

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

▶ See separate instructions.

Part I Reporting Issuer

1 Issuer's name American Realty Capital Properties, Inc.		2 Issuer's employer identification number (EIN) 45-2482685	
3 Name of contact for additional information Investor Relations		4 Telephone No. of contact (877) 405-2653	5 Email address of contact investorrelations@arcpreit.com
6 Number and street (or P.O. box if mail is not delivered to street address) of contact 2325 East Camelback Road, Suite 1100		7 City, town, or post office, state, and Zip code of contact Phoenix, AZ 85016	
8 Date of action January 23, 2015		9 Classification and description Common Stock	
10 CUSIP number 02917T104	11 Serial number(s)	12 Ticker symbol ARCP	13 Account number(s)

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

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ **During 2014, American Realty Capital Properties, Inc. (the "Company") paid cash distributions to its common shareholders on January 15th, February 7th, February 14th, March 14th, April 15th, May 15th, June 13th, July 15th, August 15th, September 15th, October 15th, November 14th and December 15th. On January 23, 2015 the Company determined that a portion of each of these distributions represents a return of capital to the shareholders. Consequently, each common shareholder who received a cash distribution on these dates would be affected by this organizational action.**

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 ▶ **For each cash distribution paid to common shareholders by the Company during 2014, 93.98279% of the distribution represents a return of capital. Accordingly, each common shareholder should treat 93.98279% of the distributions as a nontaxable distribution and reduce the tax basis of the stock accordingly. Any nontaxable distributions in excess of a shareholder's basis should be treated as a gain from the sale or exchange of property.**

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ **On January 23, 2015 the company completed its annual calculation of its Current Earnings & Profits for the year ended December 31, 2014. Based on that calculation, the Company determined that 93.98279% of its 2014 common distributions represent a return of capital.**

Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ Internal Revenue Code section 316 defines a "dividend" generally as any distribution of property made by a corporation to its shareholders out of Earnings & Profits (as defined by Internal Revenue Code section 312 and the regulations thereunder). Pursuant to Internal Revenue Code section 301(c)(3), a distribution which is not a dividend, to the extent that it exceeds the shareholder's adjusted tax basis of the stock, shall be treated as gain from the sale or exchange of property.

18 Can any resulting loss be recognized? ▶ The organizational action reported herein does not result in any losses.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ The amount of nontaxable distributions on the dates mentioned above either (I) reduces the shareholder's adjusted tax basis in his/her stock or (II) to the extent that it exceeds the shareholder's adjusted tax basis in his/her stock on the dates of the distributions, is treated as gain from the sale or exchange of property in 2014.

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 ▶

Date ▶

2/25/2015

Print your name ▶ Benjamin Coleman

Title ▶ Asst Treasurer-Tax Matter:

Paid Preparer Use Only	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.	