

FRANKLIN STREET PROPERTIES CORP /MA/

Form 10-Q

October 27, 2015

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**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 September 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   
(Do not check if a smaller reporting company)

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 October 23, 2015 was 100,187,405.

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Franklin Street Properties Corp.

Form 10-Q

Quarterly Report

September 30, 2015

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

(in thousands, except share and par value amounts)	September 30, 2015	December 31, 2014
Assets:		
Real estate assets:		
Land	\$ 180,271	\$ 183,930
Buildings and improvements	1,639,869	1,604,984
Fixtures and equipment	1,882	1,677
	1,822,022	1,790,591
Less accumulated depreciation	291,331	266,284
Real estate assets, net	1,530,691	1,524,307
Acquired real estate leases, less accumulated amortization of \$116,711 and \$101,838, respectively	117,272	138,714
Investment in non-consolidated REITs	77,853	78,611
Cash and cash equivalents	19,100	7,519
Restricted cash	34	742
Tenant rent receivables, less allowance for doubtful accounts of \$200 and \$325, respectively	3,548	4,733
Straight-line rent receivable, less allowance for doubtful accounts of \$50 and \$162, respectively	47,330	47,021
Prepaid expenses and other assets	9,773	10,292
Related party mortgage loan receivables	93,641	93,641
Other assets: derivative asset		3,020
Office computers and furniture, net of accumulated depreciation of \$1,261 and \$1,036, respectively	551	609
Deferred leasing commissions, net of accumulated amortization of \$19,294 and \$16,944, respectively	26,587	27,181
Total assets	\$ 1,926,380	\$ 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	42,164	42,561
Accrued compensation	3,236	3,758
Tenant security deposits	4,349	4,248
Other liabilities: derivative liability	12,096	7,268
Acquired unfavorable real estate leases, less accumulated amortization of \$10,504 and \$8,687, respectively	10,241	10,908
Total liabilities	992,086	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	(12,096)	(4,248)
Accumulated distributions in excess of accumulated earnings	(327,176)	(289,671)
Total stockholders' equity	934,294	979,647
Total liabilities and stockholders' equity	\$ 1,926,380	\$ 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 September 30,		For the Nine Months Ended September 30,	
	2015	2014	2015	2014
<b>Revenue:</b>				
Rental	\$ 60,386	\$ 59,728	\$ 178,200	\$ 182,319
<b>Related party revenue:</b>				
Management fees and interest income from loans	1,470	1,462	4,355	4,776
Other	21		62	99
Total revenue	61,877	61,190	182,617	187,194
<b>Expenses:</b>				
Real estate operating expenses	15,951	15,632	45,951	45,698
Real estate taxes and insurance	9,941	8,555	29,458	27,569
Depreciation and amortization	22,911	24,878	68,790	72,741
Selling, general and administrative	3,071	3,071	10,163	9,491
Interest	6,425	6,883	18,977	20,950
Total expenses	58,299	59,019	173,339	176,449
Income before interest income, equity in losses of non-consolidated REITs and taxes	3,578	2,171	9,278	10,745
Interest income			1	2
Equity in losses of non-consolidated REITs	(284)	(455)	(644)	(1,491)
Gain on sale of properties, less applicable income tax	1		11,411	
Income before taxes on income	3,295	1,716	20,046	9,256
Taxes on income	129	149	444	403
Net income	\$ 3,166	\$ 1,567	\$ 19,602	\$ 8,853
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	\$ 0.03	\$ 0.02	\$ 0.20	\$ 0.09

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



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**Franklin Street Properties Corp.**

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

**(Unaudited)**

(in thousands)	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2015	2014	2015	2014
Net income	\$ 3,166	\$ 1,567	\$ 19,602	\$ 8,853
Other comprehensive income (loss):				
Unrealized gain (loss) on derivative financial instruments	(5,382)	3,094	(7,848)	(3,542)
Total other comprehensive income (loss)	(5,382)	3,094	(7,848)	(3,542)
Comprehensive income (loss)	\$ (2,216)	\$ 4,661	\$ 11,754	\$ 5,311

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

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## Franklin Street Properties Corp.

## Condensed Consolidated Statements of Cash Flows

(Unaudited)

(in thousands)	For the Nine Months Ended September 30,	
	2015	2014
<b>Cash flows from operating activities:</b>		
Net income	\$ 19,602	\$ 8,853
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization expense	70,340	74,237
Amortization of above market lease	(96)	560
Equity in losses of non-consolidated REITs	644	1,491
Gain on sale of properties, less applicable income tax	(11,411)	
Increase (decrease) in allowance for doubtful accounts	(125)	125
Changes in operating assets and liabilities:		
Restricted cash	708	(64)
Tenant rent receivables	1,310	2,112
Straight-line rents	(1,573)	(4,038)
Lease acquisition costs	(463)	(438)
Prepaid expenses and other assets	(997)	(106)
Accounts payable, accrued expenses and other items	(603)	(2,133)
Accrued compensation	(522)	(122)
Tenant security deposits	101	304
Payment of deferred leasing commissions	(4,254)	(4,854)
Net cash provided by operating activities	72,661	75,927
<b>Cash flows from investing activities:</b>		
Property acquisitions	(66,104)	
Acquired real estate leases	(10,604)	
Property improvements, fixtures and equipment	(15,005)	(12,403)
Distributions in excess of earnings from non-consolidated REITs	81	81
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 used in investing activities	(35,973)	(1,012)
<b>Cash flows from financing activities:</b>		
Distributions to stockholders	(57,107)	(57,108)
Borrowings under bank note payable	95,000	10,000
Repayments of bank note payable	(63,000)	(31,500)
Net cash used in financing activities	(25,107)	(78,608)
<b>Net increase in cash and cash equivalents</b>	<b>11,581</b>	<b>(3,693)</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>\$ 19,100</b>	<b>\$ 15,930</b>
Non-cash investing and financing activities:		
Accrued costs for purchase of real estate assets	\$ 1,994	\$ 1,794

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 September 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 September 30,	
	2015	2014
Commercial real estate:		
Number of properties	36	39
Rentable square feet	9,640,904	9,690,361

**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 nine months ended September 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.

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**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 September 30, 2015 and December 31, 2014, \$2.6 million and \$3.3 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 September 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 nine months ended September 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)	Nine Months Ended September 30,			
	2015		2014	
Equity in loss of East Wacker	\$	563	\$	1,346
Equity in loss of Grand Boulevard		81		145
	\$	644	\$	1,491

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 \$81,000 from non-consolidated REITs during the nine months ended September 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 \$523,000 and \$744,000 for the nine months ended September 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 September 30, 2015:

(dollars in thousands) Sponsored REIT	Location	Maturity Date	Maximum Amount of Loan	Amount Drawn at 30-Sep-15	Interest Rate (1)	Draw Fee (2)	Interest Rate at 30-Sep-15
<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%	4.60%
FSP 1441 Main Street Corp.	Columbia, SC	31-Mar-16	10,800	9,000	L+4.4%	0.5%	4.60%
FSP Energy Tower I Corp.	Houston, TX	30-Jun-17	20,000	8,600	L+5.0%	0.5%	5.20%
<b>Secured construction loan</b>							
FSP 385 Interlocken Development Corp.	Broomfield, CO	30-Apr-16	42,000	37,541	L+4.4%	n/a	4.60%
<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 \$3,833,000 and \$4,032,000 for the nine months ended September 30, 2015 and 2014, respectively.

*Non-consolidated REITs:*

The balance sheet data below for 2015 and 2014 includes the 9 and 10 Sponsored REITs the Company held an interest in as of September 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 nine months ended September 30, 2015 and 2014, respectively.

Summarized financial information for these Sponsored REITs is as follows:

(in thousands)	September 30, 2015	December 31, 2014
<b>Balance Sheet Data (unaudited):</b>		
Real estate, net	\$ 421,001	\$ 451,822
Other assets	101,449	127,259
Total liabilities	(201,472)	(203,239)
Shareholders' equity	\$ 320,978	\$ 375,842

(in thousands)	For the Nine Months Ended September 30,	
	2015	2014
<b>Operating Data (unaudited):</b>		
Rental revenues	\$ 42,889	\$ 52,904
Other revenues	22	33
Operating and maintenance expenses	(23,695)	(27,403)
Depreciation and amortization	(15,029)	(18,278)
Interest expense	(7,411)	(7,306)
Net loss	\$ (3,224)	\$ (50)

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**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 amended and restated the Credit Agreement dated as of August 26, 2013 (the "Original BMO Credit Agreement") between the Company and the lending institutions referenced in the Original BMO Credit Agreement and Bank of Montreal, as administrative agent, and provides for 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 September 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 September 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 September 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 September 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.

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**Franklin Street Properties Corp.**

**Notes to Condensed Consolidated Financial Statements**

**(Unaudited)**

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

As of September 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 September 30, 2015) or (ii) a margin over the base rate depending on the Company's credit rating (0.25% over the base rate at September 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 (0.25% at September 30, 2015). The facility fee is assessed against the total amount of the BAML Revolver, or \$500,000,000.

Based upon the Company's credit rating, as of September 30, 2015, the weighted average interest rate on the BAML Revolver was 1.45% 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 nine months ended September 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 September 30, 2015) or (ii) a margin over the base rate depending on the Company's credit rating (0.45% over the base rate at September 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 September 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 September 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 September 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	\$ (11,287)
BAML Interest Rate Swap	\$ 400,000	0.75%	Sep-12	Sep-17	\$ (810)

On September 30, 2015, the BMO Interest Rate Swap was reported as a liability at its fair value of approximately \$11.3 million and the BAML Interest Rate Swap was reported as a liability at its fair value of approximately \$0.8 million. These are included in other liabilities: derivative liability and other assets: derivative asset on the condensed consolidated balance sheet at September 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 \$7.8 million. During the nine months ended September 30, 2015, \$5.3 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 \$1.9 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 September 30, 2015 and 2014, respectively.

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

As of September 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
Third quarter of 2015	\$ 0.19	\$ 19,036
First quarter of 2014	\$ 0.19	\$ 19,036
Second quarter of 2014	\$ 0.19	\$ 19,035
Third quarter of 2014	\$ 0.19	\$ 19,036

**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 2012 and thereafter.

The Company is subject to business tax the Revised Texas Franchise Tax 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 \$416,000 and \$371,000 for the nine months ended September 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 September 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 Nine Months Ended September 30,	
	2015	2014
Revised Texas franchise tax	\$ 416	\$ 371
Other Taxes	28	32
Income tax expense	\$ 444	\$ 403

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 October 9, 2015, the Board of Directors of the Company declared a cash distribution of \$0.19 per share of common stock payable on November 12, 2015 to stockholders of record on October 23, 2015.

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**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 I, Item 1A. Risk Factors in our Annual

Report on Form 10-K for the year ended December 31, 2014 and 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.

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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 September 30, 2015 and December 31, 2014, \$2.6 million and \$3.3 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 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 or early 2016. 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 90.5% leased as of September 30, 2015, a decrease from 92.8% as of December 31, 2014. The 2.3% decrease in leased space was a result of lease expirations and terminations during 2015 that were not leased at September 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 September 30, 2015, we had 915,000 square feet of vacancy in our portfolio compared to 689,000 square feet of vacancy at December 31, 2014. During the nine months ended September 30, 2015, we leased approximately 716,000 square feet of office space, of which approximately 454,000 square feet were with existing tenants, at a weighted average term of 5.2 years. On average, tenant improvements for such leases were \$16.88 per square foot, lease commissions were \$6.33 per square foot and rent concessions were approximately three months of free rent. Average GAAP base rents under such leases were \$26.70 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 September 30, 2015, leases for approximately 0.7% and 10.4% of the square footage in our portfolio are scheduled to expire during 2015 and 2016, respectively. As the fourth quarter of 2015 begins, we believe that our property portfolio is well stabilized, with a balanced lease expiration schedule.

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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 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 September 30, 2015 and 2014:

(in thousands)	Three months ended September 30,		
	2015	2014	Change
<b>Revenue:</b>			
Rental	\$ 60,386	\$ 59,728	\$ 658
<b>Related party revenue:</b>			
Management fees and interest income from loans	1,470	1,462	8
Other	21		21
Total revenue	61,877	61,190	687
<b>Expenses:</b>			
Real estate operating expenses	15,951	15,632	319
Real estate taxes and insurance	9,941	8,555	1,386
Depreciation and amortization	22,911	24,878	(1,967)
Selling, general and administrative	3,071	3,071	
Interest	6,425	6,883	(458)
Total expenses	58,299	59,019	(720)
Income before interest income, equity in losses of non-consolidated REITs and taxes	3,578	2,171	1,407
Interest income			
Equity in losses of non-consolidated REITs	(284)	(455)	171
Gain on sale of properties, less applicable income tax	1		1
Income before taxes on income	3,295	1,716	1,579
Taxes on income	129	149	(20)
Net income	\$ 3,166	\$ 1,567	\$ 1,599

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

Revenues

Total revenues increased by \$0.7 million to \$61.9 million for the quarter ended September 30, 2015, as compared to the quarter ended September 30, 2014. The increase was primarily a result of:

- An increase in rental revenue of approximately \$0.7 million arising primarily from rental revenue for a property we acquired on April 8, 2015, which was partially offset by the 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 2.8 percentage points to 90.5% in the real estate portfolio at September 30, 2015 compared to September 30, 2014.

Expenses

Total expenses decreased by \$0.7 million to \$58.3 million for the quarter ended September 30, 2015, as compared to the quarter ended September 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 in 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 \$0.4 million to \$6.4 million for the three months ended September 30, 2015 compared to the same period in 2014. The decrease was primarily attributable to lower interest rates during the three months ended September 30, 2015 compared to the same period in 2014.

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These decreases were partially offset by:

- An increase in real estate operating expenses and real estate taxes and insurance of approximately \$1.7 million, which was attributable to increased real estate taxes generally and increases in real estate operating expenses from a property we acquired on April 8, 2015 and was partially offset by the disposition of four properties in the last twelve months.

Equity in losses of non-consolidated REITs

Equity in losses from non-consolidated REITs decreased approximately \$0.2 million to a loss of \$284,000 during the three months ended September 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 \$0.2 million during the three months ended September 30, 2015 compared to the same period in 2014.

Taxes on income

Included in income taxes is the Revised Texas Franchise Tax, which is a tax on revenues from Texas properties that decreased \$6,000 and federal and other income taxes increased \$14,000 for the three months ended September 30, 2015, compared to the three months ended September 30, 2014.

Net Income

Net Income for the three months ended September 30, 2015 was \$3.2 million compared to \$1.6 million for the three months ended September 30, 2014, for the reasons described above.

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The following table shows results for the nine months ended September 30, 2015 and 2014:

(in thousands)	Nine months ended September 30,			
	2015	2014		Change
<b>Revenue:</b>				
Rental	\$ 178,200	\$ 182,319	\$	(4,119)
<b>Related party revenue:</b>				
Management fees and interest income from loans	4,355	4,776		(421)
Other	62	99		(37)
<b>Total revenue</b>	<b>182,617</b>	<b>187,194</b>		<b>(4,577)</b>
<b>Expenses:</b>				
Real estate operating expenses	45,951	45,698		253
Real estate taxes and insurance	29,458	27,569		1,889
Depreciation and amortization	68,790	72,741		(3,951)
Selling, general and administrative	10,163	9,491		672
Interest	18,977	20,950		(1,973)
<b>Total expenses</b>	<b>173,339</b>	<b>176,449</b>		<b>(3,110)</b>
Income before interest income, equity in losses of non-consolidated REITs and taxes	9,278	10,745		(1,467)
Interest income	1	2		(1)
Equity in losses of non-consolidated REITs	(644)	(1,491)		847
Gain on sale of properties, less applicable income tax	11,411			11,411
<b>Income before taxes on income</b>	<b>20,046</b>	<b>9,256</b>		<b>10,790</b>
Taxes on income	444	403		41
<b>Net income</b>	<b>\$ 19,602</b>	<b>\$ 8,853</b>	<b>\$</b>	<b>10,749</b>

*Comparison of the nine months ended September 30, 2015 to the nine months ended September 30, 2014:*

Revenues

Total revenues decreased by \$4.6 million to \$182.6 million for the nine months ended September 30, 2015, as compared to the nine months ended September 30, 2014. The decrease was primarily a result of:

- A decrease in rental revenue of approximately \$4.1 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 2.8 percentage points to 90.5% in the real estate portfolio at September 30, 2015 compared to September 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 \$3.1 million to \$173.3 million for the nine months ended September 30, 2015, as compared to the nine months ended September 30, 2014. The decrease was primarily a result of:

- A decrease in depreciation and amortization of \$3.9 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 \$2.0 million to \$19.0 million for the nine months ended September 30, 2015 compared to the same period in 2014. The decrease was primarily attributable to lower interest rates during the nine months ended September 30, 2015 compared to the same period in 2014.



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These decreases were partially offset by:

- An increase in real estate operating expenses and real estate taxes and insurance of approximately \$2.1 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 September 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 \$0.8 million to a loss of \$0.6 million during the nine months ended September 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 \$0.8 million during the nine months ended September 30, 2015 compared to the same period in 2014.

Gain on sale of properties, less applicable income tax

During the nine months ended September 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 nine months ended September 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 \$45,000 and federal and other income taxes decreased \$4,000 for the nine months ended September 30, 2015, compared to the nine months ended September 30, 2014.

Net Income

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Net Income for the nine months ended September 30, 2015 was \$19.6 million compared to \$8.9 million for the nine months ended September 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 September 30,		For the Nine Months Ended September 30,	
	2015	2014	2015	2014
Net income (loss)	\$ 3,166	\$ 1,567	\$ 19,602	\$ 8,853
Gain on sale or properties, less applicable income tax	(1)		(11,411)	
Equity in losses of non-consolidated REITs	284	455	644	1,491
FFO from non-consolidated REITs	645	508	2,131	1,278
Depreciation and amortization	22,848	25,374	68,694	73,301
NAREIT FFO	26,942	27,904	79,660	84,923
Acquisition costs of new properties	12		154	14
<b>Funds From Operations</b>	<b>\$ 26,954</b>	<b>\$ 27,904</b>	<b>\$ 79,814</b>	<b>\$ 84,937</b>

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				Three Months Ended				Inc (Dec)	% Change
		31-Mar-15	30-Jun-15	30-Sep-15	30-Sep-15	31-Mar-14	30-Jun-14	30-Sep-14	30-Sep-14		
<b>Region</b>											
East	1,333	\$ 4,736	\$ 4,648	\$ 4,703	\$ 14,087	\$ 4,577	\$ 4,655	\$ 4,600	\$ 13,832	\$ 255	1.8%
MidWest	1,531	3,469	3,563	3,547	10,579	4,586	4,541	4,610	13,737	(3,158)	-23.0%
South	4,026	15,781	15,995	15,971	47,747	16,796	16,183	16,370	49,349	(1,602)	-3.2%
West	2,309	8,216	8,571	8,523	25,310	9,388	9,290	8,522	27,200	(1,890)	-6.9%
Same Store	9,199	32,202	32,777	32,744	97,723	35,347	34,669	34,102	104,118	(6,395)	-6.1%
Acquisitions	442		1,057	1,067	2,124					2,124	2.0%
Property NOI from the continuing portfolio	9,641	32,202	33,834	33,811	99,847	35,347	34,669	34,102	104,118	(4,271)	-4.1%
Dispositions		822	61	6	889	1,226	1,257	1,351	3,834	(2,945)	-2.7%
Property NOI		\$ 33,024	\$ 33,895	\$ 33,817	\$ 100,736	\$ 36,573	\$ 35,926	\$ 35,453	\$ 107,952	\$ (7,216)	-6.7%
Same Store		\$ 32,202	\$ 32,777	\$ 32,744	\$ 97,723	\$ 35,347	\$ 34,669	\$ 34,102	\$ 104,118	\$ (6,395)	-6.1%
Less Nonrecurring Items in NOI (a)		75	81	419	575	707	287	173	1,167	(592)	0.5%
Comparative Same Store		\$ 32,127	\$ 32,696	\$ 32,325	\$ 97,148	\$ 34,640	\$ 34,382	\$ 33,929	\$ 102,951	\$ (5,803)	-5.6%
<b>Reconciliation to Net income</b>		<b>31-Mar-15</b>	<b>30-Jun-15</b>	<b>30-Sep-15</b>	<b>30-Sep-15</b>	<b>31-Mar-14</b>	<b>30-Jun-14</b>	<b>30-Sep-14</b>	<b>30-Sep-14</b>		
Net Income		\$ 12,533	\$ 3,903	\$ 3,166	\$ 19,602	\$ 3,573	\$ 3,713	\$ 1,567	\$ 8,853		
Add (deduct):											
Gain on sale of properties, less applicable income taxes		(10,462)	(948)	(1)	(11,411)						
Management fee income		(643)	(559)	(621)	(1,823)	(646)	(682)	(649)	(1,977)		
Depreciation and amortization		22,672	23,207	22,911	68,790	24,300	23,563	24,878	72,741		
Amortization of above/below market leases		6	(39)	(63)	(96)	(11)	74	497	560		
Selling, general and administrative		3,691	3,401	3,071	10,163	3,272	3,148	3,071	9,491		
Interest expense		6,187	6,365	6,426	18,978	7,176	6,891	6,883	20,950		
Interest income		(1,262)	(1,278)	(1,293)	(3,833)	(1,410)	(1,408)	(1,216)	(4,034)		
Equity in losses of non-consolidated REITs		322	38	284	644	484	552	455	1,491		
Non-property specific items, net		(20)	(195)	(63)	(278)	(165)	75	(33)	(123)		
Property NOI		\$ 33,024	\$ 33,895	\$ 33,817	\$ 100,736	\$ 36,573	\$ 35,926	\$ 35,453	\$ 107,952		

(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.



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The information presented below provides the weighted average GAAP rent per square foot for the six months ending September 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.

Property Name	City	State	Year Built or Renovated	Net Rentable Square Feet	Weighted Occupied Sq. Ft.	Weighted Occupied Percentage as of September 30, 2015(a)	Weighted Average Rent per Occupied Square Feet (b)
Forest Park	Charlotte	NC	1999	62,212	62,212	100.0%	\$ 13.82
Meadow Point	Chantilly	VA	1999	138,537	130,599	94.3%	27.31
Innsbrook	Glen Allen	VA	1999	298,456	298,187	99.9%	18.73
East Baltimore	Baltimore	MD	1989	325,445	264,489	81.3%	23.40
Loudoun Tech Center	Dulles	VA	1999	136,658	125,753	92.0%	17.88
Stonecroft	Chantilly	VA	2008	111,469	111,469	100.0%	37.64
Emperor Boulevard	Durham	NC	2009	259,531	259,531	100.0%	35.93
<b>East total</b>				1,332,308	1,252,240	94.0%	25.53
Northwest Point Village	Elk Grove	IL	1999	176,848	176,848	100.0%	24.73
909 Davis Street	Evanston	IL	2002	195,245	193,175	98.9%	35.20
River Crossing	Indianapolis	IN	1998	205,059	194,150	94.7%	20.43
Timberlake	Chesterfield	MO	1999	234,023	128,011	54.7%	21.15
Timberlake East	Chesterfield	MO	2000	116,197	33,128	28.5%	21.96
Lakeside Crossing	Maryland Heights	MO	2008	127,778	127,778	100.0%	24.33
121 South 8th Street	Minneapolis	MN	1974	475,694	427,696	89.9%	15.49
<b>Midwest total</b>				1,530,844	1,280,786	83.7%	22.10
Blue Lagoon Drive	Miami	FL	2002	212,619	212,619	100.0%	22.54
One Overton Place	Atlanta	GA	2002	387,267	310,162	80.1%	24.40
Park Ten	Houston	TX	1999	157,460	99,357	63.1%	31.56
Addison Circle	Addison	TX	1999	290,041	249,667	86.1%	24.79
Collins Crossing	Richardson	TX	1999	300,887	299,443	99.5%	24.54
Eldridge Green	Houston	TX	1999	248,399	248,399	100.0%	31.28
Park Ten Phase II	Houston	TX	2006	156,746	156,746	100.0%	31.53

The information presented below provides the weighted average GAAP rent per square foot for the nine months ending September 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.

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Property Name	City	State	Year Built or Renovated	Net Rentable Square Feet	Weighted Occupied Sq. Ft.	Weighted Occupied Percentage as of September 30, 2015(a)	Weighted Average Rent per Occupied Square Feet (b)
Liberty Plaza	Addison	TX	1985	218,934	188,984	86.3%	20.76
Legacy Tennyson Center	Plano	TX	1999/2008	202,600	202,600	100.0%	17.37
One Legacy Circle	Plano	TX	2008	214,110	214,110	100.0%	33.36
One Ravinia Drive	Atlanta	GA	1985	386,603	367,543	95.1%	22.91
Two Ravinia Drive	Atlanta	GA	1987	442,130	335,179	75.8%	24.98
Westchase I & II	Houston	TX	1983/2008	629,025	592,604	94.2%	33.99
999 Peachtree	Atlanta	GA	1987	621,946	592,777	95.3%	30.14
<b>South Total</b>				<b>4,468,767</b>	<b>4,070,191</b>	<b>91.1%</b>	<b>27.30</b>
380 Interlocken	Broomfield	CO	2000	240,185	231,226	96.3%	29.54
1999 Broadway	Denver	CO	1986	676,379	580,063	85.8%	32.23
1001 17th Street	Denver	CO	1977/2006	655,420	551,733	84.2%	34.39
Greenwood Plaza	Englewood	CO	2000	196,236	196,236	100.0%	24.78
390 Interlocken	Broomfield	CO	2002	241,516	173,046	71.7%	28.29
Hillview Center	Milpitas	CA	1984	36,288	36,288	100.0%	16.33
Federal Way	Federal Way	WA	1982	117,010	67,995	58.1%	18.58
Montague Business Center	San Jose	CA	1982	145,951	118,381	81.1%	16.55
<b>West Total</b>				<b>2,308,985</b>	<b>1,954,967</b>	<b>84.7%</b>	<b>29.70</b>
<b>Grand Total</b>				<b>9,640,904</b>	<b>8,558,184</b>	<b>88.8%</b>	<b>26.81</b>

(a) Based on weighted occupied square feet for the nine months ended September 30, 2015, including month-to-month tenants, divided by the Property's net rentable square footage.

(b) Represents annualized GAAP rental revenue for the nine months ended September 30, 2015 per weighted occupied square foot.



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**Liquidity and Capital Resources**

Cash and cash equivalents were \$19.1 million and \$7.5 million at September 30, 2015 and December 31, 2014, respectively. The increase of \$11.6 million is attributable to \$72.7 million provided by operating activities less \$36.0 million used in investing activities, less \$25.1 million used in financing activities. Management believes that existing cash, cash anticipated to be generated internally by operations and our existing debt financing will be sufficient to meet working capital requirements and anticipated capital expenditures for at least the next 12 months. Although there is no guarantee that we will be able to obtain the funds necessary for our future growth, we anticipate generating funds from continuing real estate operations. We believe that we have adequate funds to cover unusual expenses and capital improvements, in addition to normal operating expenses. Our ability to maintain or increase our level of dividends to stockholders, however, depends in significant part upon the level of rental income from our real properties.

*Operating Activities*

The cash provided by our operating activities of \$72.7 million is primarily attributable to net income of \$19.6 million excluding the gain on sale of properties of \$11.4 million, plus the add-back of \$69.2 million of non-cash activities, a \$1.3 million decrease in tenant rent receivables, a \$0.7 million decrease in restricted cash and a \$0.1 million decrease in tenant security deposits. These increases were partially offset by \$4.2 million in payments of deferred leasing commissions, a \$1.1 million decrease in accounts payable and accrued expenses, a \$1.0 million increase in prepaid expenses and a \$0.5 million increase in lease acquisition costs.

*Investing Activities*

Our cash used in investing activities for the nine months ended September 30, 2015 of \$36.0 million is primarily attributable to the acquisition of a property for approximately \$76.7 million and purchases of real estate assets and office equipment investments and office equipment of approximately \$15.0 million. These uses were partially offset by \$55.7 million in proceeds received from the sale of three properties.

*Financing Activities*

Our cash used by financing activities for the nine months ended September 30, 2015 of \$25.1 million is primarily attributable to distributions paid to stockholders of \$57.1 million less net borrowings under the BAML Revolver (as defined below) of \$32.0 million.

*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 amended and restated the Credit

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Agreement dated as of August 26, 2013 (the "Original BMO Credit Agreement") between the Company and the lending institutions referenced in the Original BMO Credit Agreement and Bank of Montreal, as administrative agent, and provides for 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 September 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 September 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 September 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 September 30, 2015.

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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.

As of September 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 September 30, 2015) or (ii) a margin over the base rate depending on the Company's credit rating (0.25% over the base rate at September 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 (0.25% at September 30, 2015). The facility fee is assessed against the total amount of the *BAML Revolver*, or \$500,000,000.

Based upon the Company's credit rating, as of September 30, 2015, the weighted average interest rate on the *BAML Revolver* was 1.45% 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 nine months ended September 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 September 30, 2015) or (ii) a margin over the base rate depending on the Company's credit rating (0.45% over the base rate at September 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 September 30, 2015, the effective interest rate on the BAML Term Loan was 2.20% per annum.

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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 September 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.

*Equity Securities*

On January 12, 2015, we filed an automatic shelf registration statement on Form S-3 with the Securities and Exchange Commission relating to the offer and sale, from time to time, of an indeterminate amount of our debt securities, common stock, preferred stock or depository shares. From time-to-time, we expect to issue debt securities, common stock, preferred stock or depository shares under our existing automatic shelf registration statements or a different registration statement to fund the acquisition of additional properties, to pay down any existing debt financing and for other corporate purposes.

*Contingencies*

From time to time, we may provide financing to Sponsored REITs in the form of a construction loan and/or a revolving line of credit secured by a mortgage. As of September 30, 2015, we were committed to fund up to \$111.3 million to four Sponsored REITs under such arrangements for the purpose of funding construction costs, capital expenditures, leasing costs or for other purposes, of which \$93.6 million has been drawn and is outstanding. We anticipate that advances made under these facilities will be repaid at their maturity date or earlier from long term financings of the underlying properties, cash flows from the underlying properties or another other capital event.

We may be subject to various legal proceedings and claims that arise in the ordinary course of our business. Although occasional adverse decisions (or settlements) may occur, we believe that the final disposition of such matters will not have a material adverse effect on our financial position or results of operations.

*Related Party Transactions*

We intend to draw on the BAML Credit Facility in the future for a variety of corporate purposes, including the acquisition of properties that we acquire directly for our portfolio and for Sponsored REIT Loans as described below.

Loans to Sponsored REITs

*Sponsored REIT Loans*

From time to time we 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. We anticipate 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 a 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.

Our Sponsored REIT Loans subject us to credit risk. However, we believe that our position as asset manager of each of the Sponsored REITs helps mitigate that risk by providing us with unique insight and the ability to rely on qualitative analysis of the Sponsored REITs. Before making a Sponsored REIT Loan, we consider a variety of subjective factors, including the quality of the underlying real estate, leasing, the financial condition of the applicable Sponsored REIT and local and national market conditions. These factors are subject to change and we do not apply a formula or assign relative weights to the factors. Instead, we make a subjective determination after considering such factors collectively.

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Additional information about our Sponsored REIT Loans outstanding as of September 30, 2015, including a summary table of our Sponsored REIT Loans, is incorporated herein by reference to Part I, Item 1, Note 2, Related Party Transactions and Investments in Non-consolidated Entities, Management fees and interest income from loans, in the Notes to Condensed Consolidated Financial Statements included in this report.

*Other Considerations*

We generally pay the ordinary annual operating expenses of our properties from the rental revenue generated by the properties. For the three and nine months ended September 30, 2015 and 2014, respectively, the rental income exceeded the expenses for each individual property, with the exception of one property located in Chesterfield, Missouri.

Our property located in Chesterfield, Missouri has approximately 116,000 square feet of rentable space and was approximately 43.7% and 91.0% leased as of September 30, 2015 and 2014, respectively. In January 2015, two tenants with leases for an aggregate of 99,000 square feet of rentable space vacated the property. In May 2015, we signed a lease with a new tenant for 43,354 square feet of rentable space. As a result of the vacancy in 2015, the rental revenue from the property did not cover operating expenses for the three and nine months ended September 30, 2015. The property generated rental income of \$291,000 and \$547,000 and had operating expenses of \$296,000 and \$820,000 for the three and nine months ended September 30, 2015, respectively. Rental revenue from the property covered operating expenses for the three and nine months ended September 30, 2014.

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## Market Rate Risk

We are exposed to changes in interest rates primarily from our floating rate borrowing arrangements. We use interest rate derivative instruments to manage exposure to interest rate changes. As of September 30, 2015 and December 31, 2014, if market rates on our outstanding borrowings under our BAML Revolver increased by 10% at maturity, or approximately 14 and 14 basis points, respectively, over the current variable rate, the increase in interest expense would decrease future earnings and cash flows by \$0.4 million and \$0.4 million annually, respectively. Based upon our credit rating, the interest rate on our borrowings on the BAML Revolver as of September 30, 2015 was LIBOR plus 125 basis points, or 1.45% per annum. We do not believe that the interest rate risk represented by borrowings under our BAML Revolver is material as of September 30, 2015.

Although the interest rates on the BMO Term Loan and the BAML Credit Facility are variable, the Company fixed the base LIBOR interest rates on the BMO Term Loan and the BAML Term Loan by entering into interest rate swap agreements. 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 (the BMO Interest Rate Swap). 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 (the BAML Interest Rate Swap). Accordingly, based upon our credit rating, as of September 30, 2015, the interest rate on the BMO Term Loan was 3.97% per annum and the interest rate on the BAML Term Loan was 2.20% per annum. The fair value of the BMO Interest Rate Swap and the BAML Interest Rate Swap is affected by changes in market interest rates. We believe that we have mitigated interest rate risk with respect to the BMO Term Loan through the BMO Interest Rate Swap for the seven year term of the BMO Term Loan. We believe that we have mitigated interest rate risk with respect to the BAML Term Loan through the BAML Interest Rate Swap for the five year term of the BAML Term Loan. The BMO Interest Rate Swap and the BAML Interest Rate Swap were our only derivative instruments as of September 30, 2015.

The table below lists our derivative instruments, which are hedging variable cash flows related to interest on our BMO Term Loan and our BAML Term Loan as of September 30, 2015 (in thousands):

(in thousands)	Notional Value	Strike Rate	Effective Date	Expiration Date	Fair Value
BMO Interest Rate Swap	\$ 220,000	2.32%	Aug-13	Aug-20	\$ (11,287)
BAML Interest Rate Swap	\$ 400,000	0.75%	Sep-12	Sep-17	\$ (810)

Our BMO Term Loan and our BAML Term Loan hedging transactions used derivative instruments that involve certain additional risks such as counterparty credit risk, the enforceability of hedging contracts and the risk that unanticipated and significant changes in interest rates will cause a significant loss of basis in either or both of the contracts. We require our derivatives contracts to be with counterparties that have investment grade ratings. The counterparty to the BMO Interest Rate Swap is Bank of Montreal and the counterparty to the BAML Interest Rate Swap is Bank of America, N.A., both of which have investment grade ratings. As a result, we do not anticipate that either counterparty will fail to meet its obligations. However, there can be no assurance that we will be able to adequately protect against the foregoing risks or that we will ultimately realize an economic benefit that exceeds the related amounts incurred in connection with engaging in such hedging strategies.



The BAML Revolver has a term of four years and matures on October 29, 2018. We have 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. Upon maturity, our future income, cash flows and fair values relevant to financial instruments will be dependent upon the balance then outstanding and prevalent market interest rates.

We borrow from time-to-time under the BAML Revolver. These borrowings bear interest at either (i) a rate equal to LIBOR plus 87.5 to 165 basis points depending on our credit rating at the time of the borrowing (LIBOR plus 125 basis points, or 1.43% at September 30, 2015) or (ii) a rate equal to the bank's base rate plus up to 65 basis points depending on our credit rating at the time of the borrowing (the bank's base rate plus 25 basis points, or 3.50% at September 30, 2015). There were borrowings totaling \$300.0 million and \$268.0 million on the BAML Revolver, at a weighted average rate of 1.43% and 1.41% outstanding at September 30, 2015 and December 31, 2014, respectively. We have drawn on the BAML Revolver, and intend to draw on the BAML Revolver in the future for a variety of corporate purposes, including the funding of Sponsored REIT Loans and the acquisition of properties that we acquire directly for our portfolio. Information about our Sponsored REIT Loans as of September

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30, 2015 is incorporated herein by reference to Part I, Item 1, Note 2, Related Party Transactions and Investments in Non-consolidated Entities, Management fees and interest income from loans, in the Notes to Condensed Consolidated Financial Statements included in this report.

The following table presents as of September 30, 2015, our contractual variable rate borrowings under our BAML Revolver, which matures on October 29, 2018, under our BAML Term Loan, which matures on September 27, 2017 and under our BMO Term Loan, which matures on August 26, 2020. Under the BAML Revolver, we have the right to extend the initial maturity date by an additional 12 months, or until October 29, 2019, upon payment of a fee and satisfaction of certain customary conditions.

	Payment due by period						
	Total	2015	2016	2017	2018	2019	Thereafter
BAML Revolver	\$ 300,000	\$	\$	\$	\$ 300,000	\$	\$
BAML Term Loan	400,000			400,000			
BMO Term Loan	220,000						220,000
Total	\$ 920,000	\$	\$	\$ 400,000	\$ 300,000	\$	\$ 220,000

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**Item 4. Controls and Procedures**

Our management, with the participation of our chief executive officer and chief financial officer, evaluated the effectiveness of our disclosure controls and procedures as of September 30, 2015. The term disclosure controls and procedures, as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934 as amended, or the Exchange Act, means controls and other procedures of a company that are designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the Securities and Exchange Commission's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is accumulated and communicated to the company's management, including its principal executive and principal financial officers, as appropriate to allow timely decisions regarding required disclosure. Management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving their objectives and management necessarily applies its judgment in evaluating the cost-benefit relationship of possible controls and procedures. Based on the evaluation of our disclosure controls and procedures as of September 30, 2015, our chief executive officer and chief financial officer concluded that, as of such date, our disclosure controls and procedures were effective at the reasonable assurance level.

**Changes in Internal Control Over Financial Reporting**

No change in our internal control over financial reporting occurred during the quarter ended September 30, 2015 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

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**PART II - OTHER INFORMATION**

**Item 1. Legal Proceedings**

From time to time, we may be subject to legal proceedings and claims that arise in the ordinary course of our business. Although occasional adverse decisions (or settlements) may occur, we believe that the final disposition of such matters will not have a material adverse effect on our financial position, cash flows or results of operations.

**Item 1A. Risk Factors**

As of September 30, 2015, there have been no material changes to the risk factors disclosed in Part I, Item 1A. Risk Factors of our Annual Report on Form 10-K for the year ended December 31, 2014. In addition to the other information set forth in this report, you should carefully consider the risk factors discussed in the Annual Report on Form 10-K for the year ended December 31, 2014, which could materially affect our business, financial condition or future results. The risks described in our Annual Report on Form 10-K for the year ended December 31, 2014 are not the only risks facing our Company. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial also may materially adversely affect our business, financial condition and/or operating results.

**Item 2. Unregistered Sales of Equity Securities and Use of Proceeds**

None.

**Item 3. Defaults Upon Senior Securities**

None.

**Item 4. Mine Safety Disclosures**

None.

**Item 5. Other Information**

None.

**Item 6. Exhibits**

The Exhibits listed in the Exhibit Index are filed as part of this Quarterly Report on Form 10-Q and are incorporated herein by reference.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

FRANKLIN STREET PROPERTIES CORP.

<b>Date</b>	<b>Signature</b>	<b>Title</b>
Date: October 27, 2015	/s/ George J. Carter George J. Carter	Chief Executive Officer and Director (Principal Executive Officer)
Date: October 27, 2015	/s/ John G. Demeritt John G. Demeritt	Chief Financial Officer (Principal Financial Officer)

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**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
3.1 (1)	Articles of Incorporation.
3.2 (2)	Amended and Restated By-laws.
31.1*	Certification of FSP Corp. s President and Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2*	Certification of FSP Corp. s Chief Financial Officer pursuant to Section 302 of the Sarbanes- Oxley Act of 2002.
32.1*	Certification of FSP Corp. s President and Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2*	Certification of FSP Corp. s Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101*	The following materials from FSP Corp. s Quarterly Report on Form 10-Q for the quarter ended September 30, 2015, formatted in XBRL (eXtensible Business Reporting Language): (i) the Condensed Consolidated Balance Sheets; (ii) the Condensed Consolidated Statements of Income; (iii) the Condensed Consolidated Statements of Cash Flows; (iv) the Condensed Consolidated Statements of Other Comprehensive Income; and (v) the Notes to Condensed Consolidated Financial Statements.

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<b>Footnotes</b>	<b>Description</b>
(1)	Incorporated by reference to FSP Corp. s Form 8-A, filed on April 5, 2005 (File No. 001-32470).
(2)	Incorporated by reference to FSP Corp. s Current Report on Form 8-K, filed on February 15, 2013 (File No. 001-32470).
*	Filed herewith.