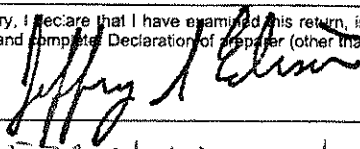


Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ IRC SECTION 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

Sign Here	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 preparer (other than officer) is based on all information of which preparer has any knowledge.			
	Signature ▶ 	Date ▶ <u>1/15/14</u>		
Paid Preparer Use Only	Print your name ▶ <u>JEFFREY EDISON</u>	Preparer's signature ▶ <u>Charles S. Basich CPA</u>	Date ▶ <u>1-14-2014</u>	Check <input type="checkbox"/> if self-employed
	Print/Type preparer's name ▶ <u>CHARLES S. BASICH</u>			PTIN ▶ <u>P00183617</u>
	Firm's name ▶ <u>DELOITTE TAX LLP</u>			Firm's EIN ▶ <u>86-1065772</u>
	Firm's address ▶ <u>180 E. BROAD STREET, COLUMBUS OH 43215</u>			Phone no. ▶ <u>614-221-1000</u>

**Report of Organizational Actions
 Affecting Basis of Securities**

▶ See separate instructions.

Part I Reporting Issuer

1 Issuer's name PHILLIPS EDISON - ARC SHOPPING CENTER REIT, INC.		2 Issuer's employer identification number (EIN) 27-1106076	
3 Name of contact for additional information AMY CARR	4 Telephone No. of contact 513-618-4439	5 Email address of contact ACARR@PHILLIPSEDISON.COM	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact 11501 NORTHLAKE DRIVE		7 City, town, or post office, state, and Zip code of contact CINCINNATI, OH 45249-1669	
8 Date of action FEBRUARY 01, 2013	9 Classification and description COMMON STOCK		
10 CUSIP number 71844V 102	11 Serial number(s) N/A	12 Ticker symbol N/A	13 Account number(s) N/A

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 FEBRUARY 01, 2013, ISSUER PAID A NONTAXABLE RETURN OF CAPITAL DISTRIBUTION TO ITS COMMON STOCK SHAREHOLDERS OF RECORD IN THE AMOUNT OF \$.05 PER SHARE. AT THE TIME OF THE DISTRIBUTION THE TAXPAYER'S EARNINGS AND PROFITS WERE NOT CALCULATED AND THE PORTION OF THE DISTRIBUTION THAT WOULD BE TREATED AS A RETURN OF CAPITAL WAS UNCERTAIN. PURSUANT TO TREASURY REGULATION 1.6042 (c), THE TAXPAYER PRESUMED 100% OF THE DISTRIBUTION TO BE TAXABLE AS A DIVIDEND, AND THEREFORE, WAS NOT REQUIRED TO FILE FORM 8937. THE TAXPAYER ESTIMATED ITS EARNINGS AND PROFITS CALCULATION ON DECEMBER 31, 2013, AND AT THAT TIME IT WAS DETERMINED THAT 69.05% OF ITS FEBRUARY 01, 2013 DISTRIBUTION WAS A RETURN OF CAPITAL. THE TAXPAYER IS FILING THIS FORM 8937 ON THE EARLIER OF JANUARY 15, 2014, OR 45 DAYS AFTER DECEMBER 31, 2013, THE DATE IN WHICH ITS EARNINGS AND PROFITS WAS ESTIMATED.

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 ▶ THE COMMON STOCK DISTRIBUTION REDUCES THE BASIS OF EACH COMMON STOCK SHARE BY \$.05 PER SHARE.

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 ▶ THE \$.67 PER SHARE COMMON STOCK DISTRIBUTION WAS DETERMINED TO COMPRISE OF 69.05% RETURN OF CAPITAL AND 30.95% TAXABLE DIVIDEND. THE ISSUER HAS ESTIMATED THAT IT HAS CURRENT EARNINGS AND PROFITS, WHICH IS EQUAL TO 30.95% OF THE CURRENT YEAR DISTRIBUTION.

Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶

IRC SECTION 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

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Sign Here
 Signature ▶ *Jeffrey Edison* Date ▶ 1/15/14
 Print your name ▶ JEFFREY EDISON Title ▶ CEO

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	CHARLES S. BASICH	<i>Charles S. Basich CPA</i>	1-14-2014		P00183617
	Firm's name ▶ DELOITTE TAX LLP	Firm's EIN ▶ 86-1065772		Phone no. 614-221-1000	
	Firm's address ▶ 180 E. BROAD STREET, COLUMBUS OH 43215				

Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

Part I Reporting Issuer

1 Issuer's name PHILLIPS EDISON - ARC SHOPPING CENTER REIT, INC.		2 Issuer's employer identification number (EIN) 27-1106076	
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6 Number and street (or P.O. box if mail is not delivered to street address) of contact 11501 NORTHLAKE DRIVE		7 City, town, or post office, state, and Zip code of contact CINCINNATI, OH 45249-1669	
8 Date of action MARCH 01, 2013		9 Classification and description COMMON STOCK	
10 CUSIP number 71844V 102	11 Serial number(s) N/A	12 Ticker symbol N/A	13 Account number(s) N/A

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 MARCH 01, 2013, ISSUER PAID A NONTAXABLE RETURN OF CAPITAL DISTRIBUTION TO ITS COMMON STOCK SHAREHOLDERS OF RECORD IN THE AMOUNT OF \$.06 PER SHARE. AT THE TIME OF THE DISTRIBUTION THE TAXPAYER'S EARNINGS AND PROFITS WERE NOT CALCULATED AND THE PORTION OF THE DISTRIBUTION THAT WOULD BE TREATED AS A RETURN OF CAPITAL WAS UNCERTAIN. PURSUANT TO TREASURY REGULATION 1.6042 (c), THE TAXPAYER PRESUMED 100% OF THE DISTRIBUTION TO BE TAXABLE AS A DIVIDEND, AND THEREFORE, WAS NOT REQUIRED TO FILE FORM 8937. THE TAXPAYER ESTIMATED ITS EARNINGS AND PROFITS CALCULATION ON DECEMBER 31, 2013, AND AT THAT TIME IT WAS DETERMINED THAT 69.05% OF ITS MARCH 01, 2013 DISTRIBUTION WAS A RETURN OF CAPITAL. THE TAXPAYER IS FILING THIS FORM 8937 ON THE EARLIER OF JANUARY 15, 2014, OR 45 DAYS AFTER DECEMBER 31, 2013, THE DATE IN WHICH ITS EARNINGS AND PROFITS WAS ESTIMATED.

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 ▶ THE COMMON STOCK DISTRIBUTION REDUCES THE BASIS OF EACH COMMON STOCK SHARE BY \$.06 PER SHARE.

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Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ IRC SECTION 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

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 preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here

Signature ▶ *Jeffrey Edison* Date ▶ 1/15/14
Print your name ▶ JEFFREY EDISON Title ▶ CEO

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	CHARLES S. BASICH	<u><i>Charles S. Basich CPA</i></u>	<u>1-14-2014</u>		P00183617
	Firm's name ▶ DELOITTE TAX LLP	Firm's address ▶ 180 E. BROAD STREET, COLUMBUS OH 43215		Firm's EIN ▶ 86-1065772	Phone no. 614-221-1000

**Report of Organizational Actions
 Affecting Basis of Securities**

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6 Number and street (or P.O. box if mail is not delivered to street address) of contact 11501 NORTHLAKE DRIVE		7 City, town, or post office, state, and Zip code of contact CINCINNATI, OH 45249-1669	
8 Date of action APRIL 01, 2013	9 Classification and description COMMON STOCK		
10 CUSIP number 71844V 102	11 Serial number(s) N/A	12 Ticker symbol N/A	13 Account number(s) N/A

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 01, 2013, ISSUER PAID A NONTAXABLE RETURN OF CAPITAL DISTRIBUTION TO ITS COMMON STOCK SHAREHOLDERS OF RECORD IN THE AMOUNT OF \$.05 PER SHARE. AT THE TIME OF THE DISTRIBUTION THE TAXPAYER'S EARNINGS AND PROFITS WERE NOT CALCULATED AND THE PORTION OF THE DISTRIBUTION THAT WOULD BE TREATED AS A RETURN OF CAPITAL WAS UNCERTAIN. PURSUANT TO TREASURY REGULATION 1.6042 (c), THE TAXPAYER PRESUMED 100% OF THE DISTRIBUTION TO BE TAXABLE AS A DIVIDEND, AND THEREFORE, WAS NOT REQUIRED TO FILE FORM 8937. THE TAXPAYER ESTIMATED ITS EARNINGS AND PROFITS CALCULATION ON DECEMBER 31, 2013, AND AT THAT TIME IT WAS DETERMINED THAT 69.05% OF ITS APRIL 01, 2013 DISTRIBUTION WAS A RETURN OF CAPITAL. THE TAXPAYER IS FILING THIS FORM 8937 ON THE EARLIER OF JANUARY 15, 2014, OR 45 DAYS AFTER DECEMBER 31, 2013, THE DATE IN WHICH ITS EARNINGS AND PROFITS WAS ESTIMATED.

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 ▶ THE COMMON STOCK DISTRIBUTION REDUCES THE BASIS OF EACH COMMON STOCK SHARE BY \$.05 PER SHARE.

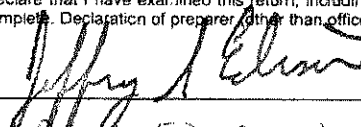
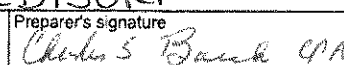
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Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ IRC SECTION 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

Sign Here	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 preparer (other than officer) is based on all information of which preparer has any knowledge.				
	Signature ▶ 	Date ▶ <u>1/15/14</u>		Print your name ▶ <u>JEFFREY EDISONI</u>	
Paid Preparer Use Only	Preparer's name ▶ <u>CHARLES S. BASICH</u>	Preparer's signature ▶ 	Date ▶ <u>1-14-2014</u>	Check <input type="checkbox"/> if self-employed	PTIN ▶ <u>P00183617</u>
	Firm's name ▶ <u>DELOITTE TAX LLP</u>			Firm's EIN ▶ <u>86-1065772</u>	
	Firm's address ▶ <u>180 E. BROAD STREET, COLUMBUS OH 43215</u>			Phone no. ▶ <u>614-221-1000</u>	

**Report of Organizational Actions
 Affecting Basis of Securities**

▶ See separate instructions.

Part I Reporting Issuer

1 Issuer's name PHILLIPS EDISON - ARC SHOPPING CENTER REIT, INC.		2 Issuer's employer identification number (EIN) 27-1106076	
3 Name of contact for additional information AMY CARR	4 Telephone No. of contact 513-618-4439	5 Email address of contact ACARR@PHILLIPSEDISON.COM	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact 11501 NORTHLAKE DRIVE		7 City, town, or post office, state, and Zip code of contact CINCINNATI, OH 45249-1669	
8 Date of action MAY 01, 2013		9 Classification and description COMMON STOCK	
10 CUSIP number 71844V 102	11 Serial number(s) N/A	12 Ticker symbol N/A	13 Account number(s) N/A

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 MAY 01, 2013, ISSUER PAID A NONTAXABLE RETURN OF CAPITAL DISTRIBUTION TO ITS COMMON STOCK SHAREHOLDERS OF RECORD IN THE AMOUNT OF \$.06 PER SHARE. AT THE TIME OF THE DISTRIBUTION THE TAXPAYER'S EARNINGS AND PROFITS WERE NOT CALCULATED AND THE PORTION OF THE DISTRIBUTION THAT WOULD BE TREATED AS A RETURN OF CAPITAL WAS UNCERTAIN. PURSUANT TO TREASURY REGULATION 1.6042 (c), THE TAXPAYER PRESUMED 100% OF THE DISTRIBUTION TO BE TAXABLE AS A DIVIDEND, AND THEREFORE, WAS NOT REQUIRED TO FILE FORM 8937. THE TAXPAYER ESTIMATED ITS EARNINGS AND PROFITS CALCULATION ON DECEMBER 31, 2013, AND AT THAT TIME IT WAS DETERMINED THAT 69.05% OF ITS MAY 01, 2013 DISTRIBUTION WAS A RETURN OF CAPITAL. THE TAXPAYER IS FILING THIS FORM 8937 ON THE EARLIER OF JANUARY 15, 2014, OR 45 DAYS AFTER DECEMBER 31, 2013, THE DATE IN WHICH ITS EARNINGS AND PROFITS WAS ESTIMATED.

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Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ IRC SECTION 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

Sign Here 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 preparer (other than officer) is based on all information of which preparer has any knowledge.

Signature ▶ *Jeffrey Edison* Date ▶ 1/15/14
Print your name ▶ JEFFREY EDISON Title ▶ CEO

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	CHARLES S. BASICH	<u><i>Charles S. Basich CPA</i></u>	<u>1-14-2014</u>		P00183617
	Firm's name ▶ DELOITTE TAX LLP	Firm's address ▶ 180 E. BROAD STREET, COLUMBUS OH 43215		Firm's EIN ▶ 86-1065772	Phone no. 614-221-1000

**Report of Organizational Actions
 Affecting Basis of Securities**

▶ See separate instructions.

Part I Reporting Issuer

1 Issuer's name PHILLIPS EDISON - ARC SHOPPING CENTER REIT, INC.		2 Issuer's employer identification number (EIN) 27-1106076	
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8 Date of action JUNE 01, 2013		9 Classification and description COMMON STOCK	
10 CUSIP number 71844V 102	11 Serial number(s) N/A	12 Ticker symbol N/A	13 Account number(s) N/A

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 JUNE 01, 2013, ISSUER PAID A NONTAXABLE RETURN OF CAPITAL DISTRIBUTION TO ITS COMMON STOCK SHAREHOLDERS OF RECORD IN THE AMOUNT OF \$.05 PER SHARE. AT THE TIME OF THE DISTRIBUTION THE TAXPAYER'S EARNINGS AND PROFITS WERE NOT CALCULATED AND THE PORTION OF THE DISTRIBUTION THAT WOULD BE TREATED AS A RETURN OF CAPITAL WAS UNCERTAIN. PURSUANT TO TREASURY REGULATION 1.6042 (c), THE TAXPAYER PRESUMED 100% OF THE DISTRIBUTION TO BE TAXABLE AS A DIVIDEND, AND THEREFORE, WAS NOT REQUIRED TO FILE FORM 8937. THE TAXPAYER ESTIMATED ITS EARNINGS AND PROFITS CALCULATION ON DECEMBER 31, 2013, AND AT THAT TIME IT WAS DETERMINED THAT 69.05% OF ITS JUNE 01, 2013 DISTRIBUTION WAS A RETURN OF CAPITAL. THE TAXPAYER IS FILING THIS FORM 8937 ON THE EARLIER OF JANUARY 15, 2014, OR 45 DAYS AFTER DECEMBER 31, 2013, THE DATE IN WHICH ITS EARNINGS AND PROFITS WAS ESTIMATED.

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Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ IRC SECTION 301(C)2

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Sign Here

Signature ▶ *Jeffrey Edison* Date ▶ 1/15/14
Print your name ▶ JEFFREY EDISON Title ▶ CEO

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	CHARLES S. BASICH	<i>Charles S. Basich CPA</i>	<u>1-14-2014</u>		P00183617
	Firm's name ▶ DELOITTE TAX LLP	Firm's EIN ▶ 86-1065772		Phone no. 614-221-1000	
	Firm's address ▶ 180 E. BROAD STREET, COLUMBUS OH 43215				

**Report of Organizational Actions
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8 Date of action JULY 01, 2013	9 Classification and description COMMON STOCK		
10 CUSIP number 71844V 102	11 Serial number(s) N/A	12 Ticker symbol N/A	13 Account number(s) N/A

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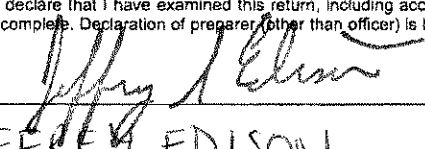

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Part II Organizational Action (continued)

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	Signature ▶			Date ▶ <u>1/15/14</u>		
	Print your name ▶	<u>JEFFREY EDISON</u>		Title ▶ <u>CEO</u>		
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN	
	<u>CHARLES S. BASICH</u>			<u>1-14-2014</u>	<input type="checkbox"/>	<u>P00183617</u>
	Firm's name ▶ <u>DELOITTE TAX LLP</u>			Firm's EIN ▶ <u>86-1065772</u>		
Firm's address ▶ <u>180 E. BROAD STREET, COLUMBUS OH 43215</u>			Phone no. <u>614-221-1000</u>			

**Report of Organizational Actions
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8 Date of action AUGUST 01, 2013		9 Classification and description COMMON STOCK	
10 CUSIP number 71844V 102	11 Serial number(s) N/A	12 Ticker symbol N/A	13 Account number(s) N/A

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 AUGUST 01, 2013, ISSUER PAID A NONTAXABLE RETURN OF CAPITAL DISTRIBUTION TO ITS COMMON STOCK SHAREHOLDERS OF RECORD IN THE AMOUNT OF \$.06 PER SHARE. AT THE TIME OF THE DISTRIBUTION THE TAXPAYER'S EARNINGS AND PROFITS WERE NOT CALCULATED AND THE PORTION OF THE DISTRIBUTION THAT WOULD BE TREATED AS A RETURN OF CAPITAL WAS UNCERTAIN. PURSUANT TO TREASURY REGULATION 1.6042 (c), THE TAXPAYER PRESUMED 100% OF THE DISTRIBUTION TO BE TAXABLE AS A DIVIDEND, AND THEREFORE, WAS NOT REQUIRED TO FILE FORM 8937. THE TAXPAYER ESTIMATED ITS EARNINGS AND PROFITS CALCULATION ON DECEMBER 31, 2013, AND AT THAT TIME IT WAS DETERMINED THAT 69.05% OF ITS AUGUST 01, 2013 DISTRIBUTION WAS A RETURN OF CAPITAL. THE TAXPAYER IS FILING THIS FORM 8937 ON THE EARLIER OF JANUARY 15, 2014, OR 45 DAYS AFTER DECEMBER 31, 2013, THE DATE IN WHICH ITS EARNINGS AND PROFITS WAS ESTIMATED.

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 ▶ THE COMMON STOCK DISTRIBUTION REDUCES THE BASIS OF EACH COMMON STOCK SHARE BY \$.06 PER SHARE.

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 ▶ THE \$.67 PER SHARE COMMON STOCK DISTRIBUTION WAS DETERMINED TO COMPRISE OF 69.05% RETURN OF CAPITAL AND 30.95% TAXABLE DIVIDEND. THE ISSUER HAS ESTIMATED THAT IT HAS CURRENT EARNINGS AND PROFITS, WHICH IS EQUAL TO 30.95% OF THE CURRENT YEAR DISTRIBUTION.

Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶
IRC SECTION 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

Sign Here	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 preparer (other than officer) is based on all information of which preparer has any knowledge.				
	Signature ▶ <i>Jeffrey Edison</i>		Date ▶ 1/15/14		
Paid Preparer Use Only	Print your name ▶ JEFFREY EDISON		Title ▶ CEO		
	Print/Type preparer's name CHARLES S. BASICH		Preparer's signature <i>Charles Basich CPA</i>		Date 1-14-2014
	Firm's name ▶ DELOITTE TAX LLP			Check <input type="checkbox"/> if self-employed PTIN P00183617	
	Firm's address ▶ 180 E. BROAD STREET, COLUMBUS OH 43215			Firm's EIN ▶ 86-1065772 Phone no. 614-221-1000	

**Report of Organizational Actions
 Affecting Basis of Securities**

▶ See separate instructions.

Part I Reporting Issuer

1 Issuer's name PHILLIPS EDISON - ARC SHOPPING CENTER REIT, INC.		2 Issuer's employer identification number (EIN) 27-1106076	
3 Name of contact for additional information AMY CARR	4 Telephone No. of contact 513-618-4439	5 Email address of contact ACARR@PHILLIPSEDISON.COM	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact 11501 NORTHLAKE DRIVE		7 City, town, or post office, state, and Zip code of contact CINCINNATI, OH 45249-1669	
8 Date of action SEPTEMBER 01, 2013	9 Classification and description COMMON STOCK		
10 CUSIP number 71844V 102	11 Serial number(s) N/A	12 Ticker symbol N/A	13 Account number(s) N/A

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 SEPTEMBER 01, 2013, ISSUER PAID A NONTAXABLE RETURN OF CAPITAL DISTRIBUTION TO ITS COMMON STOCK SHAREHOLDERS OF RECORD IN THE AMOUNT OF \$.05 PER SHARE. AT THE TIME OF THE DISTRIBUTION THE TAXPAYER'S EARNINGS AND PROFITS WERE NOT CALCULATED AND THE PORTION OF THE DISTRIBUTION THAT WOULD BE TREATED AS A RETURN OF CAPITAL WAS UNCERTAIN. PURSUANT TO TREASURY REGULATION 1.6042 (c), THE TAXPAYER PRESUMED 100% OF THE DISTRIBUTION TO BE TAXABLE AS A DIVIDEND, AND THEREFORE, WAS NOT REQUIRED TO FILE FORM 8937. THE TAXPAYER ESTIMATED ITS EARNINGS AND PROFITS CALCULATION ON DECEMBER 31, 2013, AND AT THAT TIME IT WAS DETERMINED THAT 69.05% OF ITS SEPTEMBER 01, 2013 DISTRIBUTION WAS A RETURN OF CAPITAL. THE TAXPAYER IS FILING THIS FORM 8937 ON THE EARLIER OF JANUARY 15, 2014, OR 45 DAYS AFTER DECEMBER 31, 2013, THE DATE IN WHICH ITS EARNINGS AND PROFITS WAS ESTIMATED.

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 ▶ THE COMMON STOCK DISTRIBUTION REDUCES THE BASIS OF EACH COMMON STOCK SHARE BY \$.05 PER SHARE.

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 ▶ THE \$.67 PER SHARE COMMON STOCK DISTRIBUTION WAS DETERMINED TO COMPRISE OF 69.05% RETURN OF CAPITAL AND 30.95% TAXABLE DIVIDEND. THE ISSUER HAS ESTIMATED THAT IT HAS CURRENT EARNINGS AND PROFITS, WHICH IS EQUAL TO 30.95% OF THE CURRENT YEAR DISTRIBUTION.

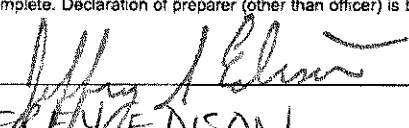

Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶

IRC SECTION 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

Sign Here	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 preparer (other than officer) is based on all information of which preparer has any knowledge.				
	Signature ▶			Date ▶	1/15/14
Paid Preparer Use Only	Print your name ▶	JEFFREY J. EDISON		Title ▶	CEO
	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	CHARLES S. BASICH		1-14-2014		P00183617
	Firm's name ▶ DELOITTE TAX LLP	Firm's address ▶ 180 E. BROAD STREET, COLUMBUS OH 43215		Firm's EIN ▶	86-1065772
				Phone no. 614-221-1000	

**Report of Organizational Actions
 Affecting Basis of Securities**

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Part I Reporting Issuer

1 Issuer's name PHILLIPS EDISON - ARC SHOPPING CENTER REIT, INC.		2 Issuer's employer identification number (EIN) 27-1106076	
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6 Number and street (or P.O. box if mail is not delivered to street address) of contact 11501 NORTHLAKE DRIVE		7 City, town, or post office, state, and Zip code of contact CINCINNATI, OH 45249-1669	
8 Date of action OCTOBER 01, 2013		9 Classification and description COMMON STOCK	
10 CUSIP number 71844V 102	11 Serial number(s) N/A	12 Ticker symbol N/A	13 Account number(s) N/A

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 OCTOBER 01, 2013, ISSUER PAID A NONTAXABLE RETURN OF CAPITAL DISTRIBUTION TO ITS COMMON STOCK SHAREHOLDERS OF RECORD IN THE AMOUNT OF \$.06 PER SHARE. AT THE TIME OF THE DISTRIBUTION THE TAXPAYER'S EARNINGS AND PROFITS WERE NOT CALCULATED AND THE PORTION OF THE DISTRIBUTION THAT WOULD BE TREATED AS A RETURN OF CAPITAL WAS UNCERTAIN. PURSUANT TO TREASURY REGULATION 1.6042 (c), THE TAXPAYER PRESUMED 100% OF THE DISTRIBUTION TO BE TAXABLE AS A DIVIDEND, AND THEREFORE, WAS NOT REQUIRED TO FILE FORM 8937. THE TAXPAYER ESTIMATED ITS EARNINGS AND PROFITS CALCULATION ON DECEMBER 31, 2013, AND AT THAT TIME IT WAS DETERMINED THAT 69.05% OF ITS OCTOBER 01, 2013 DISTRIBUTION WAS A RETURN OF CAPITAL. THE TAXPAYER IS FILING THIS FORM 8937 ON THE EARLIER OF JANUARY 15, 2014, OR 45 DAYS AFTER DECEMBER 31, 2013, THE DATE IN WHICH ITS EARNINGS AND PROFITS WAS ESTIMATED.

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Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶
IRC SECTION 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

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 preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here
 Signature ▶ *Jeffrey Edison* Date ▶ 1/15/14
 Print your name ▶ JEFFREY EDISON Title ▶ CEO

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	CHARLES S. BASICH	<i>Charles S Basich MA</i>	1-14-2014		P00183617
	Firm's name ▶ DELOITTE TAX LLP	Firm's address ▶ 180 E. BROAD STREET, COLUMBUS OH 43215		Firm's EIN ▶ 86-1065772	Phone no. 614-221-1000

**Report of Organizational Actions
 Affecting Basis of Securities**

▶ See separate instructions.

Part I Reporting Issuer

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6 Number and street (or P.O. box if mail is not delivered to street address) of contact 11501 NORTHLAKE DRIVE		7 City, town, or post office, state, and Zip code of contact CINCINNATI, OH 45249-1669	
8 Date of action NOVEMBER 01, 2013		9 Classification and description COMMON STOCK	
10 CUSIP number 71844V 102	11 Serial number(s) N/A	12 Ticker symbol N/A	13 Account number(s) N/A

Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

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Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶
IRC SECTION 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

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Sign Here

Signature ▶ *Jeffrey Edison* Date ▶ 1/15/14

Print your name ▶ JEFFREY EDISON Title ▶ CEO

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	CHARLES S. BASICH	<i>Charles Basich CPA</i>	1-14-2014		P00183617
	Firm's name ▶ DELOITTE TAX LLP	Firm's EIN ▶ 86-1065772		Phone no. 614-221-1000	
	Firm's address ▶ 180 E. BROAD STREET, COLUMBUS OH 43215				

Send Form 8937 (including accompanying statements) to: Department of the Treasury, Internal Revenue Service, Ogden, UT 84201-0054

**Report of Organizational Actions
 Affecting Basis of Securities**

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Part I Reporting Issuer

1 Issuer's name PHILLIPS EDISON - ARC SHOPPING CENTER REIT, INC.		2 Issuer's employer identification number (EIN) 27-1106076	
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8 Date of action DECEMBER 01, 2013	9 Classification and description COMMON STOCK		
10 CUSIP number 71844V 102	11 Serial number(s) N/A	12 Ticker symbol N/A	13 Account number(s) N/A

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Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ IRC SECTION 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

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Sign Here

Signature ▶ *Jeffrey Edison* Date ▶ 1/15/14
Print your name ▶ JEFFREY EDISON Title ▶ CEO

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	CHARLES S. BASICH	<u><i>Charles S. Basich CPA</i></u>	<u>1/14/2014</u>		P00183617
	Firm's name ▶ DELOITTE TAX LLP	Firm's address ▶ 180 E. BROAD STREET, COLUMBUS OH 43215		Firm's EIN ▶ 86-1065772	Phone no. 614-221-1000