Form **8937** (December 2011)

Department of the Treasury

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)			
		40.4570225			
RETAIL PROPERTIES OF A		42-1579325 5 Email address of contact			
3 Name of contact for add	ditional information	4 releption	e No. of contact	5 Email address of contact	
Leah Marsaglia		IR@RPAI.COM			
6 Number and street (or F	.O. box if mail is no	7 City, town, or post office, state, and Zip code of contact			
vende a va ven u				Oak Brook, IL 60523	
2021 Spring Road, Suite 2 8 Date of action	00	Oak Brook, IL 80323			
bate of action		0 01400	ification and description		
04/10/2015		Commor	Stock: Class A		
10 CUSIP number	11 Serial number	(s)	12 Ticker symbol	13 Account number(s)	
76131V202	<u> </u>		RPAI		
Part II Organizati	onal Action Atta	ch additiona	statements if needed. Se	ee back of form for additional questions.	
14 Describe the organiza	tional action and, if	applicable, the	date of the action or the dat	te against which shareholders' ownership is measured for	
				ca, Inc. ("RPAI"), paid a distribution of \$0.165625	
per share to its sharehold	ers on record at the	e close of bus	iness March 21, 2015.		
15 Describe the quantita	tive effect of the ord	anizational ac	tion on the basis of the secui	rity in the hands of a U.S. taxpayer as an adjustment per	
share or as a percent	age of old basis ▶	nortion of th	o distribution naid on the I	Distribution Date may not be paid out of RPAI's earnings	
	he considered a ne	n dividend di	istribution A non-dividend	distribution will reduce the shareholder's adjusted	
	ne considered a m	m-dividend d	Stribution. A non dividend		
tax basis of RPAI stock.					
					
16 Describe the calculat	ion of the change in	basis and the	data that supports the calcu	llation, such as the market values of securities and the	
valuation dates ▶ ∩r	the Distirbution D	ate. RPAI can	not determine the percenta	age of the distribution that is considered a non-dividend	
distribution At the close	of the current tax	vear RPAI wil	I calculate its earnings and	d profits, which will determine the percentage	
of distributions paid out	of earnings and pro	fits and the n	ercentage of non-dividend	distributions.	
of distributions para out	n earnings and pre	nts and the p	ar dorritage of their arriage		
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Part II	0	rganizational Action (continu	ied)			
				1 . 1 . 11 1 1 1	4 to 10 and 10 to	lutum I Printer Code
		oplicable Internal Revenue Code sec				Internal Revenue Code
		301(c) states that the portion of t				is taxable and the portion
f the dis	stribut	ion which is not a dividend shall t	be applied against and redu	ice the adjusted basis of	the stock.	
	_					
				P. 4 11 . 41 . 2000 0000000000000000000000000000000	Minute name	andria a loss on a
18 Cai	n any	resulting loss be recognized? Pu	rsuant to IRC Section 311,	a distributing corporation	on will not re	cognize a loss on a
		distribution of property. A share		lidating distribution of p	roperty fron	a corporation will not
ecogniz	e any	loss on such non-liquidating dist	ribution of property.			
19 Pro	ovide a	any other information necessary to it	mplement the adjustment, su	ch as the reportable tax y	ear ► The fi	nal computation of earnings
and prof	fits fo	the tax year ended December 31,	2015 will be computed dur	ing January 2016. At su	ch time, the	percentage of the
distribut	tions	paid out of earnings and profits ar	nd the percentage of non-di	vidend distributions wil	l be compute	ed and disseminated
		olders of RPAI.				

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		penalties of perjury, I declare that I have	a average and this return, including	accompanying echedules at	nd statements	and to the best of my knowledge, at
-	belief.	it is true, correct, and complete. Declara	tion of preparer (other than office	r) is based on all information	of which prepa	arer has any knowledge.
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Sign Here		All lowers	Class		410	oul 14
пеге	Signa	ture >	MA	Date	- 0	2119
	Print	our name ► Leah Marsaglia		Title		troller - Corporate Accounting
Paid		Print/Type preparer's name	Preparer's signature	Date		Check if PTIN
Prepa	irer					self-employed
Use C		Firm's name ▶				Firm's EIN ▶
	-	Firm's address ▶				Phone no.
Send Fo	rm 89	37 (including accompanying statem	ents) to: Department of the T	reasury, Internal Revenue	Service, Ogo	den, UT 84201-0054
		The state of the s				