is the Revised Texas Franchise Tax, which is a tax on revenues from Texas properties that increased \$32,000 and federal and other income taxes decreased \$8,000 for the three months ended June 30, 2015, compared to the three months ended June 30, 2014.

Net Income

Net Income for the three months ended June 30, 2015 was \$3.9 million compared to \$3.7 million for the three months ended June 30, 2014, for the reasons described above.

Table of Contents

The following table shows results for the six months ended June 30, 2015 and 2014:

(in thousands)	2015	Six months ended June 30,		Change
		2014		
<b>Revenue:</b>				
Rental	\$ 117,814	\$ 122,591		\$ (4,777)
<b>Related party revenue:</b>				
Management fees and interest income from loans	2,885	3,314		(429)
Other	41	99		(58)
<b>Total revenue</b>	<b>120,740</b>	<b>126,004</b>		<b>(5,264)</b>
<b>Expenses:</b>				
Real estate operating expenses	30,000	30,066		(66)
Real estate taxes and insurance	19,517	19,014		503
Depreciation and amortization	45,879	47,863		(1,984)
Selling, general and administrative	7,092	6,420		672
Interest	12,552	14,067		(1,515)
<b>Total expenses</b>	<b>115,040</b>	<b>117,430</b>		<b>(2,390)</b>
Income before interest income, equity in losses of non-consolidated REITs and taxes	5,700	8,574		(2,874)
Interest income	1	2		(1)
Equity in losses of non-consolidated REITs	(360)	(1,036)		676
Gain on sale of properties, less applicable income tax	11,410			11,410
<b>Income before taxes on income</b>	<b>16,751</b>	<b>7,540</b>		<b>9,211</b>
Taxes on income	315	254		61
<b>Net income</b>	<b>\$ 16,436</b>	<b>\$ 7,286</b>		<b>\$ 9,150</b>

*Comparison of the six months ended June 30, 2015 to the six months ended June 30, 2014:*

Revenues

Total revenues decreased by \$5.3 million to \$120.7 million for the six months ended June 30, 2015, as compared to the six months ended June 30, 2014. The decrease was primarily a result of:

- A decrease in rental revenue of approximately \$4.8 million arising primarily from loss of revenue from the disposition of a property on December 3, 2014, the disposition of another property on February 23, 2015, the disposition of another property on March 31, 2015 and the disposition of another property on May 13, 2015. In addition, our rental revenues decreased because leased space decreased approximately 3.5 percentage points to 90.6% in the real estate portfolio at June 30, 2015 compared to June 30, 2014. These decreases were partially offset by increased rental revenue for a property we acquired on April 8, 2015.



- A decrease in interest income from loans to Sponsored REITs of approximately \$0.4 million as a result of repayments of Sponsored REIT Loans in the last twelve months.

Expenses

Total expenses decreased by \$2.4 million to \$115.0 million for the six months ended June 30, 2015, as compared to the six months ended June 30, 2014. The decrease was primarily a result of:

- A decrease in depreciation and amortization of \$2.0 million as a result of the disposition of four properties over the last twelve months, which was partially offset by depreciation and amortization of a property we acquired on April 8, 2015.
- A decrease to interest expense of approximately \$1.5 million to \$12.6 million for the six months ended June 30, 2015 compared to the same period in 2014. The decrease was attributable to a lower amount of debt outstanding and lower interest rates during the six months ended June 30, 2015 compared to the same period in 2014.

Table of Contents

These decreases were partially offset by:

- An increase in real estate operating expenses and real estate taxes and insurance of approximately \$0.4 million, which was primarily from increases to real estate taxes and the acquisition of a property on April 8, 2015 and was partially offset by dispositions of four properties over the last twelve months.
- An increase in selling, general and administrative expenses of approximately \$0.7 million, which was primarily the result of increased personnel related expenses and professional fees. We had 39 and 38 employees as of June 30, 2015 and 2014, respectively, at our headquarters in Wakefield, Massachusetts.

Equity in losses of non-consolidated REITs

Equity in losses from non-consolidated REITs decreased approximately \$0.7 million to a loss of \$0.4 million during the six months ended June 30, 2015 compared to the same period in 2014. The decrease was primarily because equity in loss from our preferred stock investment in a Sponsored REIT, FSP 303 East Wacker Drive Corp., which we refer to as East Wacker, decreased \$0.7 million during the six months ended June 30, 2015 compared to the same period in 2014.

Gain on sale of properties, less applicable income tax

During the six months ended June 30, 2015, we recorded gains on sale of three properties. We sold an office property located in Plano, Texas on February 23, 2015 at a \$1.5 million gain, an office property located in Eden Prairie, Minnesota on March 31, 2015 at a \$9.0 million gain and an office property located in Charlotte, North Carolina on May 13, 2015 at a \$0.9 million gain. During the six months ended June 30, 2014, we did not sell any properties.

Taxes on income

Included in income taxes is the Revised Texas Franchise Tax, which is a tax on revenues from Texas properties that increased \$51,000 and federal and other income taxes increased \$10,000 for the six months ended June 30, 2015, compared to the six months ended June 30, 2014.

Net Income

Net Income for the six months ended June 30, 2015 was \$16.4 million compared to \$7.3 million for the six months ended June 30, 2014, for the reasons described above.



Table of Contents**Non-GAAP Financial Measures**Funds From Operations

The Company evaluates performance based on Funds From Operations, which we refer to as FFO, as management believes that FFO represents the most accurate measure of activity and is the basis for distributions paid to equity holders. The Company defines FFO as net income (computed in accordance with GAAP), excluding gains (or losses) from sales of property and acquisition costs of newly acquired properties that are not capitalized, plus depreciation and amortization, including amortization of acquired above and below market lease intangibles and impairment charges on properties or investments in non-consolidated REITs, and after adjustments to exclude equity in income or losses from, and, to include the proportionate share of FFO from, non-consolidated REITs.

FFO should not be considered as an alternative to net income (determined in accordance with GAAP), nor as an indicator of the Company's financial performance, nor as an alternative to cash flows from operating activities (determined in accordance with GAAP), nor as a measure of the Company's liquidity, nor is it necessarily indicative of sufficient cash flow to fund all of the Company's needs.

Other real estate companies and the National Association of Real Estate Investment Trusts, or NAREIT may define this term in a different manner. We have included the NAREIT FFO definition in our table and note that other REITs may not define FFO in accordance with the current NAREIT definition or may interpret the current NAREIT definition differently than we do.

We believe that in order to facilitate a clear understanding of the results of the Company, FFO should be examined in connection with net income and cash flows from operating, investing and financing activities in the consolidated financial statements.

The calculations of FFO are shown in the following table:

(in thousands):	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2015	2014	2015	2014
Net income (loss)	\$ 3,903	\$ 3,713	\$ 16,436	\$ 7,286
Gain on sale or properties, less applicable income tax	(948)		(11,410)	
Equity in losses of non-consolidated REITs	38	552	360	1,036
FFO from non-consolidated REITs	885	351	1,486	770
Depreciation and amortization	23,168	23,638	45,846	47,927
NAREIT FFO	27,046	28,254	52,718	57,019
Acquisition costs of new properties	142		142	14
Funds From Operations	\$ 27,188	\$ 28,254	\$ 52,860	\$ 57,033

Net Operating Income (NOI)

The Company provides property performance based on Net Operating Income, which we refer to as NOI. Management believes that investors are interested in this information. NOI is a non-GAAP financial measure that the Company defines as net income (the most directly comparable GAAP financial measure) plus selling, general and administrative expenses, depreciation and amortization, including amortization of acquired above and below market lease intangibles and impairment charges, interest expense, less equity in earnings of nonconsolidated REITs, interest income, management fee income, gains or losses on the sale of assets and excludes non-property specific income and expenses. The information presented includes footnotes and the data is shown by region with properties owned in both periods, which we call Same Store. The Comparative Same Store results include properties held for the periods presented and exclude significant nonrecurring income such as bankruptcy settlements and lease termination fees. NOI, as defined by the Company, may not be comparable to NOI reported by other REITs that define NOI differently. NOI should not be considered an alternative to net income as an indication of our performance or to cash flows as a measure of the Company's liquidity or its ability to make distributions. The calculations of NOI are shown in the following table:

Table of Contents**Net Operating Income (NOI)\***

(in thousands)	Rentable Square Feet or RSF	Three Months Ended		Six Months	Three Months Ended		Six Months	Inc (Dec)	% Change
		31-Mar-15	30-Jun-15	Ended 30-Jun-15	31-Mar-14	30-Jun-14	Ended 30-Jun-14		
<b>Region</b>									
East	1,333	\$ 4,736	\$ 4,648	\$ 9,384	\$ 4,577	\$ 4,655	\$ 9,232	\$ 152	1.6%
MidWest	1,530	3,469	3,563	7,032	4,586	4,541	9,127	(2,095)	-23.0%
South	4,026	15,781	15,995	31,776	16,796	16,183	32,979	(1,203)	-3.6%
West	2,309	8,216	8,571	16,787	9,388	9,290	18,678	(1,891)	-10.1%
Same Store	9,198	32,202	32,777	64,979	35,347	34,669	70,016	(5,037)	-7.2%
Acquisitions	442		1,057	1,057				1,057	1.5%
Property NOI from the continuing portfolio	9,640	32,202	33,834	66,036	35,347	34,669	70,016	(3,980)	-5.7%
Dispositions		822	61	883	1,226	1,257	2,483	(1,600)	-2.1%
Property NOI		\$ 33,024	\$ 33,895	\$ 66,919	\$ 36,573	\$ 35,926	\$ 72,499	\$ (5,580)	-7.7%
Same Store		\$ 32,202	\$ 32,777	\$ 64,979	\$ 35,347	\$ 34,669	\$ 70,016	\$ (5,037)	-7.2%
Less Nonrecurring Items in NOI (a)		75	81	156	707	287	994	(838)	1.1%
Comparative Same Store		\$ 32,127	\$ 32,696	\$ 64,823	\$ 34,640	\$ 34,382	\$ 69,022	\$ (4,199)	-6.1%

Reconciliation to Net income	Three Months Ended		Six Months	Three Months Ended		Six Months
	31-Mar-15	30-Jun-15	Ended 30-Jun-15	31-Mar-14	30-Jun-14	Ended 30-Jun-14
Net Income	\$ 12,533	\$ 3,903	\$ 16,436	\$ 3,573	\$ 3,713	\$ 7,286
Add (deduct):						
Gain on sale of properties, less applicable income taxes	(10,462)	(948)	(11,410)			
Management fee income	(643)	(559)	(1,202)	(646)	(682)	(1,328)
Depreciation and amortization	22,672	23,207	45,879	24,300	23,563	47,863
Amortization of above/below market leases	6	(39)	(33)	(11)	74	63
Selling, general and administrative	3,691	3,401	7,092	3,272	3,148	6,420
Interest expense	6,187	6,365	12,552	7,176	6,891	14,067
Interest income	(1,262)	(1,278)	(2,540)	(1,410)	(1,408)	(2,818)
Equity in losses of non-consolidated REITs	322	38	360	484	552	1,036
Non-property specific items, net	(20)	(195)	(215)	(165)	75	(90)
Property NOI	\$ 33,024	\$ 33,895	\$ 66,919	\$ 36,573	\$ 35,926	\$ 72,499

(a) Nonrecurring Items in NOI include proceeds from bankruptcies, lease termination fees or other significant nonrecurring income or expenses, which may affect comparability.

\*Excludes NOI from investments in and interest income from secured loans to non-consolidated REITs.



Table of Contents

The information presented below provides the weighted average GAAP rent per square foot for the six months ending June 30, 2015 for our properties and weighted occupancy square feet and percentages. GAAP rent includes the impact of tenant concessions and reimbursements. This table does not include information about properties held by our investments in nonconsolidated REITs or those to which we have provided Sponsored REIT Loans.

<b>Property Name</b>	<b>City</b>	<b>State</b>	<b>Year Built or</b>	<b>Net Rentable</b>	<b>Weighted Occupied</b>	<b>Weighted Occupied Percentage as of June 30,</b>	<b>Weighted Average Rent per Occupied</b>
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