

# Report of Organizational Actions Affecting Basis of Securities

OMB No. 1545-0123

► See separate instructions.

## Part I Reporting Issuer

<b>1</b> Issuer's name		<b>2</b> Issuer's employer identification number (EIN)	
Government Properties Income Trust		26-4273474	
<b>3</b> Name of contact for additional information	<b>4</b> Telephone No. of contact	<b>5</b> Email address of contact	
Olivia Snyder	617-796-8320	osnyder@opireit.com	
<b>6</b> Number and street (or P.O. box if mail is not delivered to street address) of contact		<b>7</b> City, town, or post office, state, and ZIP code of contact	
255 Washington Street, Two Newton Place		Newton, MA 02458	
<b>8</b> Date of action		<b>9</b> Classification and description	
See Attachment		Common Stock	
<b>10</b> CUSIP number	<b>11</b> Serial number(s)	<b>12</b> Ticker symbol	<b>13</b> Account number(s)
38376A103	Various	GOV	Various

## Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

- 14** Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ► See attachment.

- 15** Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ► See attachment.

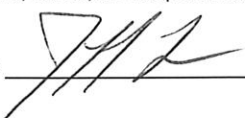
- 16** Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ► See attachment.

**Part II** **Organizational Action** (continued)

**17** List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ► See attachment.

**18** Can any resulting loss be recognized? ► See attachment.

**19** Provide any other information necessary to implement the adjustment, such as the reportable tax year ► See attachment.

<b>Sign Here</b>	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.				
	Signature ► 		Date ► JAN 15 2019		
<b>Paid Preparer Use Only</b>	Print your name ► Jeff Leer		Title ► CFO/Treasurer		
	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ►			Firm's EIN ►	
	Firm's address ►			Phone no.	

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

**Government Properties Income Trust**  
**Return of Capital Distributions/Reverse Stock Split of Government Properties Income Trust**  
**Common Shares**  
**Attachment to Form 8937**

**Part I**

**Line 8.            Date of action**

February 26, 2018  
May 21, 2018  
August 20, 2018  
November 19, 2018  
December 31, 2018

**Part II**

**Line 14.            Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action.**

On February 26, 2018, May 21, 2018, August 20, 2018, and November 19, 2018, Government Properties Income Trust ("GOV") made cash distributions to its common shareholders in excess of its current and accumulated earnings and profits.

On September 17, 2018, GOV, GOV's wholly owned subsidiary, GOV MS REIT ("GOV Merger Sub"), and Select Income REIT ("SIR") entered into an Agreement and Plan of Merger to effectuate an all-stock merger whereby SIR agreed to merge with and into GOV Merger Sub such that GOV Merger Sub continue as the surviving entity (the "Merger").

On December 31, 2018, the Merger was completed. Immediately following the completion of the Merger, GOV effected a reverse stock split (the "Reverse Split") of the common shares of the combined company, pursuant to which every four common shares of the combined company were converted into one common share of the combined company, with cash paid in lieu of fractional common shares of the combined company.

**Shareholders are urged to refer to the joint proxy statement/prospectus filed by GOV with the SEC on November 16, 2018 under the caption "*Material United States Federal Income Tax Considerations*" and to consult with their own tax advisors regarding the consequences of the Merger and Reverse Split, including the applicability and effect of all U.S. federal, state and local, and foreign tax laws.**

**Line 15. Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis.**

As the value of GOV's total cash distributions for its 2018 taxable year exceeded its current and accumulated earnings and profits in the same taxable year, a portion of each distribution is treated as a return of capital that reduced each shareholder's adjusted tax basis in its GOV common shares, to the extent that such distributions do not exceed that shareholder's adjusted basis in such GOV common shares. The per-share reduction of each shareholder's basis in GOV common shares is as follows:

Payment Date	Reduction in Basis
2/26/2018	\$0.2950
5/21/2018	\$0.2950
8/20/2018	\$0.2950
11/19/2018	\$0.2950

The Reverse Split was intended to qualify as a "reorganization" within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended (the "Code").

The aggregate tax basis of the GOV common shares received by a GOV shareholder in the Reverse Split (including fractional GOV common shares settled in cash) should be equal to the aggregate tax basis of the GOV common shares exchanged therefor. GOV shareholders that acquired GOV common shares at different times or at different prices must allocate such adjusted tax basis with respect to each block of GOV common shares surrendered.

A shareholder who received cash in lieu of a fractional GOV common share in the Reverse Split should generally be treated as having received a fractional GOV common share in the Reverse Split and then having sold such fractional share for cash.

**Line 16. Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates.**

GOV's earnings and profits for purposes of calculating the per-share reduction in basis were computed in accordance with Section 312 of the Code (as modified by Section 857(d) for a real estate investment trust) and the regulations thereunder. Amounts in excess of earnings and profits reduce a shareholder's tax basis in its GOV common shares to the extent of the shareholder's basis in those shares.

The aggregate tax basis of the GOV common shares received by a GOV shareholder in the Reverse Split (including fractional GOV common shares settled in cash) should be equal to the aggregate tax basis of the GOV common shares exchanged therefor. GOV shareholders that acquired GOV common shares at different times or at different prices

must allocate such adjusted tax basis with respect to each block of GOV common shares surrendered.

Shareholders should consult their own tax advisors regarding the appropriate method for determining their specific tax treatment of all distributions and the Reverse Split (including but not limited to the computation of gain and tax basis).

**Line 17. List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based.**

Section 301(c)(2) is the applicable Code section upon which the tax treatment of the amounts distributed by GOV is based.

Sections 354, 358(a), 361, 368(a), 1001, 1221, and 1223 are the applicable Code sections upon which the tax treatment of the Reverse Split is based.

**Line 18. Can any resulting loss be recognized?**

With respect to the amounts distributed by GOV, no resulting loss can be recognized.

GOV shareholders generally cannot recognize any loss upon receipt of the GOV common shares in the Reverse Split (except for loss, if any, recognized by a GOV shareholder who received cash in lieu of fractional shares).

**Line 19. Provide any other information necessary to implement the adjustment, such as the reportable tax year.**

The basis adjustments for the amounts distributed by GOV are taken into account in the tax year of a GOV shareholder which includes the distribution dates identified above (e.g., 2018 for calendar year taxpayers).

The basis adjustments resulting from the Reverse Split are taken into account in the tax year of a GOV shareholder during which the Reverse Split occurred (e.g., 2018 for calendar year taxpayers).