FRANKLIN STREET PROPERTIES CORP /MA/
Form 10-Q
October 30, 2007

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

FORM 10 - Q

(Mark One)

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

For the quarterly period ended September 30, 2007.

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	04-3578653
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

401 Edgewater Place, Suite 200
Wakefield, MA 01880-6210
(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 |X| NO |_|

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated

filer and large accelerated filer" in Rule 12b-2 of the Exchange Act.
(Check one):

Large Accelerated Filer |X| Accelerated Filer |_| Non-Accelerated Filer |_|

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

YES |_| NO |X|

The number of shares of common stock outstanding as of October 30, 2007 was 70,480,705.

Franklin Street Properties Corp.

Form 10-Q

Quarterly Report
September 30, 2007

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PART I - FINANCIAL INFORMATION

Item 1. Financial Statements

Franklin Street Properties Corp.
Consolidated Balance Sheets
(Unaudited)

(in thousands, except share and par value amounts)	September 30, 2007	Dec
Assets:		
Real estate assets:		
Land	$ 99,849	$
Buildings and improvements	752,927	6
Fixtures and equipment	61	
	852,837	7
Less accumulated depreciation	49,057	
Real estate assets, net	803,780	7
Acquired real estate leases, less accumulated amortization of $20,561 and $20,345, respectively	37,005	
Investment in non-consolidated REITs	4,948	
Assets held for syndication, net	115,196	
Assets held for sale	--	
Cash and cash equivalents	53,417	
Certificate of deposit	--	
Restricted cash	336	
Tenant rent receivables, less allowance for doubtful accounts of $430 and $433, respectively	1,387	
Straight-line rent receivable, less allowance for doubtful accounts of $261 and $163, respectively	7,069	
Prepaid expenses	2,312	
Deposits on real estate assets	--	
Other assets	477	
Office computers and furniture, net of accumulated depreciation of $926 and $851, respectively	371	
Deferred leasing commissions, net of accumulated amortization of $1,781, and $1,313, respectively	8,295	
Total assets	$ 1,034,593	$ 9
Liabilities and Stockholders' Equity:		
Liabilities:		
Bank note payable	$ 104,550	$
Accounts payable and accrued expenses	19,292	
Accrued compensation	1,125	
Tenant security deposits	1,923	
Acquired unfavorable real estate leases, less accumulated amortization		

of $1,010, and $534, respectively	4,627	
Total liabilities	131,517	
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, 70,480,705 and 70,766,305 shares issued and outstanding, respectively	7	
Additional paid-in capital	907,794	9
Treasury stock, 1,017,498 and 731,898 shares at cost, respectively	(18,775)	(
Earnings in excess of accumulated earnings/distributions	14,050	
Total stockholders' equity	903,076	9
Total liabilities and stockholders' equity	$ 1,034,593	$ 9

See accompanying notes to consolidated financial st

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Franklin Street Properties Corp.
Consolidated Statements of Income
(Unaudited)

	For the Three Months Ended September 30,		F Nine M Sept
(in thousands, except per share amounts)	2007	2006	2007
Revenue:			
Rental	$ 27,431	$ 23,833	$ 76,037
Related party revenue:			
Syndication fees	687	861	7,090
Transaction fees	604	1,140	7,446
Management fees and interest income from loans	1,497	209	5,176
Other	37	2	84
Total revenue	30,256	26,045	95,833
Expenses:			
Real estate operating expenses	7,263	5,469	19,340
Real estate taxes and insurance	4,565	3,750	12,892
Depreciation and amortization	7,870	6,016	22,041
Selling, general and administrative	1,787	2,027	5,675
Commissions	406	458	3,720
Interest	1,823	119	6,120
Total expenses	23,714	17,839	69,788

Income before interest income, equity in earnings (deficit) of non-consolidated REITs and taxes on income	6,542	8,206	26,045
Interest income	650	735	1,864
Equity in earnings (deficit) of non-consolidated REITs	147	481	(611
Income before taxes on income	7,339	9,422	27,298
Income tax (benefit) expense	(261)	(131)	352
Income from continuing operations	7,600	9,553	26,946
Income (loss) from discontinued operations	(56)	1,916	1,216
Gain on sale of assets	1,942	6,361	23,532
Net income	$ 9,486	$ 17,830	$ 51,694
Weighted average number of shares outstanding, basic and diluted	70,596	70,766	70,709
Earnings per share, basic and diluted, attributable to:			
Continuing operations	$ 0.11	$ 0.13	$ 0.38
Discontinued operations	--	0.03	0.02
Gains on sales of assets	0.02	0.09	0.33
Net income per share, basic and diluted	$ 0.13	$ 0.25	$ 0.73

See accompanying notes to consolidated financi

Franklin Street Properties Corp.
Consolidated Statements of Cash Flows
(Unaudited)

	For the Nine Months Ende September 30,	
(in thousands)	2007	20
Cash flows from operating activities:		
Net income	$ 51,694	$ 71
Adjustments to reconcile net income to net cash provided by operating activities:		
(Gains) on assets sold	(23,532)	(34
Depreciation and amortization expense	22,818	18
Amortization of above market lease	3,706	5
Equity in (earnings) deficit from non-consolidated REITs	619	
Distributions from non-consolidated REITs	1,199	
Changes in operating assets and liabilities:		
Restricted cash	425	
Tenant rent receivables, net	1,053	

Straight-line rents, net	(2,924)	
Prepaid expenses and other assets, net	(717)	
Accounts payable and accrued expenses	572	1
Accrued compensation	(1,273)	
Tenant security deposits	179	
Payment of deferred leasing commissions	(2,905)	(4
Net cash provided by operating activities	50,914	57
Cash flows from investing activities:		
Cash acquired through issuance of common stock in merger transaction	--	13
Purchase of real estate assets, office computers and furniture, capitalized merger costs	(75,887)	(112
Merger costs paid	--	
Purchase of acquired favorable and unfavorable leases	(3,726)	(5
Investment in non-consolidated REITs	(18)	(4
Investment in certificate of deposit	5,143	
Changes in deposits on real estate assets	--	(2
Investment in assets held for syndication, net	(112,618)	
Proceeds received on sales of real estate assets	85,673	103
Net cash used for investing activities	(101,433)	(7
Cash flows from financing activities:		
Distributions to stockholders	(65,813)	(59
Purchase of treasury shares	(4,767)	
Offering costs	--	
Deferred financing costs	(7)	
Borrowings under bank note payable, net	104,550	
Net cash provided by (used for) financing activities	33,963	(59
Net decrease in cash and cash equivalents	(16,556)	(8
Cash and cash equivalents, beginning of period	69,973	69
Cash and cash equivalents, end of period	$ 53,417	$ 60

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Franklin Street Properties Corp.
Consolidated Statements of Cash Flows (continued)
(Unaudited)

	For the Nine Months Ende September 30,	
(in thousands)	2007	20

Supplemental disclosure of cash flow information:		
Cash paid for:		
Interest	$ 5,125	$ 1,
Income taxes	730	
Non-cash investing and financing activities:		
Accrued costs for purchase of real estate assets	$ 1,716	$
Deposits on real estate assets converted to investments in assets held for syndication	$ 5,010	$
Assets acquired through the issuance of common stock in merger, net	$ --	$230,
Investment in non-consolidated REITs converted to real estate assets and acquired real estate leases in conjunction with merger	$ --	$ 4,

See accompanying notes to consolidated financial statemen

Franklin Street Properties Corp.
Notes to Consolidated Financial Statements
(Unaudited)

1. Organization, Properties, Basis of Presentation and Recent Accounting Pronouncements

Organization

Franklin Street Properties Corp. ("FSP Corp." or the "Company") holds, directly and indirectly, 100% of the interest in FSP Investments LLC ("FSP Investments"), FSP Property Management LLC ("FSP Property Management"), FSP Holdings LLC, and FSP Protective TRS Corp. The Company also has a non-controlling common stock interest in twelve corporations organized to operate as real estate investment trusts ("REITs") and a non-controlling preferred stock interest in two of those REITs.

On April 30, 2006, the Company acquired five real estate investment trusts (the "2006 Target REITs"), by the merger of the five 2006 Target REITs with and into five of the Company's wholly-owned subsidiaries. The merger was effective April 30, 2006 and, as a result, the Company issued 10,971,697 shares in a tax-free exchange for all outstanding preferred shares of the 2006 Target REITs. The mergers were accounted for as a purchase and the acquired assets and liabilities were recorded at their fair value.

The Company operates in two business segments: real estate operations (including real estate leasing, interim acquisition financing, development and asset/property management) and investment banking/investment services (including real estate acquisitions and broker/dealer services). FSP Investments provides real estate investment and broker/dealer services. FSP Investments' services include: (i) the organization of REIT entities (the "Sponsored REITs"), which are syndicated through private placements; (ii) sourcing of the acquisition of real estate on behalf of the Sponsored REITs; and (iii) the sale of preferred stock in the Sponsored REITs. FSP Property Management provides asset management and property management services for the Sponsored REITs.

The Company owns and operates a portfolio of real estate, which consisted of 27 properties as of September 30, 2007. The Company also pursues, 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 investment in real estate assets, excluding assets held for syndication and assets held for sale:

	As of September 30, 2007	As of September 30, 2006
Commercial real estate:		
Number of properties	27	25
Square feet	5,066,813	4,499,407

Basis of Presentation

The unaudited 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 financial statements and notes thereto contained in the Company's Annual Report on Form 10-K for its fiscal year ended December 31, 2006, 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 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 accounting principles generally accepted in the United States of America 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, 2007 are not necessarily indicative of the results that may be expected for the year ending December 31, 2007 or for any other period.

1. Organization, Properties, Basis of Presentation and Recent Accounting Pronouncements (continued)

Reclassifications

Certain balances from the 2006 balance sheet and interim financial statements have been reclassified to conform to the 2007 presentation. The reclassifications primarily were related to the disposition of six properties in 2006, and four properties in 2007, which are reported as discontinued operations for all periods presented. These reclassifications changed rental revenues, operating and maintenance expenses, depreciation and amortization, other income and the related assets, which are segregated on the financial statements. There was no change to net income for any period presented as a result of these reclassifications.

Recent Accounting Standards

In September 2006, the Financial Accounting Standards Board ("FASB") issued SFAS No. 157, which defines fair value, establishes a framework for measuring fair value in generally accepted accounting principles (GAAP), and expands disclosures about fair value measurements. SFAS No. 157 applies under other accounting pronouncements that require or permit fair value measurements, the FASB having previously concluded in those accounting pronouncements that fair value is the relevant measurement attribute. SFAS No. 157 is effective for financial statements issued for fiscal years beginning after November 15, 2007, and interim periods within those fiscal years. The adoption of this standard is not expected to have a material impact on the Company's financial position, operations or cash flow.

In June 2006, the FASB issued FASB Interpretation No. 48 ("FIN 48"), which clarifies the accounting for uncertainty in income taxes recognized in an enterprise's financial statements in accordance with FASB Statement No. 109, "Accounting for Income Taxes". This interpretation prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. This interpretation also provides guidance on derecognition, classification, interest and penalties, accounting for interim periods, disclosure and transition. The guidance is effective for periods beginning after December 15, 2006. The adoption of this standard did not have a material impact on the Company's financial position, operations or cash flow.

2. Investment Banking/Investment Services Activity

During the nine months ended September 30, 2007, the Company sold on a best efforts basis, through private placements, preferred stock in the following Sponsored REITs:

Sponsored REIT	Property Location	Date Syndication Completed	Gross Pro
			(in tho
FSP 50 South Tenth Street Corp.	Minneapolis, MN	January 9, 2007	$
FSP 303 East Wacker Drive Corp.	Chicago, IL		113,
FSP Grand Boulevard Corp.	Kansas City, MO		5,
	Total		$119,

1. The syndication of FSP 50 South Tenth Street Corp. commenced in November 2006. The syndications of FSP 303 East Wacker Drive Corp., which commenced in January 2007, and FSP Grand Boulevard Corp., which commenced in September 2007, were not complete at September 30, 2007.

3. Certificates of Deposit

Investment in certificates of deposit consists of investments the Company has the ability and intent to hold until their maturity. As of September 30, 2007, the Company did not hold any certificates of deposit. As of December 31, 2006, the Company held a certificate of deposit with an original maturity of six months at a carrying value of $5.1 million with an annual interest rate of 5% that matured on April 11, 2007. The Company believed the aggregate fair value was approximately the same as its carrying value on that date.

Franklin Street Properties Corp.
Notes to Consolidated Financial Statements
(Unaudited)

4. Related Party Transactions and Investments in Non-Consolidated Entities

Investment in Sponsored REITs:

At September 30, 2007, the Company held an interest in twelve Sponsored REITs. Ten were fully syndicated and the Company no longer derives economic benefits or risks from the common stock interest that it has retained in them. The Company holds a preferred stock investment in two of these Sponsored REITs, FSP Park Ten Development Corp. ("Park Ten Development") and FSP Phoenix Tower Corp. ("Phoenix Tower"), from which it continues to derive economic benefit and risk. The two remaining entities that were not fully syndicated at September 30, 2007 are FSP 303 East Wacker Drive Corp., which has a carrying value of approximately $74.0 million, and FSP Grand Boulevard Corp., which has a carrying value of approximately $41.2 million. Both are on the accompanying consolidated balance sheets and are classified as assets held for syndication.

The table below shows the Company's share of income and expenses from Sponsored REITs prior to consolidation. Management fees of $30,000 and $11,000 for the nine months ended September 30, 2007 and 2006, respectively, and interest expense on acquisition loans made by the Company to Sponsored REITs, are eliminated in consolidation.

(in thousands)	Nine Months Ended September 30, 2007	2006
Operating Data:		
Rental revenues	$ 3,449	$ 1,215
Operating and maintenance expenses	1,834	554
Depreciation and amortization expense	856	288
Interest expense: permanent mortgage loan	179	
Interest expense: acquisition loan	1,448	479
Interest income	51	9
	$ (817)	$ (97)

The following table includes equity in earnings (deficit) of investments in non-consolidated REITs:

(in thousands)	Nine Months Ended September 30, 2007	2006
Equity in earnings (deficit) of Sponsored REITs	$ (776)	$ 623
Equity in earnings of FSP Blue Lagoon Drive Corp.	--	75
Equity in earnings of Park Ten Development	8	16
Equity in earnings of Phoenix Tower	157	3
	$ (611)	$ 717

Equity in earnings (deficit) of investments in Sponsored REITs is derived from the Company's share of income (loss) following the commencement of syndication of Sponsored REITs. Following the commencement of syndication, the Company exercises influence over, but does not control these entities, and investments are accounted for using the equity method.

Equity in earnings of Park Ten Development is derived from the Company's preferred stock investment in the entity. In September 2005 the Company acquired 8.5 preferred shares or 3.05% of the authorized preferred shares of Park Ten Development via a non-monetary exchange of land valued at $850,000.

Equity in earnings of Phoenix Tower is derived from the Company's preferred stock investment in the entity. In September 2006 the Company purchased 48 preferred shares or 4.6% of the outstanding preferred shares of Phoenix Tower for $4,116,000 (which represented $4,800,000 at the offering price net of commissions of $384,000 and fees of $300,000 that were excluded).

4. Related Party Transactions and Investments in Non-consolidated Entities (continued)

Equity in earnings of FSP Blue Lagoon Drive Corp. ("Blue Lagoon") is derived from the Company's preferred stock investment in the entity. In January 2004, the Company purchased 49.25 preferred shares, or 8.22%, of the authorized preferred shares of Blue Lagoon for $4,248,000 (which represented $4,925,000 at the offering price net of commissions of $394,000 and loan fees of $283,000 that were excluded). Blue Lagoon was one of the 2006 Target REITs that the Company acquired by merger on April 30, 2006 at which time the preferred stock investment was canceled and the merger was accounted for as a purchase, and the acquired assets and liabilities were recorded at their fair value.

The Company recorded distributions declared or received of $1,199,000 and $724,000 from Sponsored REITs during the nine months ended September 30, 2007 and 2006, respectively.

Non-consolidated REITs:

The Company has in the past acquired by merger entities similar to the Sponsored REITs, including on April 30, 2006, the five 2006 Target REITs. The Company's business model for growth includes the potential acquisition by merger in the future of Sponsored REITs. However, the Company has no legal or any other enforceable obligation to acquire or to offer to acquire any Sponsored REIT. In addition, any offer (and the related terms and conditions) that might be made in the future to acquire any Sponsored REIT would require the approval of the boards of directors of the Company and the Sponsored REIT and the approval of the shareholders of the Sponsored REIT.

The operating data below for 2007 includes operations of the twelve Sponsored REITs the Company held an interest in as of September 30, 2007. The operating data for 2006 includes operations of the nine Sponsored REITs the Company held an interest in as of September 30, 2006 and operations from the five 2006 Target REITs from January through April 30, 2006. The five 2006 Target REITs were merged into the Company on April 30, 2006.

At September 30, 2007, December 31, 2006 and September 30, 2006, the Company had ownership interests in twelve, ten and nine Sponsored REITs, respectively. Summarized financial information for these Sponsored REITs is as follows:

	September 30, 2007	December 31, 2006
	(in thousands)	
Balance Sheet Data (unaudited):		
Real estate, net	$ 691,579	$ 612,835
Other assets	76,960	87,383
Total liabilities	(290,973)	(132,565)
Shareholders equity	$ 477,566	$ 567,653

	For the Nine Months Ended September 30, 2007	2006
	(in thousands)	
Operating Data (unaudited):		
Rental revenue	$ 69,654	$ 42,445
Other revenue	2,348	2,137
Operating and maintenance expenses	(33,605)	(21,318)
Depreciation and amortization	(16,280)	(9,623)
Interest expense and commitment fees	(17,838)	(8,602)
Net income	$ 4,279	$ 5,039

4. Related Party Transactions and Investments in Non-consolidated Entities (continued)

Syndication fees and Transaction fees:

The Company provides syndication and real estate acquisition advisory services for Sponsored REITs. Syndication and transaction fees from non-consolidated entities amounted to approximately $14,536,000 and $12,836,000 for the nine months ended September 30, 2007 and 2006, respectively.

Management fees and interest income from loans:

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 $637,000 and $476,000 for the nine months ended September 30, 2007 and 2006, respectively. The Company typically makes interim mortgage loans to Sponsored REITs that enable Sponsored REITs to acquire their respective properties prior to the consummation of the offerings of their equity interests. The interim mortgage loans are subsequently repaid out of offering proceeds. The Company recognized interest income from interim mortgage loans of approximately $4,540,000 and $603,000 for the nine months ended September 30, 2007 and 2006, respectively, relating to these loans.

5. Bank Note Payable

The Company has a revolving line of credit agreement (the "Loan Agreement") with a group of banks providing for borrowings at the Company's election of up to $150,000,000. Borrowings under the Loan Agreement bear interest at either the bank's prime rate (7.75% at September 30, 2007) or a rate equal to LIBOR plus 125 basis points (6.38% at September 30, 2007). The balance outstanding was $104,550,000 at September 30, 2007, and there was no balance outstanding at December 31, 2006. The weighted average interest rate on amounts outstanding during the nine months ended September 30, 2007 and 2006 was 6.62% and 6.50%, respectively; and for the year ended December 31, 2006 was approximately 6.39%.

The Loan Agreement includes restrictions on property liens and requires compliance with various financial covenants. Financial covenants include the maintenance of at least $1,500,000 in operating cash accounts, a minimum unencumbered cash and liquid investments balance and tangible net worth, and compliance with various debt and operating income ratios, as defined in the Loan Agreement. The Company was in compliance with the Loan Agreement's financial covenants as of September 30, 2007 and December 31, 2006. Borrowings under the Loan Agreement mature on August 18, 2008.

6. 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, 2007 and 2006.

7. Discontinued Operations

During 2006 the Company sold six properties, each of which was sold at a gain. The Company also reached an agreement to sell another commercial property, located in Greenville, South Carolina, which sold on January 31, 2007 at a loss. For the year ended December 31, 2006, the Company reported the gains from the sale of these properties and a provision for loss on the Greenville property held for sale. In May 2007, the Company reached an agreement to sell a property located in Westford, Massachusetts, which sold on July 16, 2007 at a gain. During June 2007, the Company sold a property located in Alpharetta, Georgia at a gain and a property located in San Diego, California at a gain. Accordingly, all of the properties sold during the nine months ended September 30, 2007 are classified as assets held for sale as of December 31, 2006.

7. Discontinued Operations (continued)

The operating results for these real estate assets have been reflected as discontinued operations in the consolidated statements of income for all periods presented, and are summarized below:

(in thousands)	For the Three Months Ended September 30,	For the Nine Months Ended September 30,

	2007	2006	2007	2006
Rental revenue	$ 12	$ 4,025	$ 3,129	$ 15,322
Rental operating expenses	(63)	(1,062)	(802)	(4,136)
Real estate taxes and insurance	(5)	(281)	(370)	(1,499)
Depreciation and amortization	--	(766)	(749)	(2,951)
Interest income	--	--	8	--
Net income (loss) from discontinued operations	$ (56)	$ 1,916	$ 1,216	$ 6,736

During the nine months ended September 30, 2007 and 2006, respectively, gains on sales of properties are summarized below:

(dollars in thousands)

Property Address	City/ State	Property Type	Date of Sale
2007			
33 & 37 Villa Road	Greenville, SC	Office	January 5, 2007
11680 Great Oaks Way	Alpharetta, GA	Office	June 21, 2007
17030 Goldentop Road	San Diego, CA	Office	June 27, 2007
10 Lyberty Way	Westford, MA	Office	July 16, 2007
Settlement of escrows on prior property sales			
Net Sales Proceeds and Gain on sales of real estate			
2006			
22400 Westheimer Parkway	Katy, TX	Apartment	May 24, 2006
4995 Patrick Henry Drive	Santa Clara, CA	Office	May 31, 2006
12902 Federal Systems Park Dr	Fairfax, VA	Office	May 31, 2006
One Technology Drive	Peabody, MA	Office	August 9, 2006
Net Sales Proceeds and Gain on sales of real estate			

8. Business Segments

The Company operates in two business segments: real estate operations (including real estate leasing, interim acquisition financing, development and asset/property management) and investment banking/investment services (including real estate acquisition and broker/dealer services). The Company has identified these segments because this information is the basis upon which management makes decisions regarding resource allocation and performance assessment. The accounting policies of the reportable segments are the same as those described in the "Significant Accounting Policies" in Note 2 to the Company's consolidated financial statements included in its Annual Report on Form 10-K for the year ended December 31, 2006. The Company's operations are located in the United States of America.

The Company evaluates the performance of its reportable segments based on Adjusted Funds From Operations ("AFFO") as management believes that AFFO represents the most accurate measure of the reportable segment's activity and is the basis for distributions paid to equity holders. The Company defines AFFO as: net income as computed in accordance with GAAP; excluding gains or losses on the sale of real estate and non-cash income from Sponsored REITs; plus certain non-cash items included in the computation of net income (depreciation and amortization and straight-line rent adjustments); plus distributions received from Sponsored REITs; plus the net proceeds from the sale of land. Depreciation and amortization, gain or loss on the sale of real estate, and straight-line rents are an adjustment to AFFO, as these are non-cash items included in net income.

AFFO should not be considered as an alternative to net income (determined in accordance with GAAP), 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 may define AFFO in a different manner. We believe that in order to facilitate a clear understanding of the results of the Company, AFFO should be examined in connection with net income and cash flows from operating, investing and financing activities in the consolidated financial statements.

8. Business Segments (continued)

The calculation of AFFO by business segment is shown in the following table:

(in thousands)	Real Estate Operations	Investment Banking/ Services	Total
Three Months Ended March 31, 2007			
Net Income	$ 9,376	$ 356	$ 9,732
(Equity) Deficit in income of non-consolidated REITs	583	--	583
Distributions from non-consolidated REITs	281	--	281
Depreciation and amortization	8,970	30	9,000
Straight line rent	(1,273)	--	(1,273)

Adjusted Funds From Operations	$ 17,937	$ 386	$ 18,323
Three Months Ended June 30, 2007			
Net Income	$ 31,922	$ 554	$ 32,476
Gain on sale of assets, net	(21,590)	--	(21,590)
(Equity) Deficit in income of non-consolidated REITs	142	--	142
Distributions from non-consolidated REITs	442	--	442
Depreciation and amortization	8,478	30	8,508
Straight line rent	(776)	--	(776)
Adjusted Funds From Operations	$ 18,618	$ 584	$ 19,202
Six Months Ended June 30, 2007			
Net Income	$ 41,298	$ 910	$ 42,208
Gain on sale of assets, net	(21,590)	--	(21,590)
(Equity) Deficit in income of non-consolidated REITs	725	--	725
Distributions from non-consolidated REITs	723	--	723
Depreciation and amortization	17,448	60	17,508
Straight line rent	(2,049)	--	(2,049)
Adjusted Funds From Operations	$ 36,555	$ 970	$ 37,525
Three Months Ended September 30, 2007			
Net Income	$ 9,874	$ (388)	$ 9,486
Gain on sale of assets, net	(1,942)	--	(1,942)
(Equity) Deficit in income of non-consolidated REITs	(106)	--	(106)
Distributions from non-consolidated REITs	476	--	476
Depreciation and amortization	8,986	30	9,016
Straight line rent	(875)	--	(875)
Adjusted Funds From Operations	$ 16,413	$ (358)	$ 16,055
Nine Months Ended September 30, 2007			
Net Income	$ 51,172	$ 522	$ 51,694
Gain on sale of assets, net	(23,532)	--	(23,532)
(Equity) Deficit in income of non-consolidated REITs	619	--	619
Distributions from non-consolidated REITs	1,199	--	1,199
Depreciation and amortization	26,434	90	26,524
Straight line rent	(2,924)	--	(2,924)
Adjusted Funds From Operations	$ 52,968	$ 612	$ 53,580

Franklin Street Properties Corp.
Notes to Consolidated Financial Statements
(Unaudited)

8. Business Segments (continued)

(in thousands)	Real Estate Operations	Investment Banking/ Services	Total
Three Months Ended March 31, 2006			
Net Income	$ 13,054	$ 85	$ 13,139
(Equity) Deficit in income of non-consolidated REITs	(275)	--	(275)
Distributions from non-consolidated REITs	118	--	118
Depreciation and amortization	7,100	33	7,133
Straight line rent	200	--	200
Adjusted Funds From Operations	$ 20,197	$ 118	$ 20,315
Three Months Ended June 30, 2006			
Net Income	$ 39,993	$ 484	$ 40,477
Gain on sale of assets, net	(28,108)	--	(28,108)
(Equity) Deficit in income of non-consolidated REITs	(156)	--	(156)
Distributions from non-consolidated REITs	491	--	491
Depreciation and amortization	7,481	32	7,513
Straight line rent	(139)	--	(139)
Adjusted Funds From Operations	$ 19,562	$ 516	$ 20,078
Six Months Ended June 30, 2006			
Net Income	$ 53,047	$ 569	$ 53,616
Gain on sale of assets, net	(28,108)	--	(28,108)
(Equity) Deficit in income of non-consolidated REITs	(431)	--	(431)
Distributions from non-consolidated REITs	609	--	609
Depreciation and amortization	14,581	65	14,646
Straight line rent	61	--	61
Adjusted Funds From Operations	$ 39,759	$ 634	$ 40,393
Three Months Ended September 30, 2006			
Net Income	$ 18,025	$ (195)	$ 17,830
Gain on sale of assets, net	(6,361)	--	(6,361)
(Equity) Deficit in income of non-consolidated REITs	(481)	--	(481)
Distributions from non-consolidated REITs	115	--	115
Depreciation and amortization	8,732	28	8,760
Straight line rent	(590)	--	(590)
Adjusted Funds From Operations	$ 19,440	$ (167)	$ 19,273
Nine Months Ended September 30, 2006			
Net Income	$ 71,072	$ 374	$ 71,446
Gain on sale of assets, net	(34,469)	--	(34,469)
(Equity) Deficit in income of non-consolidated REITs	(912)	--	(912)
Distributions from non-consolidated REITs	724	--	724
Depreciation and amortization	23,313	93	23,406
Straight line rent	(529)	--	(529)

Adjusted Funds From Operations	$ 59,199	$ 467	$ 59,666

Franklin Street Properties Corp.
Notes to Consolidated Financial Statements
(Unaudited)

8. Business Segments (continued)

The following table is a summary of other financial information by business segment:

(in thousands)	Real Estate Operations	Investment Banking/ Investment Services	Total
Three Months Ended September 30, 2007:			
Revenue	$ 29,498	$ 758	$ 30,256
Interest income	634	16	650
Interest expense	1,823	--	1,823
Income (loss) from discontinued operations	(56)	--	(56)
Capital expenditures	4,059	88	4,147
Nine Months Ended September 30, 2007:			
Revenue	$ 88,115	$ 7,718	$ 95,833
Interest income	1,819	45	1,864
Interest expense	6,120	--	6,120
Income from discontinued operations	1,216	--	1,216
Capital expenditures	9,195	88	9,283
Identifiable Assets as of September 30, 2007	$ 1,029,002	$ 5,591	$ 1,034,593
Three Months Ended September 30, 2006:			
Revenue	$ 24,972	$ 1,073	$ 26,045
Interest income	722	13	735
Interest expense	119	--	119
Income from discontinued operations	1,916	--	1,916
Capital expenditures	3,877	50	3,927
Nine Months Ended September 30, 2006:			
Revenue	$ 68,562	$ 7,023	$ 75,585
Interest income	2,045	35	2,080
Interest expense	1,260	--	1,260
Income from discontinued operations	6,736	--	6,736
Capital expenditures	5,601	110	5,711
Identifiable Assets as of September 30, 2006	$ 921,545	$ 5,291	$ 926,836

Franklin Street Properties Corp.
Notes to Consolidated Financial Statements
(Unaudited)

9. Cash Dividends

The Company declared and paid dividends as follows (in thousands, except per share amounts):

Quarter Paid	Dividends Per Share	Total Dividends
First quarter of 2007	$.31	$21,938
Second quarter of 2007	$.31	$21,937
Third quarter of 2007	$.31	$21,938
First quarter of 2006	$.31	$18,536
Second quarter of 2006	$.31	$18,536
Third quarter of 2006	$.31	$21,938

10. Income Taxes

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 dividends 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 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 20% 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. Effective January 1, 2001, a subsidiary of the Company has elected to be treated as a TRS. As a result, FSP Investments operates as a taxable corporation under the Code and has accounted for income taxes in accordance with the provisions of Statement of Financial Accounting Standard ("SFAS") No. 109, Accounting for Income Taxes. Taxes are provided when FSP Investments has net profits for both financial statement and income tax purposes.

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's adoption of the provisions of FIN 48 effective January 1, 2007 did not result in recording a liability, nor was any accrued interest and penalties recognized with the adoption of FIN 48. 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 of FIN 48. 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 2004 and thereafter.

Franklin Street Properties Corp.
Notes to Consolidated Financial Statements
(Unaudited)

10. Income Taxes (continued)

The income tax expense reflected in the consolidated statements of income relates only to the TRS. The expense differs from the amounts computed by applying the Federal statutory rate of 34% to income before income taxes as follows:

(in thousands)	For the Nine Months Ended September 30, 2007	2006
Federal income tax expense at statutory rate	$ 297	$ 230
Increase in taxes resulting from:		
State income taxes, net of federal impact	55	43
	$ 352	$ 273

No deferred income taxes were provided as there were no material temporary differences between the financial reporting basis and the tax basis of the taxable REIT subsidiary.

11. Subsequent Events

The Company declared a cash distribution of $0.31 per share on October 19, 2007 to stockholders of record on October 31, 2007 payable on November 20, 2007.

On October 19, 2007, the Company amended the Loan Agreement that evidences and secures its revolving line of credit facility. The Loan Agreement was amended to, among other things, increase the amount of borrowings available to the Company from $150,000,0000 to $250,000,000. In addition, the maturity date was extended from August 2008 to August 2011.

The Company repaid $8.6 million of borrowings from its amended revolving line of credit facility on October 22, 2007.

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, 2006. Historical results and percentage relationships set forth in the 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 changes in economic conditions in the markets in which we own properties, changes in the demand by investors for investment in Sponsored REITs, risks of a lessening of demand for the types of real estate owned by us, changes in government regulations, 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 the factors set forth below under the caption, Item 1A. "Risk Factors". 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

We operate in two business segments: real estate operations and investment banking/investment services. The real estate operations segment involves real estate rental operations, leasing, interim acquisition financing, development services, asset/property management services, property acquisitions and dispositions. The investment banking/investment services segment involves the structuring of real estate investments and broker/dealer services that include the organization of Sponsored REITs, the acquisition and development of real estate on behalf of Sponsored REITs and the raising of capital to equitize the Sponsored REITs through the sale of preferred stock in private placements.

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 the national 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.

Our investment banking/investment services customers are primarily institutions and high net-worth individuals. To the extent that the broad capital markets affect these investors our business is also affected. These investors have many investment choices. We must continually search for real estate at a price and at a competitive risk/reward rate of return that meets our customer's risk/reward profile for providing a stream of income and as a long-term hedge against inflation.

Due to the transactional nature of significant portions of our business, our quarterly financial metrics have historically been quite variable. We do not manage our business to quarterly targets but rather manage our business to longer-term targets. Consequently, we consider annual financial results to be much more meaningful for performance and trend measurements.

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, 2006.

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 our Annual Report on Form 10-K for the year ended December 31, 2006.

Trends and Uncertainties

Real Estate Operations

The portfolio was approximately 91% leased as of September 30, 2007. The increase in leasing came from several small leases and an approximately 79,000 square foot lease in one of the buildings in Houston. Two properties totaling approximately 263,000 square feet, one in the greater Seattle/Tacoma area, and the other in Silicon Valley, remain substantially vacant. Both properties were being physically repositioned in their respective markets, and those renovations were nearing completion at the end of the third quarter. We believe those properties can add meaningful rental income and value to the portfolio as they are leased.

While we cannot predict when existing vacancy 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 current market rates for markets in which the buildings are located, which in some cases may be below the expiring rental rates. In most of our markets, leasing conditions continued to improve in the third quarter, but we cannot predict whether the subprime mortgage loan problems and their spill over into the broader credit markets will have a negative impact on leasing conditions in the fourth quarter or on the financial strength of our existing tenants. Approximately 1.5% of our square footage was leased to mortgage companies in September, and we have taken the credit risk related to those companies into account in reviewing our reserve for bad debts.

Investment Banking/Investment Services

Unlike our real estate operations business, which provides a rental revenue stream which is ongoing and recurring in nature, our investment banking/investment services business is transactional in nature. Equity raised for Sponsored REIT syndications in the third quarter of 2007 totaled $10.0 million. Business in this area, while always uncertain, was adversely affected in the third quarter of 2007 by the recent turmoil in the financial, credit and real estate markets. Investors that have historically participated in our private placement real estate offerings have expressed uncertainty about investing in this environment. Consequently, equity amounts raised by our investment executives in the third quarter have dropped significantly from approximately $109 million achieved in the first half of 2007. At this point, it is unclear when a more visible market environment will return for our investment banking business.

In January 2007, one of our Sponsored REITs purchased a property for investment syndication. Permanent equity capitalization of the property was structured as a private placement preferred stock offering totaling $221 million. This offering is the largest single-investment syndication in our history, and is ongoing as of the beginning of the fourth quarter of 2007. During September 2007, another Sponsored REIT commenced syndication on a property. Permanent equity capitalization of the property was structured as a private placement preferred stock offering totaling $65 million, which is also ongoing as of the beginning of the fourth quarter of 2007.

Despite these two large current syndications, our property acquisition executives are now grappling with greater uncertainty surrounding the valuation levels for prime commercial investment real estate. We believe that the current turmoil in the credit/mortgage markets, as well as perceptions about the future U.S. economy and interest rates, are producing a larger than normal divergence in the perception of value and future relative investment performance of commercial properties. While we generally believe that such an environment has the potential to produce some exceptional property acquisition opportunities, caution, perspective and disciplined underwriting standards can significantly impact the timing of any future acquisitions. Consequently, our ability to provide a regular stream of real estate investment product necessary to grow our overall investment banking/investment services business is uncertain. We also continue to rely solely on our in-house investment executives to access interested investors who have capital they can afford to place in an illiquid position for an indefinite period of time (i.e., invest in a Sponsored REIT). We continue to evaluate whether our in-house sales force is capable, either through our existing client base or through new clients, of raising sufficient investment capital in Sponsored REITs to achieve future performance objectives.

Results of Operations

Overview:

During 2006 we acquired the five 2006 Target REITs by merger, acquired three additional properties, sold six properties and reached an agreement to sell another property, which closed on January 31, 2007. During the first nine months of 2007 we completed the sale of the property held for sale at December 31, 2006, acquired one property and sold three properties. As a result of this activity, as of September 30, 2007, we operated 27 properties.

Mergers and Acquisitions:

On February 24, 2006 we acquired one commercial property in Texas, on April 30, 2006 we completed the acquisition by merger of the five 2006 Target REITs, on June 27, 2006 we acquired a commercial property in Georgia and on December 21, 2006 we acquired a commercial property in Broomfield, Colorado. On June 13, 2007 we acquired a commercial property in Baltimore Maryland. The results of operations for each of the acquired or merged properties are included in our operating results as of their respective purchase or merger dates. Increases in rental revenues and expenses for the three and nine months ended September 30, 2007 as compared to the same periods in 2006 are primarily a result of the timing of these acquisitions and subsequent contribution of these acquired properties.

Sales of Real Estate:

The sales of real estate in 2006 included the following. On May 24, 2006 we sold an apartment building in Katy, Texas, and on May 31, 2006 we sold two commercial properties, one in Santa Clara, California and another in Fairfax, Virginia. On August 9, 2006 we sold a commercial property in Peabody, Massachusetts, on November 16, 2006 we sold a commercial property in Herndon, Virginia and on December 21, 2006 we sold a commercial property in North Andover, Massachusetts. As of December 31, 2006, we classified a property in Greenville, South Carolina as held-for-sale, which was sold on January 31, 2007. Also during 2007, we sold a commercial property in Alpharetta, Georgia on June 21, 2007, a commercial property in San Diego, California on June 27, 2007, and a commercial property in Westford, Massachusetts on July 16, 2007. The operating results of the ten properties sold in 2006 and 2007 were classified as discontinued operations in our financial statements for all periods presented.

Investment Banking:

The investment banking/investment services segment is primarily based on the gross proceeds from the sale of securities of the Sponsored REITs. During the three and nine months ended September 30, 2007 our investment banking/investment services segment had total gross proceeds of $10.0 million and $119.2 million, respectively; which was derived primarily from the syndication of FSP 303 East Wacker Drive Corp and FSP Grand Boulevard Corp. During the three and nine months ended September 30, 2006 our investment banking/investment services segment had total gross proceeds of $15.9 million and $100.2 million, respectively; which was derived from the syndication of FSP Phoenix Tower Corp. As a result, total gross proceeds during the three and nine months ended September 30, 2007 decreased $5.9 million and increased $19.1 million, respectively, compared to the same periods in 2006. The syndication of FSP 303 East Wacker Drive Corp. commenced in January 2007 and the syndication of FSP Grand Boulevard Corp. commenced in September 2007. The syndication of FSP Phoenix Tower Corp., which was in process during the three and nine months ended September 30, 2006 commenced in February 2006.

Our acquisition executives continue to work on other property investment opportunities. However, our investment banking business was negatively impacted by the turmoil in the financial, credit and real estate markets that began in the third quarter of 2007. Business growth in this area is challenged and uncertain at the beginning of the fourth quarter of 2007.

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The following table compares our income statement for the three months ended September 30, 2007 and 2006:

(in thousands)

	Three months ended Septemb		
	2007	2006	Ch
Revenue:			
Rental	$ 27,431	$ 23,833	$
Related party revenue:			
Syndication fees	687	861	
Transaction fees	604	1,140	
Management fees and interest income from loans	1,497	209	
Other	37	2	
Total revenue	30,256	26,045	

Expenses:			
Real estate operating expenses	7,263	5,469	
Real estate taxes and insurance	4,565	3,750	
Depreciation and amortization	7,870	6,016	
Selling, general and administrative	1,787	2,027	
Commissions	406	458	
Interest	1,823	119	
Total expenses	23,714	17,839	
Income before interest income, equity in earnings in non-consolidated REITs and taxes on income	6,542	8,206	(
Interest income	650	735	
Equity in earnings (deficit) in non-consolidated REITs	147	481	
Income before taxes on income	7,339	9,422	(
Taxes on income	(261)	(131)	
Income from continuing operations	7,600	9,553	(
Income (loss) from discontinued operations	(56)	1,916	(
Income before gain on sale of properties	7,544	11,469	(
Gain on sale of assets	1,942	6,361	(
Net income	$ 9,486	$ 17,830	$(

Comparison of the three months ended September 30, 2007 to the three months ended September 30, 2006

Revenues

Total revenues increased by $4.2 million to $30.3 million for the quarter ended September 30, 2007, as compared to $26.1 million for the quarter ended September 30, 2006. The increase was primarily a result of:

- An increase to rental revenue of approximately $3.6 million arising from the acquisition of the five 2006 Target REITs by merger on April 30, 2006, a property in Georgia in June 2006, a property in Colorado in December 2006 and a property in Maryland in June 2007. The increase was net of a $1.7 million decrease in lease termination payments received. During the three months ended September 30, 2007 we received no lease termination fee income compared to $1.7 million we received from one tenant in Illinois during the three months ended September 30, 2006.

- An increase in loan interest income of approximately $1.3 million, which was principally a result of interest income from larger loan balances during the third quarter of 2007 as compared to 2006 for the mortgage loans on the properties in syndication. The impact of this increase was slightly greater as a result of higher interest rates charged for the third quarter of 2007 compared to 2006.

These increases were partially offset by:

- A $0.7 million decrease in syndication fees and transaction (loan commitment) fees, which was principally a result of the decrease in gross syndication proceeds in the quarter compared to the same period in 2006.

Expenses

Total expenses were $23.7 million for the three months ended September 30, 2007, an increase of $5.9 million compared to the three months ended September 30, 2006. The increase was primarily a result of:

- The increase in real estate operating expenses and real estate taxes and insurance of approximately $2.6 million, and depreciation of $1.9 million, which were primarily a result of real estate acquisitions and mergers discussed above.

- An increase in interest expense of approximately $1.7 million primarily resulting from a higher average loan balance outstanding during the three months ended September 30, 2007 compared to the three months ended September 30, 2006, and slightly higher interest rates in the 2007 period than the 2006 period.

These increases were partially offset by:

- Selling, general and administrative expenses, which decreased insignificantly by $0.2 million to $1.8 million for the three months ended September 30, 2007 compared to same period in 2006. We had 39 employees as of September 30, 2007 at our headquarters in Wakefield compared to 40 employees as of September 30, 2006.

- A decrease in commission expense of $0.1 million, which was principally a result of the decrease in gross syndication proceeds in the quarter compared to the same period in 2006.

Interest income

Interest income decreased $0.1 million to $0.7 million during the three months ended September 30, 2007, which was primarily a result of a lower average balance of cash. This was offset by slightly higher interest rates earned on balances of cash, cash equivalents and other investments compared to the three months ended September 30, 2006. The lower average balances during the three months ended September 30, 2007 were primarily a result of a $60 million repayment on our line of credit made on July 5, 2007 and a $21.9 million distribution paid to our shareholders in August 2007; and were partially offset by asset sale proceeds received on July 16, 2007 from the sale of a property discussed above.

Equity in earnings (deficit) of non-consolidated REITs

Equity in earnings (deficit) from non-consolidated REITs decreased approximately $0.3 million to $0.1 million, which was principally a result of a lower amount attributed to us from the syndications in process during the third quarter of 2007, as compared to the third quarter of 2006.

Taxes on income

Taxes on income decreased $0.1 million in the third quarter of 2007 compared to the third quarter of 2006. The decrease was primarily due to lower taxable income from the investment banking and investment services business in the 2007 period compared to 2006. During the third quarter in each of 2007 and 2006 we had an effective tax rate of 40.3%. We expect an effective tax rate of approximately 40.3% for our taxable REIT subsidiary in the future.

Income from continuing operations

The resulting income from continuing operations for the third quarter of 2007 decreased $2.0 million to $7.6 million from $9.6 million in the third quarter of 2006 for the reasons discussed above.

Discontinued operations and gain on sale of assets

During 2006, we sold six properties and classified one property in Greenville, South Carolina as held for sale, which was sold on January 31, 2007. During 2007, we completed the sale of the property in Greenville, South Carolina and sold three additional properties. Accordingly, the ten properties sold are reported as discontinued operations on our financial statements for the relevant periods presented. There was a loss from discontinued operations of $0.1 million for the three months ended September 30, 2007 related to the property sold on July 16, 2007 that was vacant, as compared to income from discontinued operations of $1.9 million for the three months ended September 30, 2006 related to the ten properties sold.

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For the three months ended September 30, 2007 we reported $1.9 million as gain on sale of assets and for the three months ended September 30, 2006 we reported $6.4 million as gain on sale of assets.

The Company will continue to evaluate its portfolio, and from time-to-time may decide to dispose of other properties.

Net Income

Net income for the three months ended September 30, 2007 decreased $8.3 million to $9.5 million compared to $17.8 million for the three months ended September 30, 2006, for the reasons discussed above.

The following table compares our income statement for the nine months ended September 30, 2007 and 2006:

(in thousands)

	Nine months ended September 30,		
	2007	2006	Change
Revenue:			
Rental	$ 76,037	$61,647	$ 14,390
Related party revenue:			
Syndication fees	7,090	6,288	802
Transaction fees	7,446	6,548	898
Management fees and interest income from loans	5,176	1,078	4,098
Other	84	24	60
Total revenue	95,833	75,585	20,248

Expenses:			
Real estate operating expenses	19,340	13,372	5,968
Real estate taxes and insurance	12,892	8,949	3,943
Depreciation and amortization	22,041	15,213	6,828
Selling, general and administrative	5,675	5,785	(110)
Commissions	3,720	3,289	431
Interest	6,120	1,260	4,860
Total expenses	69,788	47,868	21,920
Income before interest income, equity in earnings in non-consolidated REITs and taxes on income	26,045	27,717	(1,672)
Interest income	1,864	2,080	(216)
Equity in earnings (deficit) in non-consolidated REITs	(611)	717	(1,328)
Income before taxes on income	27,298	30,514	(3,216)
Taxes on income	352	273	79
Income from continuing operations	26,946	30,241	(3,295)
Income from discontinued operations	1,216	6,736	(5,520)
Income before gain on sale of properties	28,162	36,977	(8,815)
Gain on sale of assets	23,532	34,469	(10,937)
Net income	$ 51,694	$71,446	$(19,752)

Comparison of the nine months ended September 30, 2007 to the nine months ended September 30, 2006

Revenues

Total revenues increased by $20.2 million to $95.8 million for the nine months ended September 30, 2007, as compared to $75.6 million for the nine months ended September 30, 2006. The increase was primarily a result of:

o An increase to rental revenue of approximately $14.4 million from real estate arising from the acquisitions of a property in Texas during February 2006, the five 2006 Target REITs by merger on April 30, 2006, a property in Georgia in June 2006, a property in Colorado in December 2006 and a property in Maryland in June 2007. The increase was net of a $6.5 million decrease in lease termination

payments received. During the nine months ended September 30, 2007 we received lease termination fee income of $61,000 compared to approximately $6.5 million received from two tenants in Texas and one tenant in Illinois during the nine months ended September 30, 2006.

o An increase in management fees and interest income from loans of approximately $4.1 million, which was principally a result of interest income from larger loan balances during the nine months of

2007 as compared to the same period in 2006 for the mortgage loans on the properties in syndication. The impact of this increase was slightly greater as a result of higher interest rates charged for the first nine months of 2007 compared to 2006.

o A $1.7 million increase in syndication and transaction (loan commitment) fees, which was principally a result of the increase in gross syndication proceeds for the nine month period in 2007 compared to the same period in 2006.

Expenses

Total expenses were $69.8 million for the nine months ended September 30, 2007, or an increase of $21.9 million compared to the nine months ended September 30, 2006. The increase was primarily a result of:

o The increase in real estate operating expenses, real estate taxes and insurance of $9.9 million, and depreciation of $6.8 million, which were primarily a result of the acquisitions and mergers in our real estate segment discussed above.

o An increase in interest expense of $4.9 million resulting primarily from a higher average loan balance outstanding during the nine months ended September 30, 2007 compared to the nine months ended September 30, 2006, and slightly higher interest rates in the 2007 period than the 2006 period.

o An increase in commission expense of $0.4 million, which was principally a result of the increase in gross syndication proceeds for the nine month period in 2007 compared to the same period in 2006.

These increases were partially offset by:

o Selling, general and administrative expenses, which decreased insignificantly by $0.1 million for the nine months ended September 30, 2007 compared to same period in 2006. We had 39 employees as of September 30, 2007 at our headquarters in Wakefield compared to 40 employees as of September 30, 2006.

Interest income

Interest income decreased $0.2 million to $1.9 million during the nine months ended September 30, 2007, which was primarily a result of a lower average balance of cash, which was offset by slightly higher interest rates earned on balances of cash, cash equivalents and other investments compared to the nine months ended September 30, 2006. The lower average balances during the nine months ended September 30, 2007 were primarily a result of a decrease in cash and cash equivalents.

Equity in earnings (deficit) of non-consolidated REITs

Equity in earnings (deficit) from non-consolidated REITs decreased approximately $1.3 million to a deficit of $0.6 million for the nine months ended September 30, 2007, which was principally a result of a loss attributed to us from the syndications in process during 2007, as compared to income during the nine months ended September 30, 2006 of $0.7 million.

Taxes on income

Taxes on income increased $0.1 million for the nine months ended September 30, 2007 compared to the same period of 2006. The increase was primarily due to greater taxable income from the investment banking and investment services business in the 2007 period compared to 2006. During both periods in 2007 and 2006 we had an effective tax rate of 40.3%. We expect an effective tax rate of approximately 40.3% for our taxable REIT subsidiary in the future.

Income from continuing operations

The resulting income from continuing operations for the nine months ended September 30, 2007 decreased $3.3 million to $26.9 million compared the nine months ended September 30, 2006 for the reasons discussed above.

Discontinued operations and gain on sale of assets

During 2006, we sold six properties and classified one property in Greenville, South Carolina as held for sale, which was sold on January 31, 2007. During 2007, we completed the sale of the property in Greenville, South Carolina and sold three additional properties. Accordingly, the ten properties sold are reported as discontinued operations on our financial statements for the relevant periods presented. Income from discontinued operations was $1.2 million for the nine months ended September 30, 2007 and was $6.7 million for the nine months ended September 30, 2006.

For the nine months ended September 30, 2007 we reported $23.5 million as gain on sale of assets and for the nine months ended September 30, 2006 we reported $34.5 million as gain on sale of assets, which are summarized below.

(dollars in thousands)

Property Address	City/ State	Property Type	Date of Sale	N Sa Pro
2007				
33 & 37 Villa Road	Greenville, SC	Office	January 5, 2007	$
11680 Great Oaks Way	Alpharetta, GA	Office	June 21, 2007	3
17030 Goldentop Road	San Diego, CA	Office	June 27, 2007	3
10 Lyberty Way	Westford, MA	Office	July 16, 2007	1
Settlement of escrows on prior property sales				
Net Sales Proceeds and Gain on sales of real estate				$ 8
2006				
22400 Westheimer Parkway	Katy, TX	Apartment	May 24, 2006	$ 1
4995 Patrick Henry Drive	Santa Clara, CA	Office	May 31, 2006	
12902 Federal Systems Park Dr	Fairfax, VA	Office	May 31, 2006	6
One Technology Drive	Peabody, MA	Office	August 9, 2006	1
Net Sales Proceeds and Gain on sales of real estate				$10

The Company will continue to evaluate its portfolio, and from time-to-time may decide to dispose of other properties.

Net Income

Net income for the nine months ended September 30, 2007 decreased $19.7 million to $51.7 million compared to $71.4 million for the nine months ended September 30, 2006, for the reasons discussed above.

Liquidity and Capital Resources

Cash and cash equivalents were $53.4 million and $70.0 million at September 30, 2007 and December 31, 2006, respectively. This decrease of $16.6 million is attributable to $50.9 million provided by operating activities, less $101.4 million used for investing activities, plus $33.9 million provided by financing activities. Management believes that existing cash, cash anticipated to be generated internally by operations, cash anticipated to be generated by fees and commissions from the sale of preferred stock in future Sponsored REITs and our line of credit will be sufficient to meet working capital requirements and anticipated capital expenditures and improvements 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 and from fees and commissions from the sale of shares in newly formed Sponsored REITs. 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 primarily depends upon the level of rental income from our real properties and the level of interest on the part of investors in purchasing shares of Sponsored REITs.

Operating Activities

The cash provided by our operating activities of $50.9 million during the nine months ended September 30, 2007 is primarily attributable to net income of $51.7 million, less gains on sales of properties of $23.5 million, plus the add-back of $24.4 million of non-cash activity and $1.2 million of distributions from non-consolidated REITs. These increases in operating cash were partially offset by $2.9 million in payments made for deferred leasing commissions.

Investing Activities

Our cash used for investing activities of $101.4 million during the nine months ended September 30, 2007 is primarily attributable to our investment in assets held for syndication of $112.6 million, the purchase of a property in Baltimore for $62.8 million and additions to real estate investments and office equipment of approximately $16.8 million, which were partially offset by proceeds received on the sale of properties of $85.7 million and the redemption of a certificate of deposit of $5.1 million.

Financing Activities

Our cash provided by financing activities of $33.9 million during the nine months ended September 30, 2007 is primarily attributable to net proceeds from our line of credit of $104.5 million used to purchase assets held for syndication, which were partially offset by distributions to shareholders of $65.8 million and $4.8 million for the purchase of treasury shares.

Line of Credit

We have a revolving line of credit agreement (the "Loan Agreement") with a group of banks providing for borrowings at the Company's election of up to $150,000,000. Borrowings under the Loan Agreement bear interest at either the bank's prime rate (7.75% at September 30, 2007) or a rate equal to LIBOR plus 125 basis points (6.38% at September 30, 2007). The balance outstanding was $104,550,000 at September 30, 2007, and there was no balance outstanding at December 31, 2006. As of September 30, 2007, we were in compliance with all bank covenants required by the Loan Agreement.

On October 19, 2007, we amended the Loan Agreement to, among other things, increase the amount of borrowings available to us from $150,000,000 to $250,000,000. In addition, the maturity date was extended by three years to August 11, 2011.

Contingencies

We are subject to various legal proceedings and claims that arise in the ordinary course of its 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.

Assets Held for Syndication

As of September 30, 2007 there were two assets held for syndication, consisting of the office property owned by FSP 303 East Wacker Drive Corp. and the office property owned by FSP Grand Boulevard Corp.; and as of December 31, 2006 there were no assets held for syndication.

Assets Held for Sale

During 2006 an agreement was reached to sell a commercial property in Greenville, South Carolina at a loss, which was sold on January 31, 2007. During 2007 we sold three properties at gains. Accordingly, as of December 31, 2006 the properties sold in 2007 are classified as held for sale on the balance sheet.

Related Party Transactions

During the nine months ended September 30, 2007, we completed the syndication of FSP 50 South Tenth Street Corp. and began the syndications of FSP 303 East Wacker Drive Corp. and FSP Grand Boulevard Corp. We did not enter into any other significant transactions with related parties during the nine months ended September 30, 2007. For a discussion of transactions between us and related parties during 2006, see Footnote No. 5 "Related Party Transactions" to the Consolidated Financial Statements of the Company's Annual Report on Form 10-K for the year ended December 31, 2006.

Other Considerations

We generally pay the ordinary annual operating expenses of our properties from the rental revenue generated by the properties. For the nine months ended September 30, 2007, the rental income exceeded the expenses for each individual property, with the exception of a property located in Westford, Massachusetts, which was sold on July 16, 2007, a property located in Federal Way, Washington and a property located in San Jose, California. For the three months ended September 30, 2006 the rental income exceeded the expenses for each individual property, with the exception of the property located in Westford, Massachusetts.

- The single tenant lease at the property located in Westford, Massachusetts, expired October 31, 2004. During 2007 we reached an agreement to sell this property, which closed on July 16, 2007 at a

gain. The property had operating expenses of $54,000 and $35,000 for the three months ended September 30, 2007 and 2006, respectively and $188,000 and $170,000 for the nine months ended September 30, 2007 and 2006, respectively.

- o The single tenant lease at the property located in Federal Way, Washington, expired September 14, 2006. We have signed a lease with a tenant for approximately 8% of the space and that space generated rental income of $40,000 and $59,000 during the three months and nine months ended September 30, 2007. We expect that the property will not produce revenue to cover its expenses in the fourth quarter of 2007. The property had operating expenses of $173,000 and $463,000 for the three and nine months ended September 30, 2007.

- o The single tenant lease at the property located in San Jose, California, expired December 31, 2006. There is one tenant in the building occupying 19% of the rentable square feet of the property, from which we had rental income of $97,000 and $310,000 during the three and nine months ended September 30, 2007. The property had operating expenses of $114,000 and $353,000 for the three and nine months ended September 30, 2007. We are repositioning the property and as of the end of the quarter have not re-let the remaining space. As a result, we do not believe the property will produce revenue to cover its expenses in the fourth quarter of 2007.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

We were not a party to any derivative financial instruments at or during the nine months ended September 30, 2007.

We borrow from time-to-time on our line of credit. These borrowings bear interest at the bank's base rate (7.75% at September 30, 2007) or at LIBOR plus 125 basis points (6.38% at September 30, 2007), as elected by us when requesting funds. As of September 30, 2007, $104,550,000 was outstanding under the line of credit consisting of two borrowings at the LIBOR plus 125 basis point rate. We have used funds drawn on our line of credit for the purpose of making interim mortgage loans to Sponsored REITs and for interim financing of acquisitions. Generally interim mortgage loans bear interest at the same variable rate payable by us under our line of credit. We therefore believe that we have mitigated our interest rate risk with respect to our borrowings for interim mortgage loans. Historically we have satisfied obligations arising from interim financing of acquisitions through cash or sale of properties in our portfolio, so we believe that we can mitigate interest rate risk with respect to borrowings for interim financing of acquisitions as well.

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, 2007. The term "disclosure controls and procedures," as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, 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 SEC'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, 2007, 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, 2007 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

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

There were 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, 2006, except to the extent previously updated or to the extent additional factual information disclosed elsewhere in this Quarterly Report on Form 10-Q relates to such risk factors (including, without limitation, the matters discussed in Trends and Uncertainties in Part I, "Item 2-Management's Discussion and Analysis of Financial Condition and Results of Operations") . In addition to the other information set forth in this report, you should carefully consider the risk factors discussed in the Form 10-K, which could materially affect our business, financial condition or future results. The risks described in our Annual Report on Form 10-K 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

The following table provides information about purchases by Franklin Street Properties Corp. during the quarter ended September 30, 2007 of equity securities that are registered by the Company pursuant to Section 12 of the Exchange Act:

ISSUER PURCHASES OF EQUITY SECURITIES

Period	(a) Total Number of Shares (or Units) Purchased (1) (2) (3)	(b) Average Price Paid per Share (or Unit)	(c) Total Number of Shares (or Units) Purchased as Part of Publicly Announced Plans or Programs (1) (2) (3)	M A Va Uni Pu P
07/01/07-07/31/07	0	N/A	0	
08/01/07-08/31/07	285,600	$16.69	285,600	
09/01/07-09/30/07	0	N/A	0	
Total:	285,600	N/A	0	

(1) Our Articles of Incorporation provide that we will use our best efforts to redeem shares of our common stock from stockholders who request such redemption. Any FSP Corp. stockholder wishing to have shares redeemed must make such a request no later than July 1 of any year for a redemption that would be effective the following January 1. This obligation is subject to significant conditions. However, as our common stock is currently listed for trading on the American Stock Exchange, we are no longer obligated to, and do not intend to, effect any such redemption.

(2) On October 28, 2005, FSP Corp. announced that the Board of Directors of FSP Corp. had authorized the repurchase of up to $35 million of the Company's common stock from time to time in the open market or in privately negotiated transactions. The stock repurchase authorization expires at the earlier of (i) November 1, 2007 or (ii) a determination by the Board of Directors of FSP Corp. to discontinue repurchases.

(3) On September 10, 2007, FSP Corp. announced that the Board of Directors of FSP Corp. had authorized certain modifications to the Company's October 28, 2005 common stock repurchase plan. More specifically, the Board of Directors of FSP Corp. authorized the repurchase of up to $50 million of the Company's common stock (inclusive of all repurchases made pursuant to the October 28, 2005 plan) from time to time in the open market or in privately negotiated transactions. The repurchase authorization expires at the earlier of (i) November 1, 2009 or (ii) a determination by the Board of Directors of FSP Corp. to discontinue repurchases.

Item 3. Defaults Upon Senior Securities

None.

Item 4. Submission of Matters to a Vote of Security Holders

None.

Item 5. Other Information

None.

Item 6. Exhibits

See Exhibit Index attached hereto, which is incorporated herein by reference.

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.

Date		Signature	Title
Date:	October 30, 2007	/s/ George J. Carter ------------------------ George J. Carter	Chief Executive Officer and Direct (Principal Executive Officer)
Date:	October 30, 2007	/s/ John G. Demeritt ------------------------ John G. Demeritt	Chief Financial Officer (Principal Financial Officer)

EXHIBIT INDEX

2.1 Agreement and Plan of Merger dated as of March 15, 2006 by and among the Company, Blue Lagoon Acquisition Corp., Innsbrook Acquisition Corp., Willow Bend Acquisition Corp., 380 Interlocken Acquisition Corp., Eldridge Green Acquisition Corp., FSP Blue Lagoon Drive Corp., FSP Innsbrook Corp., FSP Willow Bend Office Center Corp., FSP 380 Interlocken Corp. and FSP Eldridge Green Corp. (1)

2.2 Agreement of Sale and Purchase dated May 19, 2006 by and between One Overton Park LLC and FSP One Overton Park LLC (2)

3.1 Articles of Incorporation (3)

3.2 Amended and Restated By-Laws (4)

10.1 Third Amended and Restated Loan Agreement dated October 19, 2007 by and among the Company, certain wholly-owned subsidiaries of the Company, RBS Citizens, National Association, Bank of America, N.A., Wachovia Bank, National Association and Chevy Chase Bank, F.S.B. (5)

31.1 Certification of the President and Chief Executive Officer of the Registrant pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

31.2 Certification of the Chief Financial Officer of the Registrant pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

32.1 Certification of the President and Chief Executive Officer of the Registrant 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 the Chief Financial Officer of the Registrant pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

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(1) Filed as Exhibit 2.1 to the Company's Current Report on Form 8-K dated March 15, 2006 (File No. 001-32470) as filed on March 16, 2006 and incorporated herein by reference.

(2) Filed as Exhibit 2.1 to the Company's Current Report on Form 8-K dated June 27, 2006 (File No. 001-32470) as filed on June 28, 2006 and incorporated herein by reference.

(3) Filed as Exhibit 3.1 to the Company's Registration Statement on Form 8-A (File No. 001-32470) as filed on April 5, 2005 and incorporated herein by reference.

(4) Filed as Exhibit 3.1 to the Company's Current Report on Form 8-K dated May 12, 2006 (File No. 001-32470) as filed on May 15, 2006 and incorporated herein by reference.

(5) Filed as Exhibit 10.1 to the Company's Current Report on Form 8-K dated October 22, 2007 (File No. 001-32470) as filed on October 22, 2007 and incorporated herein by reference.