

WINTHROP REALTY TRUST
CORPORATE GOVERNANCE GUIDELINES

The Board of Trustees of Winthrop Realty Trust (the "Trust") has developed and adopted a set of corporate governance principles (the "Guidelines") to promote the functioning of the Board and its committees and to set forth a common set of expectations as to how the Board should perform its functions. These Guidelines are in addition to the Trust's Amended and Restated Declaration of Trust and Amended and Restated Bylaws, in each case as amended. The Guidelines are subject to modification from time to time by the Board as the Board may deem appropriate in the best interests of the Trust and its beneficiaries or as required by applicable laws and regulations.

The Guidelines will be made available on the Trust's website at www.winthropreit.com and to any beneficiary who otherwise requests a copy. The Trust's Annual Report to Beneficiaries shall state the foregoing.

The Board

The composition of the Board should balance the following goals:

- The size of the Board should facilitate substantive discussions of the whole Board in which each Trustee can participate meaningfully;
- The composition of the Board should encompass a broad range of skills, expertise, industry knowledge, diversity of opinion and contacts relevant to the Trust's business; and
- A majority of the Board shall consist of Trustees who the Board has determined are "independent" under the Corporate Governance Rules (the "NYSE Rules") of The New York Stock Exchange, Inc. (the "NYSE").

Selection of Chairman of the Board and Chief Executive Officer

The Board is free to select its Chairman and the Trust's Chief Executive Officer in the manner it considers in the best interests of the Trust at any given point in time. These positions may be filled by one individual or by two different individuals.

Selection of Trustees

Nominations. The entire Board will stand for election each year. The Board is responsible for selecting the nominees for election to the Trust's Board of Trustees. The Trust's Nominating and Corporate Governance Committee is responsible for recommending to the Board a slate of Trustees or one or more nominees to fill vacancies occurring between annual meetings of beneficiaries. The members of the Nominating and Corporate Governance Committee may, in their discretion, work or otherwise consult

with members of management of the Trust in preparing the Committee's recommendations.

Criteria. The Board should, based on the recommendation of the Nominating and Corporate Governance Committee, select new nominees for the position of independent Trustee considering the following criteria:

- Personal qualities and characteristics, accomplishments and reputation in the business community;
- Current knowledge and contacts in the communities in which the Trust does business and in the Trust's industry or other industries relevant to the Trust's business;
- Ability and willingness to commit adequate time to Board and committee matters;
- The fit of the individual's skills and personality with those of other Trustees and potential Trustees in building a Board that is effective, collegial and responsive to the needs of the Trust; and
- Diversity of viewpoints, experience and other demographics.

Independence Standards. The Nominating and Corporate Governance Committee will review annually the relationships that each Trustee has with the Trust (either directly or as a partner, stockholder or officer of an organization that has a relationship with the Trust). Following such annual review, only those Trustees whom the Nominating and Corporate Governance Committee affirmatively determines have no material relationship with the Trust (either directly or as a partner, stockholder or officer of an organization that has a relationship with the Trust) will be considered Independent Trustees, subject to additional qualifications prescribed under the listing standards of the NYSE. The basis for any determination that a relationship is not material will be published in the Trust's annual proxy statement.

Invitation. The invitation to join the Board should be extended by the Board itself via the Chairman of the Board and CEO of the Trust, together with the Lead Trustee, if any, or if none, an independent Trustee, when deemed appropriate.

Orientation and Continuing Education. Management, working with the Board, will provide an orientation process for new Trustees, including background material on the Trust, its business plan and its risk profile, and meetings with senior management. Members of the Board are required to undergo continuing education as recommended by the NYSE. In connection therewith, the Trust will reimburse Trustees for all reasonable costs associated with the attendance at or the completion of any continuing education program supported, offered or approved by the NYSE or approved by the Trust.

Election Term

The Board does not believe it should establish term limits.

Lead Trustee

At such time as the Chairman position is filled by a Trustee who is also the CEO or other officer of the Trust or member or officer of the Trust's external advisor (a "Management Trustee"), the Board shall elect a Trustee who is not a Management Trustee as the "Lead Trustee." The Lead Trustee shall be generally responsible for coordinating the activities of the other non-management Trustees and the activities of the committees of the Board. In addition, the Lead Trustee shall:

- Preside at all meetings of independent trustees
- Call meetings of independent trustees
- Liaise with Chairman regarding board-wide issues between independent trustees and management
- Review and provide input on Board meeting agendas
- Be the primary recipient for all shareholder communications and be available, if necessary, for direct communication with shareholders.
- Oversee annual Board review

The Lead Trustee shall be entitled to compensation as determined by the Board annually upon the recommendation of the Compensation Committee.

Retirement of Trustees

The By-laws of the Trust require that no nominee for Trustee be more than 80 years of age, subject to waiver by the Board.

Board Meetings

The Board shall have a minimum of four meetings each year, with further meetings to occur (or action to be taken by unanimous written consent) at the discretion of the Board. The meetings will usually consist of committee meetings and the Board meeting. The agenda for each Board meeting will be established by the Chairman and CEO, with assistance of the Lead Trustee and general corporate counsel. Any Board member may suggest the inclusion of additional subjects on the agenda. Management will provide to all Trustees an agenda and appropriate materials in advance of meetings, although the Board recognizes that this will not always be consistent with the timing of transactions and the operations of the business and that in certain cases it may not be possible.

Materials presented to the Board or its committees should be as concise as possible, while still providing the desired information needed for the Trustees to make an informed judgment.

Executive Sessions

To ensure free and open discussion and communication among the non-management Trustees, the non-management Trustees will meet in executive sessions periodically, with no members of management present. Non-management Trustees who are not independent under the NYSE Rules may participate in these executive sessions, but independent Trustees should meet separately in executive session at least twice per year.

The Lead Trustee will preside at all executive sessions.

In order that interested parties may be able to make their concerns known to the non-management Trustees, the Trust shall disclose a method for such parties to communicate directly with the Lead Trustee or the non-management Trustees as a group. For the purposes hereof, communication through a third-party such as an external lawyer or a third-party vendor who relays information to the Lead Trustee and/or the non-management members of the Board will be considered direct.

The Committees of the Board

The Trust shall have at least the committees required by the NYSE Rules. Currently, these are the Audit Committee, the Compensation Committee and a nominating/corporate governance committee, which in our Trust is called the Nominating and Corporate Governance Committee. Each of these three committees must have a written charter satisfying the rules of the NYSE.

All Trustees, whether members of a committee or not, are invited to make suggestions to a committee chair for additions to the agenda of his or her committee or to request that an item from a committee agenda be considered by the Board. Each committee chair will give a periodic report of his or her committee's activities to the Board.

Each of the Nominating and Corporate Governance Committee, the Audit Committee and the Compensation Committee shall be composed of at least such number of Trustees as may be required by the NYSE Rules who the Board has determined are "independent" under the NYSE Rules. Any additional qualifications for the members of each committee shall be set out in the respective committees' charters. A Trustee may serve on more than one committee for which he or she qualifies.

Each committee may take any action in a meeting of the full Board, and actions of the Board, including the approval of such actions by a majority of the members of the Committee, will be deemed to be actions of that committee. In such circumstance only the votes cast by members of the committee shall be counted in determining the outcome of the vote on matters upon which the committee acts.

Management Succession

At least annually, the Board shall review and concur in a succession plan, developed by management, addressing the policies and principles for selecting a successor to the CEO, both in an emergency situation and in the ordinary course of business. The succession plan should include an assessment of the experience, performance, skills and planned career paths for possible successors to the CEO.

Executive Compensation

So long as the Trust is externally advised, the Board, acting through the Compensation Committee, evaluates the performance of the Trust's external advisor and the fees paid to the external advisor on not less than an annual basis. The evaluation will consist of evaluating the Trust's performance against the Trust's goals and objectives. In addition, a review of fees paid to advisors of other externally managed REITs and the general and administrative expenses of internally managed REITs as a percentage of their overall capitalization is periodically considered to determine the advisability of renewing the Trust's agreement with its external advisor.

Board Compensation

The Board should conduct a review at least once every three years of the components and amount of Board compensation in relation to other similarly situated companies. Board compensation should be consistent with market practices but should not be set at a level that would call into question the Board's objectivity.

Expectations of Trustees

The business and affairs of the Trust shall be managed under the direction of the Board in accordance with Ohio law. In performing his or her duties, the primary responsibility of the Trustees is to exercise his or her business judgment in the best interests of the Trust. The Board has developed a number of specific expectations of Trustees to promote the discharge of this responsibility and the efficient conduct of the Board's business.

Commitment and Attendance. All independent and management Trustees should make every effort to attend meetings of the Board and meetings of committees of which they are members. Members may attend by telephone or similar communications equipment if all persons participating in the meeting can hear and be heard by each other at the same time. The Board may act by unanimous written consent in lieu of a meeting.

Participation in Meetings. Each Trustee should be sufficiently familiar with the business of the Trust, including its financial statements and capital structure, and the risks and competition it faces, to facilitate active and effective participation in the deliberations of the Board and of each committee on which he or she serves. Upon request, management will make appropriate personnel available to answer any questions a Trustee may have about any aspect of the Trust's business. Trustees should also review the materials

provided by management and advisors in advance of the meetings of the Board and its committees and should arrive prepared to discuss the issues presented.

Loyalty and Ethics. In their roles as Trustees, all Trustees owe a duty of loyalty to the Trust. This duty of loyalty mandates that the best interests of the Trust take precedence over any interests possessed by a Trustee.

The Trust has adopted a Code of Business Conduct and Ethics, including a compliance program to enforce the Code. Certain portions of the Code deal with activities of Trustees, particularly with respect to transactions in the securities of the Trust, potential conflicts of interest, the taking of corporate opportunities for personal use, and competing with the Trust. Trustees should be familiar with the Code's provisions in these areas and should consult with the any member of the Trust's Nominating and Corporate Governance Committee or the Trust's general corporate counsel in the event of any concerns. The Nominating and Corporate Governance Committee is ultimately responsible for applying the Code to specific situations and has the authority to interpret the Code in any particular situation.

Other Directorships. The Trust values the experience Trustees bring from other boards on which they serve, but recognizes that those boards may also present demands on a Trustee's time and availability and may present conflicts or legal issues. Trustees should advise the Chairman of the Nominating and Corporate Governance Committee and the CEO before accepting membership on other boards of directors or other significant commitments involving affiliation with other businesses or governmental units.

Contact with Management. All Trustees are invited to contact the CEO at any time to discuss any aspect of the Trust's business. Trustees will also have complete access to other members of management. The Board expects that there will be frequent opportunities for Trustees to meet with the CEO and other members of management in Board and committee meetings and in other formal or informal settings.

Further, the Board encourages management to, from time to time, bring managers into Board meetings who: (a) can provide additional insight into the items being discussed because of personal involvement and substantial knowledge in those areas, and/or (b) are managers with future potential that the senior management believes should be given exposure to the Board.

Contact with Other Constituencies. It is important that the Trust speak to employees and outside constituencies with a single voice, and that management serve as the primary spokesperson.

Confidentiality. The proceedings and deliberations of the Board and its committees are confidential. Each Trustee shall maintain the confidentiality of information received in connection with his or her service as a Trustee.

Evaluating Board Performance

The Lead Trustee and the Nominating and Corporate Governance Committee should conduct a self-evaluation at least annually to determine whether it is functioning effectively. The Nominating and Corporate Governance Committee should periodically consider the mix of skills and experience that Trustees bring to the Board to assess whether the Board has the necessary tools to perform its oversight function effectively.

Each committee of the Board should conduct a self-evaluation at least annually and report the results to the Board, acting through the Nominating and Corporate Governance Committee. Each committee's evaluation must compare the performance of the committee with the requirements of its written charter, if any.

Reliance on Management and Outside Advice

In performing its functions, the Board is entitled to rely on the advice, reports and opinions of management, counsel, accountants, auditors and other expert advisors. The Board shall have the authority to retain and approve the fees and retention terms of its outside advisors.