

## Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

**Part I Reporting Issuer**

1 Issuer's name  <b>RETAIL PROPERTIES OF AMERICA, INC.</b>		2 Issuer's employer identification number (EIN)  <b>42-1579325</b>	
3 Name of contact for additional information  <b>Leah Marsaglia</b>	4 Telephone No. of contact  <b>(630) 634-4200</b>	5 Email address of contact  <b>IR@RPAI.COM</b>	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact  <b>2021 Spring Road, Suite 200</b>		7 City, town, or post office, state, and Zip code of contact  <b>Oak Brook, IL 60523</b>	
8 Date of action  <b>4/10/2017</b>		9 Classification and description  <b>Common Stock: Class A</b>	
10 CUSIP number  <b>76131V202</b>	11 Serial number(s)	12 Ticker symbol  <b>RPAI</b>	13 Account number(s)

**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 ▶ **On April 10, 2017 ("Distribution Date"), Retail Properties of America, Inc. ("RPAI"), paid a distribution of \$0.165625 per share to its shareholders on records at the close of business March 27, 2017.**

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 ▶ **A portion of the distribution paid on the Distribution Date may not be paid out of RPAI's earnings and profits and thus may be considered a non-dividend distribution. A non-dividend distribution will reduce the shareholder's adjusted tax basis of RPAI stock.**

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 ▶ **On the Distribution Date, RPAI cannot determine the percentage of the distribution that is considered a non-dividend distribution. At the close of the current tax year, RPAI will calculate its earnings and profits, which will determine the percentage of distributions paid out of earnings and profits and the percentage of non-dividend distributions.**

