Report of Organizational Actions Affecting Basis of Securities

► See separate instructions.

Part Reporting	ssuer			
1 Issuer's name				2 Issuer's employer identification number (EIN)
PHILLIPS EDISON GROCE	RY CENTER REIT I.	INC.		27-1106076
3 Name of contact for add			e No. of contact	5 Email address of contact
SCOTT NEKOLNY			513-618-4439	SNEKOLNY@PHILLIPSEDISON.COM
6 Number and street (or F	2.O. box if mail is not	delivered to s		7 City, town, or post office, state, and Zip code of contact
			,	, , , , , , , , , , , , , , , , , , , ,
11501 NORTHLAKE dRIVE				CINCINNATI, OH 45249-1669
8 Date of action		9 Class	sification and description	
JANUARY 1, 2015		соммо	N STOCK	
10 CUSIP number	11 Serial number(s)	12 Ticker symbol	13 Account number(s)
71884V 102	N/A		N/A	N/A
				ee back of form for additional questions.
				ate against which shareholders' ownership is measured for
				F CAPITAL DISTRIBUTION TO ITS COMMON
				E OF THE DISTRIBUTION, THE TAXPAYER'S
				STRIBUTION THAT WOULD BE TREATED AS A RETURN
				(C), THE TAXPAYER PRESUMED 100% OF THE
				RED TO FILE A FORM 8937. THE TAXPAYER ESTIMATED
				AT TIME IT WAS DETERMINED THAT 59.55% OF ITS
				FILING THIS FORM 8937 ON THE EARLIER OF
	AYS AFTER DECEM	IBER 31, 20 ⁻	15, THE DATE ON WHICH	ITS EARNINGS AND PROFITS CALCULATION
WAS ESTIMATED.				
				rity in the hands of a U.S. taxpayer as an adjustment per
	ge of old basis ► TH	E COMMON	STOCK DISTRIBUTION R	EDUCES THE BASIS OF EACH COMMON STOCK
BY 0.057 PER SHARE				
				<u> </u>
				
				
				lation, such as the market values of securities and the
Valuation dates F THE	U.057 PER SHARE	COMMON S	TUCK DISTRIBUTION WAS	S DETERMINED TO COMPRISE OF 59.55% RETURN OF
			ESTIMATED THAT IT HAS	CURRENT EARNINGS AND PROFITS EQUAL TO
40.45% OF THE CURRENT	TEAK DISTRIBUTIO	IN.		
			<u> </u>	<u> </u>
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Form 893	37 (Rev	. 12-2011)						Pa	age 2
Part	II .	Organizational Action	(continued)						
								<u> </u>	
		applicable Internal Revenue	Code section	(s) and subsection	on(s) upon which th	e tax treatme	ent is based ▶	•	
IRC SE	CTION	l 301(C)(2)	_						
		<u> </u>							
									
			<u>.</u>				 		
				· · · ·					
18 C	an an	resulting loss be recognized	d? ► N/A						
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40 D	rouldo	any other information peace	enni to imple	mont the adjustm	ant aval as the re	namahla tav	B1(8		
19 Pi	rovide	any other information neces	sary to impler	nem me adjustir	ient, such as the re	portable tax	year ► N/A		
			- -						
		· · · · · · · · · · · · · · · · · · ·						·	
							<u> </u>		
	-								
	Unde	r penalties of perjury, I declare t	hat I have exam	nined this return, in	cluding accompanying	g schedules a	ind statements,	and to the best of my knowledge arer has any knowledge.	enc
Ciam	Delle	, it is true, correct, and complete		1 1% 11	- Carrier - Carr	all illiorniation	ror willon prepa	ilei nas any knowledge.	
Sign Here		11.1	Lan 1	Elim	-			2/1/2	
Here	Signa	ture ▶	17 1.	<u>~ ~ ~ </u>		Date	<u> </u>	410	
		4 //	VIPF	FRUS.	Faison		(F)		
	Print	your name ►	000	Preparer's signat	Or ion	Title I		DT(A)	
Paid		Print/Type preparer's name		repeated a signal	oro.	Date	•	Check if PTIN	
Prepa		Firmle		1				self-employed	
Use C	Only	Firm's name		-				Firm's EIN ▶	
Sand Fr	orm or	Firm's address ► 37 (including accompanying	etatamanta) i	o: Department o	f the Tressum: Inte	rnal Povor	Service Car	Phone no.	
Sella L	2011105	or uncluding accompanying	j staternents) l	o. Department C	i uie ireasury, ifile	mai neveilut	oervice, Ugi	JOH, UT 04201-0034	

(December 2011)
Department of the Treasury
Internal Revenue Service

Report of Organizational Actions Affecting Basis of Securities

► See separate instructions.

Part I Reporting	Issuer				
1 Issuer's name				2 Issuer's employer identification number (EIN)	
PHILLIPS EDISON GROO	ERY CENTER REIT I	. INC.		27-1106076	
3 Name of contact for a			e No. of contact	5 Email address of contact	
				1	
6 Number and street (or	PO hav if mail is not	delivered to	513-618-4439 street address) of contact	SNEKOLNY@PHILLIPSEDISON.COM 7 City, town, or post office, state, and Zip code of contact	
o Hambor and Street (or	1 .O. DOX II III ali IŞ IIOI	delivered to a	street address) of contact	only, town, or post office, state, and zip code of contact	
11501 NORTHLAKE dRIV	'E			CINCINNATI, OH 45249-1669	
8 Date of action	•	9 Class	sification and description		
FEBRUARY 1, 2015 10 CUSIP number	11 Serial number		N STOCK 12 Ticker symbol	13 Account number(s)	
10 COOR Humber	Ti Senamumben	5)	12 HCKer Symbol	Account number(s)	
71884V 102	N/A		N/A	N/A	
Part II Organizat	ional Action Atta	ch additiona	statements if needed. See ba	ck of form for additional questions.	
			_	inst which shareholders' ownership is measured for	
the action ► ON FI	BRUARY 1, 2015, IS	SUER PAID A	A NONTAXABLE RETURN OF CA	PITAL DISTRIBUTION TO ITS COMMON	
STOCKHOLDERS OF RE	CORD IN THE AMOU	NT OF 0.051	PER SHARE. AT THE TIME OF T	THE DISTRIBUTION, THE TAXPAYER'S	
EARNINGS AND PROFIT	<u>S WERE NOT CALCU</u>	ILATED AND	THE PORTION OF THE DISTRIB	UTION THAT WOULD BE TREATED AS A RETURN	
OF CAPITAL WAS UNCE	RTAIN, PURSUANT	TO TREASUR	RY REGULATION 1.6042-3(C), TH	IE TAXPAYER PRESUMED 100% OF THE	
				FILE A FORM 8937. THE TAXPAYER ESTIMATED	
	· · · · · · · · · · · · · · · · · · ·			E IT WAS DETERMINED THAT 59.55% OF ITS	
				NG THIS FORM 8937 ON THE EARLIER OF	
JANUARY 15, 2016 or 45	DAYS AFTER DECE	MBER 31, 20	15, THE DATE ON WHICH ITS EA	ARNINGS AND PROFITS CALCULATION	
WAS ESTIMATED.					
45 Describe the supertit	ative offeet of the sum		tan an tha basis of the assumbs, in	the hands of a H.O. townson or an editorior	
				the hands of a U.S. taxpayer as an adjustment per ES THE BASIS OF EACH COMMON STOCK	
BY 0.051 PER SHARE	augo or old baolo P	HE COMMON	1910CK DISTRIBUTION REDUC	ES THE BASIS OF EACH COMMON STOCK	
DI 0.031 PER SHARE					
-					
-					
			_		
				such as the market values of securities and the	
valuation dates ▶ TI	IE 0.051 PER SHARE	COMMON S	TOCK DISTRIBUTION WAS DET	ERMINED TO COMPRISE OF 59.55% RETURN OF	
CAPITAL AND 40.45% TA	XABLE DIVIDEND.	THE ISSUER	ESTIMATED THAT IT HAS CURE	RENT EARNINGS AND PROFITS EQUAL TO	
40.45% OF THE CURREN	IT YEAR DISTRIBUTI	ON.			
	<u> </u>				
			· · · · · · · · · · · · · · · · · · ·		
				<u> </u>	

(December 2011)
Department of the Treasury
Internal Revenue Service

Report of Organizational Actions Affecting Basis of Securities

► See separate instructions.

Part I Reporting I	ssuer					
1 Issuer's name				2 Issuer's employer identification number (EIN)		
PHILLIPS EDISON GROCE				27-1106076		
3 Name of contact for add	ditional information	4 Telephon	e No. of contact	5 Email address of contact		
6 Number and street (or P	O have if an all in most	alalisana al éa a	513-618-4439	SNEKOLNY@PHILLIPSEDISON.COM		
o Number and street (or P	.O. DOX II Maii is not	delivered to s	street address) of contact	7 City, town, or cost office, state, and Zip code of contact		
11501 NORTHLAKE dRIVE				CINCINNATI OLI 45240 4660		
8 Date of action		9 Class	ification and description	CINCINNATI, OH 45249-1669		
		0.120				
MARCH 1, 2015		соммо	N STOCK			
10 CUSIP number	11 Serial number(12 Ticker symbol	13 Account number(s)		
71884V 102	N/A		N/A	N/A		
Part II Organization	onal Action Attac	ch additional	statements if needed. See	back of form for additional questions.		
				against which shareholders' ownership is measured for		
the action ► ON MAI	RCH 1, 2015, ISSUE	R PAID A NO	NTAXABLE RETURN OF CAP	PITAL DISTRIBUTION TO ITS COMMON		
STOCKHOLDERS OF REC	ORD IN THE AMOU	NT OF 0.057	PER SHARE. AT THE TIME O	F THE DISTRIBUTION, THE TAXPAYER'S		
EARNINGS AND PROFITS	WERE NOT CALCU	LATED AND	THE PORTION OF THE DISTI	RIBUTION THAT WOULD BE TREATED AS A RETURN		
OF CAPITAL WAS UNCER	TAIN. PURSUANT	TO TREASUR	RY REGULATION 1.6042-3(C),	THE TAXPAYER PRESUMED 100% OF THE		
DISTRIBUTION TO BE A TA	AXABLE DIVIDEND	, AND THERE	FORE, WAS NOT REQUIRED	TO FILE A FORM 8937. THE TAXPAYER ESTIMATED		
				TIME IT WAS DETERMINED THAT 59.55% OF ITS		
-				IG THIS FORM 8937 ON THE EARLIER OF		
	AYS AFTER DECE	MBER 31, 20 ⁻	15, THE DATE ON WHICH ITS	EARNINGS AND PROFITS CALCULATION		
WAS ESTIMATED.						
-	_					
				· · · · · · · · · · · · · · · · · · ·		
15 Describe the quantitat	ive effect of the oraș	nizational act	ion on the bacic of the security	in the hands of a U.S. taxpayer as an adjustment per		
				JCES THE BASIS OF EACH COMMON STOCK		
BY 0.057 PER SHARE	<u> </u>	TE COMMON	STOCK DISTRIBUTION REDI	DCES THE BASIS OF EACH COMMON STOCK		
DI 0.037 FER SHARE						
						
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				· · · · · · · · · · · · · · · · · · ·		
16 Describe the calculation	on of the change in b	asis and the	data that supports the calculati	on, such as the market values of securities and the		
valuation dates ► THE	0.057 PER SHARE	COMMON S	TOCK DISTRIBUTION WAS D	ETERMINED TO COMPRISE OF 59.55% RETURN OF		
				IRRENT EARNINGS AND PROFITS EQUAL TO		
40.45% OF THE CURRENT	YEAR DISTRIBUTI	ON.				
<u> </u>						
				<u> </u>		
	_					

To List the applicable Internal Revenue Code section(e) and subsection(e) upon which the tax treatment is based ▶ RCSECTION 301K(C)(2) 18 Can any resulting loss be recognized? ▶ N/A. 19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ N/A. 19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ N/A. 19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ N/A. 19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ N/A. 19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ N/A. 20 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ N/A. 21 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ N/A. 22 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ N/A. 23 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ N/A. 24 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ N/A. 25 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ N/A. 26 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ N/A. 27 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ N/A. 28 Provide any other information necessary to implement the adjustment to be reportable tax year ▶ N/A. 29 Provide any other information necessary to implement the adjustment to be reportable tax year ▶ N/A. 29 Provide any other information necessary to implement the adjustment to be reportable tax year ▶ N/A. 20 Provide any other information necessary to implement the adjustment to be reportable	Form 893		. 12-2011)	Page 2
BC Can any resulting loss be recognized? ► N/A	Part I	1 (Organizational Action (continued)	
BC Can any resulting loss be recognized? ► N/A				
18 Can any resulting loss be recognized? ▶ N/A 19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ N/A Under periodic of perjay, 1 degister that I have examined the number of periodic per				-
19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ N/A Under penalties of perjury, I deplace that I have examined this return, including accompanying schedules and statements, and to the beat of my knowledge and belief, it is true, convot, and adhphales Pedaration of systelly rething them difficult in a distribution of which preparer has any knowledge. Signature ▶	IRC SEC	CTION	N 301(C)(2)	
19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ► N/A Under penalties of perjury, I deplace that I have examined this return, including accompanying schedules and statements, and to the beat of my knowledge are belief, it is true, convot, and collapsies Declaration of specify rething them officers is beat on all information of which preparer has any knowledge. Signature ► Date ► 2				
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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. Pectaration of pyshafar (other than officer) is based on all information of which preparer has any knowledge. Signature ▶	10 0	an any	resulting loss be recognized?	
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Sign Here Signature ▶ Jeffel V S. EdiSON Title ▶ CEO Print your name ▶ Print/Type preparer's name Preparer's signature Date Check If self-employed Print/Type preparer Firm's name ▶ Firm's address ▶ Phone no.			<u></u>	
Sign Here Signature ▶ Jeffel V S. EdiSON Title ▶ CEO Print your name ▶ Print/Type preparer's name Preparer's signature Date Check If self-employed Print/Type preparer Firm's name ▶ Firm's address ▶ Phone no.				
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Sign Here Signature ▶ Jeffel V S. EdiSON Title ▶ CEO Print your name ▶ Print/Type preparer's name Preparer's signature Date Check If self-employed Print/Type preparer Firm's name ▶ Firm's address ▶ Phone no.				
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Sign Here Signature ▶ Jeffel V S. EdiSON Title ▶ CEO Print your name ▶ Print/Type preparer's name Preparer's signature Date Check If self-employed Print/Type preparer Firm's name ▶ Firm's address ▶ Phone no.		Unde	r penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements	, and to the best of my knowledge and
Print your name ► Preparer's name Preparer's signature ■ Date CEO Paid Print/Type preparer's name Preparer's signature Date Check If self-employed self-employed Firm's name ► Firm's address ► Phone no.		bellet		arer has any knowledge.
Print your name ► Jeffely S. EdiSON Title ► CEO Paid Preparer Preparer Use Only Firm's name ► Firm's address ► Phone no.			1. My / Elin	11011/2
Print/Type preparer's name	nere	Signa	ature Date Date	112/10
Print/Type preparer's name		_	"lettera" C Edison	0
Preparer Use Only Firm's name ► Firm's address ► Phone no.		Print		DTIM
Use Only Firm's name ► Firm's EIN ► Phone no.			Trinit type proparer a name 1 Proparer a signature	Check I If I
Firm's address ▶ Phone no.			Eirm's name	
	use C	nly		
	Send Fo	rm 89		

(December 2011)
Department of the Treasury
Internal Revenue Service

Report of Organizational Actions Affecting Basis of Securities

► See separate instructions.

Part I Reporting I	eguer		•	<u> </u>
1 Issuer's name		_		2 Issuer's employer identification number (EIN)
i içodor o namo				2 locati s omproyer racination rainber (Enty)
PHILLIPS EDISON GROCE	RY CENTER REIT I	INC		27-1106076
3 Name of contact for add		-	e No. of contact	5 Email address of contact
SCOTT NEKOLNY			513-618-4439	SNEKOLNY@PHILLIPSEDISON.COM
6 Number and street (or P	.O. box if mail is not	delivered to s	treet address) of contact	7 City, town, or post office, state, and Zip code of contact
11501 NORTHLAKE dRIVE				CINCINNATI, OH 45249-1669
8 Date of action		9 Class	ification and description	
APRIL 1, 2015 10 CUSIP number	11 Serial number(N STOCK 12 Ticker symbol	40 Account worth and
10 COSIF number	i i Seriai number(5)	12 Ticker symbol	13 Account number(s)
71884V 102	N/A		BUA	21(2
		h additional	N/A statements if needed. See but	ack of form for additional questions.
				ainst which shareholders' ownership is measured for
			-	AL DISTRIBUTION TO ITS COMMON
				THE DISTRIBUTION, THE TAXPAYER'S
•				BUTION THAT WOULD BE TREATED AS A RETURN
•				HE TAXPAYER PRESUMED 100% OF THE
DISTRIBUTION TO BE A TA	XABLE DIVIDEND	AND THERE	FORE, WAS NOT REQUIRED T	O FILE A FORM 8937. THE TAXPAYER ESTIMATED
ITS EARNINGS AND PROF	ITS CALCULATION	ON DECEME	BER 31, 2015, AND AT THAT TI	ME IT WAS DETERMINED THAT 59.55% OF ITS
APRIL 1, 2015 DISTRIBUTI	ON WAS A RETURI	N OF CAPITA	L. THE TAXPAYER IS FILING 1	THIS FORM 8937 ON THE EARLIER OF
JANUARY 15, 2016 or 45 D	AYS AFTER DECE	MBER 31, 201	15, THE DATE ON WHICH ITS E	ARNINGS AND PROFITS CALCULATION
WAS ESTIMATED.				
<u></u>				
dE Describe the accombine		:		the bender of a U.O. bennesses and distance of
				the hands of a U.S. taxpayer as an adjustment per
BY 0.055 PER SHARE	ge of old basis F	HE COMMON	STOCK DISTRIBUTION REDUC	CES THE BASIS OF EACH COMMON STOCK
DT 0.055 PER SHARE				
A. C.				
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				, such as the market values of securities and the
				TERMINED TO COMPRISE OF 59,55% RETURN OF
			ESTIMATED THAT IT HAS CUR	RENT EARNINGS AND PROFITS EQUAL TO
40.45% OF THE CURRENT	YEAR DISTRIBUTE	ON.		
			***	· · · · · · · · · · · · · · · · · · ·
				
				<u> </u>
		·		
		•		<u> </u>

		v. 12-2011)				Page
Part	H	Organizational Action (cont	inued)			
		applicable Internal Revenue Code :	section(s) and subs	section(s) upon which t	the tax treatment is ba	ased ►
IKC SE	<u>C HO</u>	N 301(C)(2)			· <u> </u>	
					<u> </u>	
		-				
						
						·
18 C	an an	y resulting loss be recognized? ► 1	WĄ			
		 _				
		-		-		
						
						
						
						
					•	
					-	-
19 P	rovide	any other information necessary to	implement the ad	justment, such as the r	reportable tax year ▶ [N/A
						<u> </u>
						 .
						
						
						
	Unde	er penalties of perjury, I declare that I ha	ve examined this ret	um, including accompany	ring schedules and stater	ments, and to the best of my knowledge a
	beliet	f, It is true, correct, and complete. Declar	ation of preparer (oth	er than officer) is based of	on all information of which	n preparer has any knowledge.
Sign			18 line			110/16
Here	Signa	ature - My	1 will		Date ►	11/2/10
	Deint	your name ▶	Jeffrey S.	Fdison	Title ▶ (^FO
Paid	1 1-CHEE	Print/Type preparer's name	Preparer's		Date	Check TJ # PTIN
Prepa	aror					Check if self-employed
Use C		Fi <u>rm</u> 's name ▶			·	Firm's EiN ▶
	-··· y	Firm's address ▶				Phone no.
Send Fo	orm 89	337 (including accompanying staten	nents) to: Departm	ent of the Treasury. Int	ternal Revenue Service	e. Oaden, UT 84201-0054

(December 2011)
Department of the Treasury
Internal Revenue Service

Report of Organizational Actions Affecting Basis of Securities

► See separate instructions.

Doubl Bonowing				
Part I Reporting I	ssuer			
1 Issuer's name				2 Issuer's employer identification number (EIN)
PHILLIPS EDISON GROCE	DV CENTED DEIT I	INC		27 1400070
3 Name of contact for add			e No. of contact	5 Email address of contact
• Name of contact for age	IIIONEI IIIOIIIIEIOII	- reiephon	e No. Of Contact	J Linai address of contact
SCOTT NEKOLNY			513-618-4439	SNEKOLNY@PHILLIPSEDISON.COM
6 Number and street (or P	.O. box if mail is not	delivered to s		7 City, town, or post office, state, and Zip code of contact
•			•	
11501 NORTHLAKE dRIVE				CINCINNATI, OH 45249-1669
8 Date of action	-	9 Class	ification and description	
MAY 1, 2015			N STOCK	
10 CUSIP number	11 Serial number(s	s)	12 Ticker symbol	13 Account number(s)
71884V 102	N/A		N/A	N/A
				e back of form for additional questions.
				e against which shareholders' ownership is measured for
				TAL DISTRIBUTION TO ITS COMMON
				OF THE DISTRIBUTION, THE TAXPAYER'S
				TRIBUTION THAT WOULD BE TREATED AS A RETURN
), THE TAXPAYER PRESUMED 100% OF THE
•				TO TO FILE A FORM 8937. THE TAXPAYER ESTIMATED
				I TIME IT WAS DETERMINED THAT 59.55% OF ITS
				THIS FORM 8937 ON THE EARLIER OF
WAS ESTIMATED.	ATS AFTER DECE	MDER 31, 20	13, THE DATE ON WHICH IT	'S EARNINGS AND PROFITS CALCULATION
WAS ESTIMATED.				
•				
15 Describe the quantitat	ive effect of the orga	nizational act	ion on the basis of the securi	ty in the hands of a U.S. taxpayer as an adjustment per
				DUCES THE BASIS OF EACH COMMON STOCK
BY 0.057 PER SHARE				
	-			
	_			ation, such as the market values of securities and the
				DETERMINED TO COMPRISE OF 59.55% RETURN OF
			<u>ESTIMATED THAT IT HAS (</u>	CURRENT EARNINGS AND PROFITS EQUAL TO
40.45% OF THE CURRENT	YEAR DISTRIBUTE	ON.		
	 -			

Form 893	37 (Rev. 12-2011)	Page 2
Part	Organizational Action (continued)	
	ist the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶	
IRC SE	CTION 301(C)(2)	
		· · ·
		
		
		_
18 C	an any resulting loss be recognized? ► N/A	
-	Total Control of the	
-		
19 Pi	rovide any other information necessary to implement the adjustment, such as the reportable tax year ► N/A	
-		
	Linder penalties of perium. I declare that I have examined this return, including accompanying schedules and statements, and to the be	st of my knowledge, and
	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the be belief, it is true, correct, and complete. Declaration of people (other than officer) is based on all information of which preparer has any kn	owledge.
Sign	11/1 / P.lin	
Here	Signature Date 1/2//	0
	11 homanic Indiana CTO	
	Print your name ▶ JEHTEVS. EalSOV Title ▶ CEU	
Paid	Print/Type preparer's name Preparer's signature Date Check in	· 1
Prepa	arer self-employe	d
Use (Only Firm's name ► Firm's EIN ►	
Canal Fa	Firm's address ► Phone no. Phone no. Phone no.	14 DOE 4

(December 2011)
Department of the Treasury
Internal Revenue Service

Report of Organizational Actions Affecting Basis of Securities

► See separate Instructions.

Part I Reporting I	ssuer					
1 Issuer's name				2 Issuer's employer identification number (EIN)		
PHILLIPS EDISON GROCE	The state of the s			27-1106076		
3 Name of contact for add	ditional information	4 Telephon	e No. of contact	5 Email address of contact		
SCOTT NEKOLNY			513-618-4439	SNEKOLNY@PHILLIPSEDISON.COM		
6 Number and street (or P	O. box if mail is not	delivered to s	treet address) of contact	7 City, town, or post office, state, and Zip code of contact		
11501 NORTHLAKE dRIVE	·	1		CINCINNATI, OH 45249-1669		
8 Date of action		9 Class	ification and description			
HINE 4 OOSE		0011110	H OTOOK			
JUNE 1, 2015 10 CUSIP number	11 Serial number(N STOCK 12 Ticker symbol	13 Account number(s)		
10 COOII HUILDEI	The Senat Hambert	3)	12 Hoker Symbol	16 Account number(s)		
71884V 102	N/A		N/A	N/A		
		h additional		ick of form for additional questions.		
				ainst which shareholders' ownership is measured for		
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				BUTION THAT WOULD BE TREATED AS A RETURN		
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				HIS FORM 8937 ON THE EARLIER OF		
				ARNINGS AND PROFITS CALCULATION		
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17.00 20 (10.07)						
15 Describe the quantitat	ive effect of the orga	nizational act	ion on the basis of the security in	the hands of a U.S. taxpayer as an adjustment per		
				ES THE BASIS OF EACH COMMON STOCK		
BY 0.055 PER SHARE	_					
	•		·			
	· ·					
16 Describe the calculation	on of the change in b	asis and the	data that supports the calculation	, such as the market values of securities and the		
valuation dates ► THE	0.055 PER SHARE	COMMON S	TOCK DISTRIBUTION WAS DET	ERMINED TO COMPRISE OF 59.55% RETURN OF		
				RENT EARNINGS AND PROFITS EQUAL TO		
40.45% OF THE CURRENT						
TO THE PROPERTY IN THE PROPERTY OF THE PROPERT						
	_ .					
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To comparize the supplicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ► RCSECTION 301(C)(2) 18 Can any resulting loss be recognized? ► N/A 19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ► N/A 19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ► N/A 19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ► N/A 19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ► N/A 19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ► N/A 19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ► N/A 19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ► N/A 10 Provide any other information necessary to implement the adjustment, such as the reportable tax year ► N/A 10 Provide any other information necessary to implement the adjustment, such as the reportable tax year ► N/A 10 Provide any other information necessary to implement the adjustment, such as the reportable tax year ► N/A 10 Provide any other information necessary to implement the adjustment, such as the reportable tax year ► N/A 10 Provide any other information necessary to implement the adjustment, such as the reportable tax year ► N/A 10 Provide any other information necessary to implement the adjustment, such as the reportable tax year ► N/A 10 Provide any other information necessary to implement the adjustment, such as the reportable tax year ► N/A 10 Provide any other information necessary to implement the tax treatment is based on all information of information of the best of my tax visit and tax visit an	Form 893				Page 2
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19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ► N/A Under penaltie of penalty, I declare that I have examined the return, including accompanying schedules and statements, and to the best of my knowledge are belief, it is true, correct, and cognitive. Declaration of propaga rotter tran officer is based on all information of which prepare he any knowledge. Sign Here				(s) upon which the tax treatment is	s based ►
Under penalties of perfury, I declare that I have examined the return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of express (other than officer) is based on all information of which preparer has any knowledge. Vinder penalties of perfury, 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 express (other than officer) is based on all information of which preparer has any knowledge. Vinder penalties of perfury, 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 express plants of the best of my knowledge and pellify that is true, correct, and complete. Declaration of express any knowledge. Vinder penalties of perfury, 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 express any knowledge and the penalties of penalties and statements. Vinder penalties of perfury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and the penalties of penalties and statements. Vinder penalties of perfury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and the penalties and statements. Vinder penalties of penalties of penalties and statements, and to the best of my knowledge and the penalties and the pena	IRC SEC	CTION	301(C)(2)		
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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 propager (other than officer) is based on all information of which preparer has any knowledge. Signature ▶ Jeffery S. Edison Title ▶ CEO Paid Preparer Use Only Print your name ▶ Jeffery S. Edison Title ▶ CEO Date Print		,	<u> </u>		
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Sign Here Signature Date Date Date Date Print/Type preparer's name Preparer's signature Date Print/Type preparer's name Preparer's signature Date Check if self-employed Self-employed Firm's name Firm's address Phone no.	19 Pr	ovide	any other information necessary to implement the adjustme	nt, such as the reportable tax year	r ► <u>N/A</u>
Sign Here Signature Date Date Date Date Print/Type preparer's name Preparer's signature Date Print/Type preparer's name Preparer's signature Date Check if self-employed Self-employed Firm's name Firm's address Phone no.				•	
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Sign Here Signature Date Date Date Date Print/Type preparer's name Preparer's signature Date Print/Type preparer's name Preparer's signature Date Check if self-employed Self-employed Firm's name Firm's address Phone no.		Unde	r penalties of perjury, I declare that I have examined this return, inc	uding accompanying schedules and s	tatements, and to the best of my knowledge and
Print your name ►		belief	, it is true, correct, and complete. Declaration of preparer (other than	officer) is based on all information of v	vhich preparer has any knowledge.
Print your name ►			11/1/18/100		1/12/1/6
Paid Preparer's name Preparer's signature Date Check if self-employed Firm's name Firm's address Preparer's signature Date Check if self-employed Firm's ell > Phone no.	Here	Signa	ture > Way 1	Date ▶	1/12/10
Paid Preparer's name Preparer's signature Date Check if self-employed Firm's name Firm's address Preparer's signature Date Check if self-employed Firm's ell > Phone no.			All Protection of	dicar /	<u></u> _
Paid Preparer Use Only Firm's name ► Firm's address ► Phone no.		Print			L U
Firm's name ► Firm's EIN ► Firm's address ► Phone no.			Print/Type preparer's name Preparer's signatu	Date	Check Lil It
Firm's address Phone no.					
	Use C	nly	- - :-		
	Send Fo	nm RQ		he Treasury, Internal Revenue Se	

(December 2011)
Department of the Treasury
Internal Revenue Service

Report of Organizational Actions Affecting Basis of Securities

► See separate instructions.

Part I Reporting	lssuer					
1 Issuer's name	_			2 Issuer's employer identification number (EIN)		
PHILLIPS EDISON GROCE	RY CENTER REIT I	. INC.		27-1106076		
3 Name of contact for add			e No. of contact	5 Email address of contact		
SCOTT NEKOLNY			513-618-4439	SNEKOLNY@PHILLIPSEDISON.COM		
6 Number and street (or F	P.O. box if mail is not	delivered to s	treet address) of contact	7 City, town, or post office, state, and Zip code of contact		
11501 NORTHLAKE dRIVE 8 Date of action		O Class	ification and description	CINCINNATI, OH 45249-1669		
o Date of action		9 Class	incation and description			
JULY 1, 2015		COMMO	N STOCK			
10 CUSIP number	11 Serial number(s)	12 Ticker symbol	13 Account number(s)		
71884V 102	N/A		N/A	N/A		
Part II Organization	onal Action Attac	h additional	statements if needed. See	back of form for additional questions.		
				against which shareholders' ownership is measured for		
				AL DISTRIBUTION TO ITS COMMON		
				F THE DISTRIBUTION, THE TAXPAYER'S		
			· · · · · · · · · · · · · · · · · · ·	RIBUTION THAT WOULD BE TREATED AS A RETURN		
				THE TAXPAYER PRESUMED 100% OF THE		
				TO FILE A FORM 8937. THE TAXPAYER ESTIMATED		
				TIME IT WAS DETERMINED THAT 59,55% OF ITS		
			· · ·	THIS FORM 8937 ON THE EARLIER OF		
•	DAYS AFTER DECE	MBER 31, 201	15, THE DATE ON WHICH ITS	EARNINGS AND PROFITS CALCULATION		
WAS ESTIMATED.						
			·			
				in the hands of a U.S. taxpayer as an adjustment per JCES THE BASIS OF EACH COMMON STOCK		

valuation dates ▶ THI	E 0.0 <u>5</u> 7 PER SHARE	COMMON S	TOCK DISTRIBUTION WAS D	on, such as the market values of securities and the ETERMINED TO COMPRISE OF 59.55% RETURN OF		
CAPITAL AND 40.45% TAXABLE DIVIDEND. THE ISSUER ESTIMATED THAT IT HAS CURRENT EARNINGS AND PROFITS EQUAL TO						
40.45% OF THE CURRENT YEAR DISTRIBUTION.						
<u>. –</u>				· · · · · · · · · · · · · · · · · · ·		
			.			
						

(December 2011) Department of the Treasury Internal Revenue Service

Report of Organizational Actions Affecting Basis of Securities

► See separate instructions.

Part I Reporting	lssuer			
1 Issuer's name		2 Issuer's employer identification number (EIN)		
PHILLIPS EDISON GROCE	RY CENTER REIT I	27-1106076		
3 Name of contact for ad-	ditional information	5 Email address of contact		
SCOTT NEKOLNY 513-618-4439				SNEKOLNY@PHILLIPSEDISON.COM
6 Number and street (or F	P.O. box if mail is not	delivered to s		7 City, town, or post office, state, and Zip code of contact
11501 NORTHLAKE dRIVE		10.01	***	CINCINNATI, OH 45249-1669
8 Date of action		9 Class	ification and description	
AUGUST 1, 2015		соммо	N STOCK	
10 CUSIP number	11 Serial number	s)	12 Ticker symbol	13 Account number(s)
71884V 102	N/A		N/A	N/A
			*****	e back of form for additional questions.
				against which shareholders' ownership is measured for
				APITAL DISTRIBUTION TO ITS COMMON
				OF THE DISTRIBUTION, THE TAXPAYER'S
				TRIBUTION THAT WOULD BE TREATED AS A RETURN
				, THE TAXPAYER PRESUMED 100% OF THE
				D TO FILE A FORM 8937. THE TAXPAYER ESTIMATED
				TIME IT WAS DETERMINED THAT 59.55% OF ITS LING THIS FORM 8937 ON THE EARLIER OF
				S EARNINGS AND PROFITS CALCULATION
WAS ESTIMATED.	MIS AFTER DECE	MDER 31, 20	13, THE DATE ON WHICH II	S EARNINGS AND PROFITS CALCULATION
WAS ESTIMATED.				
	-			
15 Describe the quantita	tive effect of the orga	anizational act	ion on the basis of the securit	y in the hands of a U.S. taxpayer as an adjustment per
				DUCES THE BASIS OF EACH COMMON STOCK
BY 0.057 PER SHARE				THE DESCRIPTION OF THE PROPERTY OF THE PROPERT
				
	·			
			•	
				·
16 Describe the calculati	on of the change in t	pasis and the	data that supports the calcula	tion, such as the market values of securities and the
valuation dates ▶ THI	E 0.057 PER SHARE	COMMON S	TOCK DISTRIBUTION WAS	DETERMINED TO COMPRISE OF 59.55% RETURN OF
				URRENT EARNINGS AND PROFITS EQUAL TO
40.45% OF THE CURRENT	YEAR DISTRIBUTI	ON.		
			<u> </u>	
	_			

Form 893		The state of the s					_	Page 2
Part I		Organizational Action (cont	inued)					
		applicable Internal Revenue Code	section	(s) and subsection	(s) upon which the	tax treatment is	based >	<u> </u>
IRC SEC	TION	301(C)(2)						
								
						-		
40 Co		Positive less he reconstruit	E154					
18 Ca	ın any	resulting loss be recognized? ▶	N/A		·			
		 -						
								<u>.</u>
								
19 Pro	ovide	any other information necessary to	impler	ment the adjustme	nt. such as the rep	ortable tax vear	► N/A	
			•	•	,			
					···			
		-	-					
								
					_			
	Unde	penalties of perjury, I declare that I ha	ve exan	nined this return, inc	luding accompanying	schedules and st	atements,	and to the best of my knowledge and
_	belief	it is true, correct, and complete. Decla	ration of	oreparer (other than	officer) is based on a	ıll information of w	hich prepa	arer has any knowledge.
Sign		11 //	19	lin			1/10	-110
Here	Signa	ture - Why	1 4			Date ►	1/12	-110
			· C	MUS E	dison		CED	
	Print	your name	177	I Brongrania -i		Title ►	<u> </u>	PATE I
Paid		Print/Type preparer's name		Preparer's signatur	c	Date		Check if
Prepa				<u> </u>			-	self-employed
Use 0	nly	Firm's name						Firm's EIN ▶
Cond East	PO	Firm's address 37 (including accompanying state)	monto) (to: Department of	the Trescury Inter	nal Payanua Sar	nice On	Phone no.

Report of Organizational Actions Affecting Basis of Securities

► See separate instructions.

Part I Reporting I	eeuer			
1 Issuer's name	33001		· · · · · · · · · · · · · · · · · · ·	2 Issuer's employer identification number (EIN)
i igodos o ridino				2 locate o employer laterialidadori ficilisti (Elia)
PHILLIPS EDISON GROCE	DV CENTED DEIT I	INC		27-1106076
3 Name of contact for additional information 4 Telephone No. of contact				5 Email address of contact
SCOTT NEKOLNY			513-618-4439	SNEKOLNY@PHILLIPSEDISON.COM
6 Number and street (or P	.O. box if mail is not	delivered to s	treet address) of contact	7 City, town, or post office, state, and Zip code of contact
11501 NORTHLAKE dRIVE				CINCINNATI, OH 45249-1669
8 Date of action		9 Class	ification and description	
SEPTEMBER 1, 2015			N STOCK	le de la constantina
10 CUSIP number	11 Serial number(S)	12 Ticker symbol	13 Account number(s)
7400411400			nuta .	
71884V 102 Part II Organization	N/A	sh additional	etatements if needed. See h	ack of form for additional questions.
				painst which shareholders' ownership is measured for
_			_	CAPITAL DISTRIBUTION TO ITS COMMON
				THE DISTRIBUTION, THE TAXPAYER'S
				BUTION THAT WOULD BE TREATED AS A RETURN
				HE TAXPAYER PRESUMED 100% OF THE
				O FILE A FORM 8937. THE TAXPAYER ESTIMATED
				WE IT WAS DETERMINED THAT 59.55% OF ITS
SEPTEMBER 1, 2015 DIST	RIBUTION WAS A F	RETURN OF C	APITAL. THE TAXPAYER IS F	ILING THIS FORM 8937 ON THE EARLIER OF
JANUARY 15, 2016 or 45 D	AYS AFTER DECE	MBER 31, 201	15, THE DATE ON WHICH ITS E	ARNINGS AND PROFITS CALCULATION
WAS ESTIMATED.				
45 December 41- committee		!		the benefit of all O towns on a distribution of
·	_		-	the hands of a U.S. taxpayer as an adjustment per CES THE BASIS OF EACH COMMON STOCK
BY 0.055 PER SHARE	ige of old basis F	HE COMMON	STOCK DISTRIBUTION REDUC	CES THE BASIS OF EACH COMMON STOCK
BY U.USS PER SHARE	_			
				-
<u> </u>				
				n, such as the market values of securities and the
				TERMINED TO COMPRISE OF 59.55% RETURN OF
		-	ESTIMATED THAT IT HAS CUR	RENT EARNINGS AND PROFITS EQUAL TO
40.45% OF THE CURRENT	YEAR DISTRIBUTI	ON.		
				

Form 89		v. 12-2011)					Page 2
Part	II _	Organizational Action (c	ontinued)				
		e applicable Internal Revenue Co	de section	(s) and subsection(s) upor	n which the tax treatm	ent is based	>
IRC SE	CTIO	N 301(C)(2)					
					 -		
							
							
		· · · · · · · · · · · · · · · · · · ·					
							
					· · · ·		
							
18 C	an an	y resulting loss be recognized? I	N/Δ				
		, , , , , , , , , , , , , , , , , , ,	1473				
							· · · · · · · · · · · · · · · · · · ·
		·_					
							
40 5		Al t- P					
19 P	rovide	e any other information necessar	y to imple	ment the adjustment, such	as the reportable tax	k year ► <u>N/A</u>	
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		·		 			
							
							
				-			· · · · · · · · · · · · · · · · · · ·
					•		
	Unde	er penalties of perjury, I declare that	l have exar	nined this return, including ac	companying schedules	and statement	s, and to the best of my knowledge and
	belie	ef, it is true, correct, and complete. De	eclaration of	f preparer (ather than officer) i	s based on all informatio	n of which pre	parer has any knowledge.
Sign		11 //	/	1 Elin		111	17/1/0
Here	Sign	ature ▶	my /		Date	•▶ <u> </u>	12/10
		La Charles	VC	-dicain	—	^ r	- n
	Print	your name > Jettre	<u> 3, </u>	E0120N1	Title		V
Paid		Print/Type preparer's name		Preparer's signature	Da	te	Check if PTIN
Prepa	arer						self-employed
Use (Firm's EIN ▶
		Firm's address ▶					Phone no.
Sand Fa	arm Q	937 (including accompanying et-	tomonto)	to: Department of the Tree	curs Internal Deven	o Contino O	-d UT 04004 0054

Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

Part I R	eporting	Issuer			
1 Issuer's nan	ne				2 Issuer's employer identification number (EIN)
DISH LIDE EDIC	ON CROOL	DV OFNTED DEIT	27.440		
		RY CENTER REIT I	27-1106076 5 Email address of contact		
3 Name of contact for additional information 4 Telephone No. of contact			5 Email address of confact		
SCOTT NEKOL			<u> </u>	513-618-4439	SNEKOLNY@PHILLIPSEDISON.COM
6 Number and	d street (or F	P.O. box if mail is not	delivered to s	treet address) of contact	7 City, town, or post office, state, and Zip code of contact
11501 NORTHL	VAE 4DIME	=			CINCINNATI, OH 45249-1669
8 Date of action		<u> </u>	9 Class	ification and description	CINCINNATI, Off 45249-1009
- Dato 01 aou	J.,		o Glado	modulori gila doscription	
OCTOBER 1, 2	015			N STOCK	
10 CUSIP num	ber	11 Serial number(s)	12 Ticker symbol	13 Account number(s)
71884V	102	N/A		N/A	N/A
			ch additional		ck of form for additional questions.
					inst which shareholders' ownership is measured for
					ITAL DISTRIBUTION TO ITS COMMON
					THE DISTRIBUTION, THE TAXPAYER'S
			_		UTION THAT WOULD BE TREATED AS A RETURN
					E TAXPAYER PRESUMED 100% OF THE
					FILE A FORM 8937. THE TAXPAYER ESTIMATED
ITS EARNINGS	AND PROF	ITS CALCULATION	ON DECEMB	BER 31, 2015, AND AT THAT TIM	E IT WAS DETERMINED THAT 59.55% OF ITS
OCTOBER 1, 20	015 DISTRII	BUTION WAS A RE	TURN OF CAI	PITAL. THE TAXPAYER IS FILIN	G THIS FORM 8937 ON THE EARLIER OF
JANUARY 15, 2	<u>:016 or 45 E</u>	AYS AFTER DECE	MBER 31, 201	5, THE DATE ON WHICH ITS EA	RNINGS AND PROFITS CALCULATION
WAS ESTIMAT	ED.				
					he hands of a U.S. taxpayer as an adjustment per
BY 0.057 PER S		_			
			 .		
					such as the market values of securities and the ERMINED TO COMPRISE OF 59.55% RETURN OF
					ENT EARNINGS AND PROFITS EQUAL TO
40.45% OF THE	CURRENT	YEAR DISTRIBUTI	ON.		
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Form 893	_	. 12-2011)			Page 2
Part	1 (Organizational Action (continu	ed)		
			tion(s) and subsection(s) upon which the tax	x treatment is based	
IRC SE	CHON	301(C)(2)			
		-			<u> </u>
					<u> </u>
					
40 0					
18 Ca	an any	resulting loss be recognized? ► N/A			· · · · · · · · · · · · · · · · · · ·
					<u> </u>
					· · · · · · · · · · · · · · · · · · ·
					-
					
19 Pr	rovida	any other information necessary to im	plement the adjustment, such as the report	oblo tay your b N/A	
15 11	Ovide	any other information necessary to in	prement the adjustment, such as the report	able tax year PINA	
		-			···
-			-		
	Linda	u nonettice of marinur. I declare that I have		bodulas and abstraction	and to the best of making the second
	belief	it is true, correct, and complete. Declaration	examined this return, including accompanying sc on of preparer (other than officer) is based on all in	nformation of which prep	s, and to the best of my knowledge and parer has any knowledge.
Sign			18/100	. 1.1.	0.111
Here	Signa	ture > leffry	1 6000	Date ► 【 【	2/10
	-		Man CEdicara		7()
	Print	/our name ►	MEY S. EUISOVI	Title ▶ (€	
Paid		Print/Type preparer's name	Preparer's signature	Date	Check if PTIN
Prepa		- ·	<u> </u>		self-employed
Use C	Inly	Firm's name		- · -	Firm's EIN ▶
Send Fo	om 80	Firm's address ► 37 (including accompanying statemer	nts) to: Department of the Treasury, Internal	Revenue Service On	Phone no.

Report of Organizational Actions Affecting Basis of Securities

► See separate instructions.

Para Reporting	Issuer			
1 Issuer's name				2 Issuer's employer identification number (EIN)
PHILLIPS EDISON GROCI	FRY CENTER REIT I.	INC		27-1106076
3 Name of contact for ad			e No. of contact	5 Email address of contact
COOTT NEWOLDS			T40 040 4400	CNEWOLAN CONTRACTOR OF CONTRAC
6 Number and street (or	DO hav if mail is not	dolli sound to a	513-618-4439	SNEKOLNY@PHILLIPSEDISON.COM
b Number and street (or	P.O. box if mail is not o	delivered to s	street address) of contact	7 City, town, or post office, state, and Zip code of contact
11501 NORTHLAKE dRIV	E			CINCINNATI, OH 45249-1669
8 Date of action		9 Class	ification and description	
NOVEMBER 1, 2015			N STOCK	
10 CUSIP number	11 Serial number(s)	12 Ticker symbol	13 Account number(s)
71884V 102	N/A		N/A	N/A
		h additional		ee back of form for additional questions.
				te against which shareholders' ownership is measured for
_		•		OF CAPITAL DISTRIBUTION TO ITS COMMON
				OF THE DISTRIBUTION, THE TAXPAYER'S
				TRIBUTION THAT WOULD BE TREATED AS A RETURN
				C), THE TAXPAYER PRESUMED 100% OF THE
				ED TO FILE A FORM 8937. THE TAXPAYER ESTIMATED
				T TIME IT WAS DETERMINED THAT 59.55% OF ITS
				S FILING THIS FORM 8937 ON THE EARLIER OF
				TS EARNINGS AND PROFITS CALCULATION
WAS ESTIMATED.	DATO ALTER DECEM	IDER 31, 20	13, THE DATE ON WHICH	IS EARNINGS AND FROITIS CALCULATION
IVAS ESTIMATED.				
15 Describe the quantita	ative effect of the ornar	nizational act	ion on the basis of the secur	ity in the hands of a U.S. taxpayer as an adjustment per
				DUCES THE BASIS OF EACH COMMON STOCK
BY 0.055 PER SHARE		IE COMMON	STOCK DISTRIBUTION RE	DUCES THE BASIS OF EACH COMMON STOCK
DT 0.000 PER SHARE				
		 		
	<u> </u>			
				
				ation, such as the market values of securities and the
				DETERMINED TO COMPRISE OF 59.55% RETURN OF
CAPITAL AND 40.45% TA	XABLE DIVIDEND. T	HE ISSUER	ESTIMATED THAT IT HAS	CURRENT EARNINGS AND PROFITS EQUAL TO
40.45% OF THE CURREN	<u> I YEAR DISTRIBUTIO</u>	ON.		
			-	
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		_		

		v. 12-201 <u>1</u>)	Page 2
Part	H	Organizational Action (continued)	
17 L	ist the	applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based	
		N 301(C)(2)	
			<u> </u>
			<u>. </u>
18 C	an an	y resulting loss be recognized? ▶ N/A	
		y recutally loss be recognized?	
	-		
19 P	rovide	any other information necessary to implement the adjustment, such as the reportable tax year ▶ N/A	<u> </u>
		· · · · · · · · · · · · · · · · · · ·	
	Unde	r 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	f, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which prep	arer has any knowledge.
Sign		11. 1 Elisa	117
Here	Signa	Date Date Date	11 (0
	Dei-4	" Meffor S Edison _ CET)
Doid	Frint	your name ► \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \	Charle D # PTIN
Paid Prepa) TOT		Check if if self-employed
Use (Firm's name ▶	Firm's EIN ▶
		Firm's address ▶	Phone no.
send Fo	omn 89	037 (including accompanying statements) to: Department of the Treasury, Internal Revenue Service, Oc	den IJT 84201-0054

Form **8937** (December 2011)

Department of the Treasury Internal Revenue Service Report of Organizational Actions Affecting Basis of Securities

► See separate instructions.

Part I Reporting	j Issuer			
1 Issuer's name				2 Issuer's employer identification number (EIN)
PHILLIPS EDISON GROO	CERY CENTER REIT I	INC		27-1106076
3 Name of contact for additional information 4 Telephone No. of contact			5 Email address of contact	
SCOTT NEKOLNY			513-618-4439	SNEKOLNY@PHILLIPSEDISON.COM
6 Number and street (or	P.O. box if mail is not	delivered to s	treet address) of contact	7 City, town, or post office, state, and Zip code of contact
445441000000000000000000000000000000000				
11501 NORTHLAKE dRIV 8 Date of action	<u>/E</u>	CINCINNATI, OH 45249-1669		
o pare of action		o Olass	ification and description	
DECEMBER 1, 2015		соммо	N STOCK	
10 CUSIP number	11 Serial number		12 Ticker symbol	13 Account number(s)
71884V 102	N/A		N/A	N/A
				ack of form for additional questions.
				ainst which shareholders' ownership is measured for
			•=	APITAL DISTRIBUTION TO ITS COMMON
			•	THE DISTRIBUTION, THE TAXPAYER'S BUTION THAT WOULD BE TREATED AS A RETURN
				HE TAXPAYER PRESUMED 100% OF THE
	·			O FILE A FORM 8937. THE TAXPAYER ESTIMATED
				ME IT WAS DETERMINED THAT 59.55% OF ITS
				ING THIS FORM 8937 ON THE EARLIER OF
JANUARY 15, 2016 or 45	DAYS AFTER DECE	MBER 31, 201	15, THE DATE ON WHICH ITS EA	ARNINGS AND PROFITS CALCULATION
WAS ESTIMATED.				
15 Describe the quantit	ative effect of the orga	nizational act	ion on the basis of the security in	the hands of a U.S. taxpayer as an adjustment per
•	_			ES THE BASIS OF EACH COMMON STOCK
BY 0.057 PER SHARE		TE COMMO	OTOOK BIOTKIDOTION KEDOO	25 THE DASIS OF EACH COMMON STOCK
			***	·
16 Describe the calcula	ition of the change in I	pasis and the	data that supports the calculation	, such as the market values of securities and the
valuation dates ► T	HE 0.057 PER SHARE	COMMON S	TOCK DISTRIBUTION WAS DET	ERMINED TO COMPRISE OF 59.55% RETURN OF
				RENT EARNINGS AND PROFITS EQUAL TO
40.45% OF THE CURREN	<u>IT YEAR DISTRIBUTI</u>	ON.		
			· · · · · · · · · · · · · · · · · · ·	