

## Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

**Part I Reporting Issuer**

1 Issuer's name <b>PHILLIPS EDISON INSTITUTIONAL REIT LLC</b>		2 Issuer's employer identification number (EIN) <b>45-3274671</b>	
3 Name of contact for additional information <b>SCOTT NEKOLNY</b>	4 Telephone No. of contact <b>513-618-4439</b>	5 Email address of contact <b>SNEKOLNY@PHILLIPSEDISON.COM</b>	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact <b>11501 NORTHLAKE DRIVE</b>		7 City, town, or post office, state, and Zip code of contact <b>CINCINNATI, OH 45249-1669</b>	
8 Date of action <b>JANUARY 2016</b>		9 Classification and description <b>COMMON STOCK</b>	
10 CUSIP number <b>N/A</b>	11 Serial number(s) <b>N/A</b>	12 Ticker symbol <b>N/A</b>	13 Account number(s) <b>N/A</b>

**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 JANUARY 2016, PHILLIPS EDISON INTITUTIONAL REIT LLC PAID A DISTRIBUTION OF \$2,300,000.00, OF THIS AMOUNT, \$1,253,912.03 OR 54.52% OF THE TOTAL IS A NONTAXABLE RETURN OF CAPITAL. 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 1.6042-3(C), THE TAXPAYER PRESUMED 100% OF THE DISTRIBUTION TO BE A TAXABLE DIVIDEND, AND THEREFORE, WAS NOT REQUIRED TO FILE A FORM 8937. THE TAXPAYER ESTIMATED ITS EARNINGS AND PROFITS CALCULATION ON DECEMBER 31, 2016 AND AT THAT TIME IT WAS DETERMINED THAT 54.52% OF ITS DISTRIBUTION WAS A RETURN OF CAPITAL. THE TAXPAYER IS FILING THIS FORM 8937 ON THE EARLIER OF JANUARY 15, 2017 OR 45 DAYS AFTER DECEMBER 31,2016, THE DATE ON WHICH ITS EARNINGS AND PROFITS CALCULATION 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 ▶ **SEE LINE 14 ABOVE**

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 ▶ **SEE LINE 14 ABOVE**

**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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18 Can any resulting loss be recognized? ▶ N/A

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19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ N/A

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

**Sign Here**  
Signature ▶ *Jeffrey S. Edison* Date ▶ 1/13/17  
Print your name ▶ Jeffrey S. Edison Title ▶ CEO

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶				Firm's EIN ▶
	Firm's address ▶				Phone no.

## Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

**Part I Reporting Issuer**

<b>1</b> Issuer's name		<b>2</b> Issuer's employer identification number (EIN)	
PHILLIPS EDISON INSTITUTIONAL REIT LLC		45-3274671	
<b>3</b> Name of contact for additional information	<b>4</b> Telephone No. of contact	<b>5</b> Email address of contact	
SCOTT NEKOLNY	513-618-4439	SNEKOLNY@PHILLIPSEDISON.COM	
<b>6</b> Number and street (or P.O. box if mail is not delivered to street address) of contact		<b>7</b> City, town, or post office, state, and Zip code of contact	
11501 NORTHLAKE DRIVE		CINCINNATI, OH 45249-1669	
<b>8</b> Date of action		<b>9</b> Classification and description	
FEBRUARY 2016		COMMON STOCK	
<b>10</b> CUSIP number	<b>11</b> Serial number(s)	<b>12</b> Ticker symbol	<b>13</b> Account number(s)
N/A	N/A	N/A	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 2016, PHILLIPS EDISON INSTITUTIONAL REIT LLC PAID A DISTRIBUTION OF \$1,800,000.00, OF THIS AMOUNT, \$981,322.46 OR 54.52% OF THE TOTAL IS A NONTAXABLE RETURN OF CAPITAL. 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 1.6042-3(C), THE TAXPAYER PRESUMED 100% OF THE DISTRIBUTION TO BE A TAXABLE DIVIDEND, AND THEREFORE, WAS NOT REQUIRED TO FILE A FORM 8937. THE TAXPAYER ESTIMATED ITS EARNINGS AND PROFITS CALCULATION ON DECEMBER 31, 2016 AND AT THAT TIME IT WAS DETERMINED THAT 54.52% OF ITS DISTRIBUTION WAS A RETURN OF CAPITAL. THE TAXPAYER IS FILING THIS FORM 8937 ON THE EARLIER OF JANUARY 15, 2017 OR 45 DAYS AFTER DECEMBER 31, 2016, THE DATE ON WHICH ITS EARNINGS AND PROFITS CALCULATION 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 ▶ SEE LINE 14 ABOVE

**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 ▶ SEE LINE 14 ABOVE

**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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18 Can any resulting loss be recognized? ► N/A

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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 S. Edison* Date ► 1/13/17  
Print your name ► Jeffrey S. Edison Title ► CEO

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ►				Firm's EIN ►
	Firm's address ►				Phone no.

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

▶ See separate instructions.

**Part I Reporting Issuer**

<b>1</b> Issuer's name		<b>2</b> Issuer's employer identification number (EIN)	
PHILLIPS EDISON INSTITUTIONAL REIT LLC		45-3274671	
<b>3</b> Name of contact for additional information	<b>4</b> Telephone No. of contact	<b>5</b> Email address of contact	
SCOTT NEKOLNY	513-618-4439	SNEKOLNY@PHILLIPSEDISON.COM	
<b>6</b> Number and street (or P.O. box if mail is not delivered to street address) of contact		<b>7</b> City, town, or post office, state, and Zip code of contact	
11501 NORTHLAKE DRIVE		CINCINNATI, OH 45249-1669	
<b>8</b> Date of action		<b>9</b> Classification and description	
MARCH 2016		COMMON STOCK	
<b>10</b> CUSIP number	<b>11</b> Serial number(s)	<b>12</b> Ticker symbol	<b>13</b> Account number(s)
N/A	N/A	N/A	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 2016, PHILLIPS EDISON INTITUTIONAL REIT LLC PAID A DISTRIBUTION OF \$2,100,000.00, OF THIS AMOUNT, \$1,144,876.20 OR 54.52% OF THE TOTAL IS A NONTAXABLE RETURN OF CAPITAL. 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 1.6042-3(C), THE TAXPAYER PRESUMED 100% OF THE DISTRIBUTION TO BE A TAXABLE DIVIDEND, AND THEREFORE, WAS NOT REQUIRED TO FILE A FORM 8937. THE TAXPAYER ESTIMATED ITS EARNINGS AND PROFITS CALCULATION ON DECEMBER 31, 2016 AND AT THAT TIME IT WAS DETERMINED THAT 54.52% OF ITS DISTRIBUTION WAS A RETURN OF CAPITAL. THE TAXPAYER IS FILING THIS FORM 8937 ON THE EARLIER OF JANUARY 15, 2017 OR 45 DAYS AFTER DECEMBER 31,2016, THE DATE ON WHICH ITS EARNINGS AND PROFITS CALCULATION 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 ▶ SEE LINE 14 ABOVE

**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 ▶ SEE LINE 14 ABOVE



## Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

<b>Part I Reporting Issuer</b>			
<b>1</b> Issuer's name	<b>2</b> Issuer's employer identification number (EIN)		
PHILLIPS EDISON INSTITUTIONAL REIT LLC	45-3274671		
<b>3</b> Name of contact for additional information	<b>4</b> Telephone No. of contact		
SCOTT NEKOLNY	513-618-4439		
<b>5</b> Email address of contact			
SNEKOLNY@PHILLIPSEDISON.COM			
<b>6</b> Number and street (or P.O. box if mail is not delivered to street address) of contact			
11501 NORTHLAKE DRIVE			
<b>7</b> City, town, or post office, state, and Zip code of contact			
CINCINNATI, OH 45249-1669			
<b>8</b> Date of action	<b>9</b> Classification and description		
APRIL 2016	COMMON STOCK		
<b>10</b> CUSIP number	<b>11</b> Serial number(s)	<b>12</b> Ticker symbol	<b>13</b> Account number(s)
N/A	N/A	N/A	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 2016, PHILLIPS EDISON INSTITUTIONAL REIT LLC PAID A DISTRIBUTION OF \$2,000,000.00, OF THIS AMOUNT, \$1,090,358.29 OR 54.52% OF THE TOTAL IS A NONTAXABLE RETURN OF CAPITAL. 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 1.6042-3(C), THE TAXPAYER PRESUMED 100% OF THE DISTRIBUTION TO BE A TAXABLE DIVIDEND, AND THEREFORE, WAS NOT REQUIRED TO FILE A FORM 8937. THE TAXPAYER ESTIMATED ITS EARNINGS AND PROFITS CALCULATION ON DECEMBER 31, 2016 AND AT THAT TIME IT WAS DETERMINED THAT 54.52% OF ITS DISTRIBUTION WAS A RETURN OF CAPITAL. THE TAXPAYER IS FILING THIS FORM 8937 ON THE EARLIER OF JANUARY 15, 2017 OR 45 DAYS AFTER DECEMBER 31, 2016, THE DATE ON WHICH ITS EARNINGS AND PROFITS CALCULATION WAS ESTIMATED.**

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**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 ▶ **SEE LINE 14 ABOVE**

**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 S. Edison* Date ► 1/13/17  
Print your name ► Jeffrey S. Edison Title ► CEO

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ►			Firm's EIN ►	
	Firm's address ►			Phone no.	



## Report of Organizational Actions Affecting Basis of Securities

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**Part I Reporting Issuer**

<b>1</b> Issuer's name		<b>2</b> Issuer's employer identification number (EIN)	
PHILLIPS EDISON INSTITUTIONAL REIT LLC		45-3274671	
<b>3</b> Name of contact for additional information	<b>4</b> Telephone No. of contact	<b>5</b> Email address of contact	
SCOTT NEKOLNY	513-618-4439	SNEKOLNY@PHILLIPSEDISON.COM	
<b>6</b> Number and street (or P.O. box if mail is not delivered to street address) of contact		<b>7</b> City, town, or post office, state, and Zip code of contact	
11501 NORTHLAKE DRIVE		CINCINNATI, OH 45249-1669	
<b>8</b> Date of action		<b>9</b> Classification and description	
MAY 2016		COMMON STOCK	
<b>10</b> CUSIP number	<b>11</b> Serial number(s)	<b>12</b> Ticker symbol	<b>13</b> Account number(s)
N/A	N/A	N/A	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 2016, PHILLIPS EDISON INTITUTIONAL REIT LLC PAID A DISTRIBUTION OF \$1,550,000.00, OF THIS AMOUNT, \$845,027.67 OR 54.52% OF THE TOTAL IS A NONTAXABLE RETURN OF CAPITAL. 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 1.6042-3(C), THE TAXPAYER PRESUMED 100% OF THE DISTRIBUTION TO BE A TAXABLE DIVIDEND, AND THERFORE, WAS NOT REQUIRED TO FILE A FORM 8937. THE TAXPAYER ESTIMATED ITS EARNINGS AND PROFITS CALCULATION ON DECEMBER 31, 2016 AND AT THAT TIME IT WAS DETERMINED THAT 54.52% OF ITS DISTRIBUTION WAS A RETURN OF CAPITAL. THE TAXPAYER IS FILING THIS FORM 8937 ON THE EARLIER OF JANUARY 15, 2017 OR 45 DAYS AFTER DECEMBER 31,2016, THE DATE ON WHICH ITS EARNINGS AND PROFITS CALCULATION 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 ▶ SEE LINE 14 ABOVE

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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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18 Can any resulting loss be recognized? ▶ N/A

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19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ N/A

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**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 S. Edison* Date ▶ 1/13/17  
Print your name ▶ Jeffrey S. Edison Title ▶ CEO

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶				Firm's EIN ▶
	Firm's address ▶				Phone no.

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

▶ See separate instructions.

**Part I Reporting Issuer**

1 Issuer's name <b>PHILLIPS EDISON INSTITUTIONAL REIT LLC</b>		2 Issuer's employer identification number (EIN) <b>45-3274671</b>	
3 Name of contact for additional information <b>SCOTT NEKOLNY</b>	4 Telephone No. of contact <b>513-618-4439</b>	5 Email address of contact <b>SNEKOLNY@PHILLIPSEDISON.COM</b>	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact <b>11501 NORTHLAKE DRIVE</b>		7 City, town, or post office, state, and Zip code of contact <b>CINCINNATI, OH 45249-1669</b>	
8 Date of action <b>JUNE 2016</b>	9 Classification and description <b>COMMON STOCK</b>		
10 CUSIP number <b>N/A</b>	11 Serial number(s) <b>N/A</b>	12 Ticker symbol <b>N/A</b>	13 Account number(s) <b>N/A</b>

**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 2016, PHILLIPS EDISON INTITUTIONAL REIT LLC PAID A DISTRIBUTION OF \$3,300,000.00, OF THIS AMOUNT, \$1,799,091.18 OR 54.52% OF THE TOTAL IS A NONTAXABLE RETURN OF CAPITAL. 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 1.6042-3(C), THE TAXPAYER PRESUMED 100% OF THE DISTRIBUTION TO BE A TAXABLE DIVIDEND, AND THERFORE, WAS NOT REQUIRED TO FILE A FORM 8937. THE TAXPAYER ESTIMATED ITS EARNINGS AND PROFITS CALCULATION ON DECEMBER 31, 2016 AND AT THAT TIME IT WAS DETERMINED THAT 54.52% OF ITS DISTRIBUTION WAS A RETURN OF CAPITAL. THE TAXPAYER IS FILING THIS FORM 8937 ON THE EARLIER OF JANUARY 15, 2017 OR 45 DAYS AFTER DECEMBER 31,2016, THE DATE ON WHICH ITS EARNINGS AND PROFITS CALCULATION 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 ▶ **SEE LINE 14 ABOVE**

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 ▶ **SEE LINE 14 ABOVE**

**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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18 Can any resulting loss be recognized? ▶ N/A

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19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ N/A

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

**Sign Here**  
Signature ▶ *Jeffrey S. Edison* Date ▶ 1/13/17  
Print your name ▶ Jeffrey S. Edison Title ▶ CEO

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶			Firm's EIN ▶	
	Firm's address ▶			Phone no.	

## Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

**Part I Reporting Issuer**

<b>1</b> Issuer's name		<b>2</b> Issuer's employer identification number (EIN)	
PHILLIPS EDISON INSTITUTIONAL REIT LLC		45-3274671	
<b>3</b> Name of contact for additional information	<b>4</b> Telephone No. of contact	<b>5</b> Email address of contact	
SCOTT NEKOLNY	513-618-4439	SNEKOLNY@PHILLIPSEDISON.COM	
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11501 NORTHLAKE DRIVE		CINCINNATI, OH 45249-1669	
<b>8</b> Date of action		<b>9</b> Classification and description	
JULY 2016		COMMON STOCK	
<b>10</b> CUSIP number	<b>11</b> Serial number(s)	<b>12</b> Ticker symbol	<b>13</b> Account number(s)
N/A	N/A	N/A	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 JULY 2016, PHILLIPS EDISON INSTITUTIONAL REIT LLC PAID A DISTRIBUTION OF \$1,750,000.00, OF THIS AMOUNT, \$954,063.50 OR 54.52% OF THE TOTAL IS A NONTAXABLE RETURN OF CAPITAL. 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 1.6042-3(C), THE TAXPAYER PRESUMED 100% OF THE DISTRIBUTION TO BE A TAXABLE DIVIDEND, AND THEREFORE, WAS NOT REQUIRED TO FILE A FORM 8937. THE TAXPAYER ESTIMATED ITS EARNINGS AND PROFITS CALCULATION ON DECEMBER 31, 2016 AND AT THAT TIME IT WAS DETERMINED THAT 54.52% OF ITS DISTRIBUTION WAS A RETURN OF CAPITAL. THE TAXPAYER IS FILING THIS FORM 8937 ON THE EARLIER OF JANUARY 15, 2017 OR 45 DAYS AFTER DECEMBER 31, 2016, THE DATE ON WHICH ITS EARNINGS AND PROFITS CALCULATION WAS ESTIMATED.**

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**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 ▶ **SEE LINE 14 ABOVE**

**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

<b>Sign Here</b>	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 ▶ <u>Jeffrey S. Edlson</u>	Date ▶ <u>1/13/17</u>		
<b>Paid Preparer Use Only</b>	Print your name ▶ <u>Jeffrey S. Edlson</u>	Preparer's signature	Title ▶ <u>CEO</u>	Check <input type="checkbox"/> if self-employed
	Print/Type preparer's name		Date	PTIN
	Firm's name ▶		Firm's EIN ▶	
	Firm's address ▶		Phone no.	

## Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

**Part I Reporting Issuer**

<b>1</b> Issuer's name		<b>2</b> Issuer's employer identification number (EIN)	
PHILLIPS EDISON INSTITUTIONAL REIT LLC		45-3274671	
<b>3</b> Name of contact for additional information	<b>4</b> Telephone No. of contact	<b>5</b> Email address of contact	
SCOTT NEKOLNY	513-618-4439	SNEKOLNY@PHILLIPSEDISON.COM	
<b>6</b> Number and street (or P.O. box if mail is not delivered to street address) of contact		<b>7</b> City, town, or post office, state, and Zip code of contact	
11501 NORTHLAKE DRIVE		CINCINNATI, OH 45249-1669	
<b>8</b> Date of action		<b>9</b> Classification and description	
AUGUST 2016		COMMON STOCK	
<b>10</b> CUSIP number	<b>11</b> Serial number(s)	<b>12</b> Ticker symbol	<b>13</b> Account number(s)
N/A	N/A	N/A	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 2016, PHILLIPS EDISON INTITUTIONAL REIT LLC PAID A DISTRIBUTION OF \$2,225,000.00, OF THIS AMOUNT, \$1,213,023.60 OR 54.52% OF THE TOTAL IS A NONTAXABLE RETURN OF CAPITAL. 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 1.6042-3(C), THE TAXPAYER PRESUMED 100% OF THE DISTRIBUTION TO BE A TAXABLE DIVIDEND, AND THEREFORE, WAS NOT REQUIRED TO FILE A FORM 8937. THE TAXPAYER ESTIMATED ITS EARNINGS AND PROFITS CALCULATION ON DECEMBER 31, 2016 AND AT THAT TIME IT WAS DETERMINED THAT 54.52% OF ITS DISTRIBUTION WAS A RETURN OF CAPITAL. THE TAXPAYER IS FILING THIS FORM 8937 ON THE EARLIER OF JANUARY 15, 2017 OR 45 DAYS AFTER DECEMBER 31,2016, THE DATE ON WHICH ITS EARNINGS AND PROFITS CALCULATION 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 ▶ **SEE LINE 14 ABOVE**

**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 ▶ **SEE LINE 14 ABOVE**

**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 S. Ellson* Date ► 1/13/17  
Print your name ► Jeffrey S. Ellson Title ► CEO

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ►			Firm's EIN ►	
	Firm's address ►			Phone no.	



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

▶ See separate instructions.

**Part I Reporting Issuer**

<b>1</b> Issuer's name		<b>2</b> Issuer's employer identification number (EIN)	
PHILLIPS EDISON INSTITUTIONAL REIT LLC		45-3274671	
<b>3</b> Name of contact for additional information	<b>4</b> Telephone No. of contact	<b>5</b> Email address of contact	
SCOTT NEKOLNY	513-618-4439	SNEKOLNY@PHILLIPSEDISON.COM	
<b>6</b> Number and street (or P.O. box if mail is not delivered to street address) of contact		<b>7</b> City, town, or post office, state, and Zip code of contact	
11501 NORTHLAKE DRIVE		CINCINNATI, OH 45249-1669	
<b>8</b> Date of action		<b>9</b> Classification and description	
SEPTEMBER 2016		COMMON STOCK	
<b>10</b> CUSIP number	<b>11</b> Serial number(s)	<b>12</b> Ticker symbol	<b>13</b> Account number(s)
N/A	N/A	N/A	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 2016, PHILLIPS EDISON INTITUTIONAL REIT LLC PAID A DISTRIBUTION OF \$2,050,000.00, OF THIS AMOUNT, \$1,117,617.25 OR 54.52% OF THE TOTAL IS A NONTAXABLE RETURN OF CAPITAL. 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 1.6042-3(C), THE TAXPAYER PRESUMED 100% OF THE DISTRIBUTION TO BE A TAXABLE DIVIDEND, AND THEREFORE, WAS NOT REQUIRED TO FILE A FORM 8937. THE TAXPAYER ESTIMATED ITS EARNINGS AND PROFITS CALCULATION ON DECEMBER 31, 2016 AND AT THAT TIME IT WAS DETERMINED THAT 54.52% OF ITS DISTRIBUTION WAS A RETURN OF CAPITAL. THE TAXPAYER IS FILING THIS FORM 8937 ON THE EARLIER OF JANUARY 15, 2017 OR 45 DAYS AFTER DECEMBER 31,2016, THE DATE ON WHICH ITS EARNINGS AND PROFITS CALCULATION 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 ▶ **SEE LINE 14 ABOVE**

**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 ▶ **SEE LINE 14 ABOVE**

**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 S. Edison* Date ▶ 1/13/17  
Print your name ▶ Jeffrey S. Edison Title ▶ CEO

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶			Firm's EIN ▶	
	Firm's address ▶			Phone no.	

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

▶ See separate instructions.

**Part I Reporting Issuer**

1 Issuer's name <b>PHILLIPS EDISON INSTITUTIONAL REIT LLC</b>		2 Issuer's employer identification number (EIN) <b>45-3274671</b>	
3 Name of contact for additional information <b>SCOTT NEKOLNY</b>	4 Telephone No. of contact <b>513-618-4439</b>	5 Email address of contact <b>SNEKOLNY@PHILLIPSEDISON.COM</b>	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact <b>11501 NORTHLAKE DRIVE</b>		7 City, town, or post office, state, and Zip code of contact <b>CINCINNATI, OH 45249-1669</b>	
8 Date of action <b>OCTOBER 2016</b>	9 Classification and description <b>COMMON STOCK</b>		
10 CUSIP number <b>N/A</b>	11 Serial number(s) <b>N/A</b>	12 Ticker symbol <b>N/A</b>	13 Account number(s) <b>N/A</b>

**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 2016, PHILLIPS EDISON INTITUTIONAL REIT LLC PAID A DISTRIBUTION OF \$1,450,000.00, OF THIS AMOUNT, \$790,509.76 OR 54.52% OF THE TOTAL IS A NONTAXABLE RETURN OF CAPITAL. 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 1.6042-3(C), THE TAXPAYER PRESUMED 100% OF THE DISTRIBUTION TO BE A TAXABLE DIVIDEND, AND THEREFORE, WAS NOT REQUIRED TO FILE A FORM 8937. THE TAXPAYER ESTIMATED ITS EARNINGS AND PROFITS CALCULATION ON DECEMBER 31, 2016 AND AT THAT TIME IT WAS DETERMINED THAT 54.52% OF ITS DISTRIBUTION WAS A RETURN OF CAPITAL. THE TAXPAYER IS FILING THIS FORM 8937 ON THE EARLIER OF JANUARY 15, 2017 OR 45 DAYS AFTER DECEMBER 31,2016, THE DATE ON WHICH ITS EARNINGS AND PROFITS CALCULATION 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 ▶ **SEE LINE 14 ABOVE**

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 ▶ **SEE LINE 14 ABOVE**



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

▶ See separate instructions.

**Part I Reporting Issuer**

<b>1</b> Issuer's name		<b>2</b> Issuer's employer identification number (EIN)	
PHILLIPS EDISON INSTITUTIONAL REIT LLC		45-3274671	
<b>3</b> Name of contact for additional information	<b>4</b> Telephone No. of contact	<b>5</b> Email address of contact	
SCOTT NEKOLNY	513-618-4439	SNEKOLNY@PHILLIPSEDISON.COM	
<b>6</b> Number and street (or P.O. box if mail is not delivered to street address) of contact		<b>7</b> City, town, or post office, state, and Zip code of contact	
11501 NORTHLAKE DRIVE		CINCINNATI, OH 45249-1669	
<b>8</b> Date of action		<b>9</b> Classification and description	
NOVEMBER 2016		COMMON STOCK	
<b>10</b> CUSIP number	<b>11</b> Serial number(s)	<b>12</b> Ticker symbol	<b>13</b> Account number(s)
N/A	N/A	N/A	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 NOVEMBER 2016, PHILLIPS EDISON INSTITUTIONAL REIT LLC PAID A DISTRIBUTION OF \$2,140,000.00, OF THIS AMOUNT, \$1,166,683.37 OR 54.52% OF THE TOTAL IS A NONTAXABLE RETURN OF CAPITAL. 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 1.6042-3(C), THE TAXPAYER PRESUMED 100% OF THE DISTRIBUTION TO BE A TAXABLE DIVIDEND, AND THEREFORE, WAS NOT REQUIRED TO FILE A FORM 8937. THE TAXPAYER ESTIMATED ITS EARNINGS AND PROFITS CALCULATION ON DECEMBER 31, 2016 AND AT THAT TIME IT WAS DETERMINED THAT 54.52% OF ITS DISTRIBUTION WAS A RETURN OF CAPITAL. THE TAXPAYER IS FILING THIS FORM 8937 ON THE EARLIER OF JANUARY 15, 2017 OR 45 DAYS AFTER DECEMBER 31, 2016, THE DATE ON WHICH ITS EARNINGS AND PROFITS CALCULATION 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 ▶ **SEE LINE 14 ABOVE**

**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 ▶ **SEE LINE 14 ABOVE**

**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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18 Can any resulting loss be recognized? ► N/A

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19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ► N/A

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

**Sign Here**  
Signature ► *Jeffrey S. Edison* Date ► 1/13/17  
Print your name ► Jeffrey S. Edison Title ► CEO

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ►			Firm's EIN ►	
	Firm's address ►			Phone no.	

## Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

**Part I Reporting Issuer**

<b>1</b> Issuer's name		<b>2</b> Issuer's employer identification number (EIN)	
PHILLIPS EDISON INSTITUTIONAL REIT LLC		45-3274671	
<b>3</b> Name of contact for additional information	<b>4</b> Telephone No. of contact	<b>5</b> Email address of contact	
SCOTT NEKOLNY	513-618-4439	SNEKOLNY@PHILLIPSEDISON.COM	
<b>6</b> Number and street (or P.O. box if mail is not delivered to street address) of contact		<b>7</b> City, town, or post office, state, and Zip code of contact	
11501 NORTHLAKE DRIVE		CINCINNATI, OH 45249-1669	
<b>8</b> Date of action		<b>9</b> Classification and description	
DECEMBER 2016		COMMON STOCK	
<b>10</b> CUSIP number	<b>11</b> Serial number(s)	<b>12</b> Ticker symbol	<b>13</b> Account number(s)
N/A	N/A	N/A	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 DECEMBER 2016, PHILLIPS EDISON INSTITUTIONAL REIT LLC PAID A DISTRIBUTION OF \$1,550,000.00, OF THIS AMOUNT, \$845,027.67 OR 54.52% OF THE TOTAL IS A NONTAXABLE RETURN OF CAPITAL. 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 1.6042-3(C), THE TAXPAYER PRESUMED 100% OF THE DISTRIBUTION TO BE A TAXABLE DIVIDEND, AND THEREFORE, WAS NOT REQUIRED TO FILE A FORM 8937. THE TAXPAYER ESTIMATED ITS EARNINGS AND PROFITS CALCULATION ON DECEMBER 31, 2016 AND AT THAT TIME IT WAS DETERMINED THAT 54.52% OF ITS DISTRIBUTION WAS A RETURN OF CAPITAL. THE TAXPAYER IS FILING THIS FORM 8937 ON THE EARLIER OF JANUARY 15, 2017 OR 45 DAYS AFTER DECEMBER 31, 2016, THE DATE ON WHICH ITS EARNINGS AND PROFITS CALCULATION 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 ▶ SEE LINE 14 ABOVE

**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 ▶ SEE LINE 14 ABOVE

**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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**18** Can any resulting loss be recognized? ▶ N/A

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**19** Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ N/A

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

**Sign Here**  
Signature ▶ *Jeffrey S. Edison* Date ▶ 1/13/17  
Print your name ▶ Jeffrey S. Edison Title ▶ CEO

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶			Firm's EIN ▶	
	Firm's address ▶			Phone no.	