## Form **8937**

(December 2011)
Department of the Treasury
Internal Revenue Service

## Report of Organizational Actions Affecting Basis of Securities

► See separate instructions.

OMB No. 1545-2224

Part I Reporting	ssuer		· · · · · · · · · · · · · · · · · · ·	· · · · · · · · · · · · · · · · · · ·
1 Issuer's name		2 Issuer's employer identification number (EIN)		
RETAIL PROPERTIES OF	AMERICA, INC.	42-1579325		
3 Name of contact for add	4 Telephor	ne No. of contact	5 Email address of contact	
ROBERT BEESLEY	0 11 1	ir@inland-western.com		
6 Number and street (or F	.O. box if mail is not	delivered to	street address) of contact	7 City, town, or post office, state, and Zip code of contact
2901 BUTTERFIELD ROAD	)	OAK BROOK, IL 60523		
8 Date of action				
MARCH 20, 2012		СОММО	N STOCK: CLASS A	
10 CUSIP number	11 Serial number	(s)	12 Ticker symbol	13 Account number(s)
76131V202				
	onal Action Atta	ch additiona	l statements if needed. S	See back of form for additional questions.
14 Describe the organiza	tional action and, if	applicable, the	e date of the action or the d	ate against which shareholders' ownership is measured for
the action ► On Mar	ch 20, 2012, Retail	Properties of	America, Inc. ("RPAI") file	ed the Sixth Articles of Amendment and Restatement
in order to effectuate a 10	to 1 reverse stock:	split of its ex	isting common stock, rede	esignate the existing common stock as Class A Common
			· · · · · · · · · · · · · · · · · · ·	are following the reverse stock split. The redesignation
of the existing common st	ock to Class A Con	nmon Stock a	also changed the CUSIP n	umber from 76131V103 to 76131V202.
share or as a percenta	age of old basis $ ightharpoonup$	he 10 to 1 re	verse stock split will not h	urity in the hands of a U.S. taxpayer as an adjustment per ave an effect on a taxpayer's total adjusted tax basis of an effect on the adjusted tax basis per each share.
				ncrease of 900% as compared to the adjusted tax basis
per share prior to the reve				
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	·······			
	•		* *	ulation, such as the market values of securities and the ed was converted into one share of Class A common
				ow own 100 shares of Class A common stock as a result
				es for \$10,000 would originally have \$10 per share tax
				tax basis in the 100 shares of Class A common stock.
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	<b></b>	·	#*************************************	

Part I		Organizational Action (continued	d)						
		applicable Internal Revenue Code section							
		tock split qualifies as a reorganizatio							
		ternal Revenue Code Section 354(a),		unized if stock or securities in	a corporation a party to a				
reorgani	izatior	n are exchanged solely for stock or s	ecurities in such corporation.						
				Weekle Prince weekle was a second and a second a second and a second a					
					<u> </u>				
•									
<b>18</b> Ca	n any	resulting loss be recognized? ► N/A							
					1				
<b>19</b> Pr	ovide	any other information necessary to imp	lement the adjustment, such as	the reportable tax year ► N/A					
-									
	المطما	a paralting of parity I declare that I have a	remined this veture, including coope	ananying schodules and statements	and to the heet of my knowledge, and				
	belief	r penalties of perjury, I declare that I have ex it is true, correct, and complete. Declaration	of preparer (other than officer) is ba	sed on all information of which prep	parer has any knowledge.				
Sign									
Here	Ciana	ture + Hand beesly		Date ▶ 4//3	3/2012				
	Signa	ture > Plant Beesly		Date	7 201 -				
	Print	your name ► ROBERT BEESLEY		Title ► AVP - TA	AX DIRECTOR				
Da:d		Print/Type preparer's name	Preparer's signature	Date	PTIN				
Paid	. vo -				Check if self-employed				
Prepa Use C		Firm's name			Firm's EIN ▶				
USE C	riiy	Firm's address ▶			Phone no.				
Send Fo	rm 89	37 (including accompanying statement	s) to: Department of the Treasur	y, Internal Revenue Service, O	gden, UT 84201-0054				