Department of the Treasury

Report of Organizational Actions Affecting Basis of Securities

See separate instructions.

Part Reporting	ı İssuer		
1 Issuer's name			2 Issuer's employer identification number (EIN)
		S 4844 * * * * * * * * * * * * * * * * *	07.1106076
PHILLIPS EDISON			27-1106076 5 Email address of contact
3 Name of contact for a	dditional information	4 Telephone No. of contact	5 Email address of contact
TOM DRAKE		513-338-2728	TDRAKE@PHILLIPSEDISON.COM
	P.O. box if mail is not	delivered to street address) of contact	7 City, town, or post office, state, and Zip code of contact
			07.45040.1600
8 Date of action	DR.	9 Classification and description	CINCINNATI, OH 45249-1669
8 Date of action		COMMON STOCK	
JANUARY 2, 2014	water programme and the second		
10 CUSIP number	11 Serial number	s) 12 Ticker symbol	13 Account number(s)
71884V 102	N/A	N/A	N/A
		ch additional statements if needed. Se	ee back of form for additional questions.
14 Describe the organi	zational action and, if	applicable, the date of the action or the da	ate against which shareholders' ownership is measured for
the action > CN	JANUARY 2, 20	4, ISSUER PAID A NONBAXAL	BLE RETURN OF CAPITAL DISTRIBUTION
TO ITS COMMON ST	TOCK SHAREHOLD	DERS OF RECORD IN THE AMOU	UNT OF .057 PER SHARE. AT THE TIME
OF THE DISTRIBU	TOON THE TAXES	YER'S EARNINGS AND PROFIT	TS WERE NOT CALCULATED AND THE
PORTION OF THE	DISTRIBUTION	TEAT WOULD BE TRUATED AS A	A RETURN OF CAPITAL WAS UNCERTAIN.
CHOCKANT TO TOT	A CHEV DICHER	ON 1 6042-3/C) THE TAYPE	AYER PRESUMED 100% OF THE DISTRIBUTION
TORDONN' TO IND	BOOK! REGULALI	TURDERCORD WAS NOT DECIT	IRED TO FILE A FORM 8937. THE
TO DEL A TAMANGE	DIVIDEND, AN	THE PROPERTY WAS NOT KEED.	ON ON DECEMBER 31, 2014, AND AT THAT
TAXPAYER ST.MA	TED ITS EARNIN	GS AND PROFITS CALCULATION	ON ON DECEMBER 31, 2014, AND MI THAT
TIME IT WAS DETI	ERMINED THAT	33.38% OF ITS JANUARY Z,	2014 DISTRIBUTION WAS A RETURN OF
CAPITAL, THE TA	XPAYLR IS Fil.	NG THIS FORM 8937 ON THE	EARLINE OF JANUARY 15,
2014 OR 45 DAYS	AFTER DECEMB	ER 31, 2014, THE DATE ON D	WHICH ITS EARNINGS AND PROFITS
CALCULATION WAS	ESTIMATED.		
15 Describe the quanti	itative effect of the org	anizational action on the basis of the secur	rity in the hands of a U.S. taxpayer as an adjustment per
share or as a perce	ntage of old basis 🦫	HE COMMON STOCK DISTRIBUT	TION REDUCES THE BASIS OF EACH
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			ulation, such as the market values of securities and the
			BUTION WAS DETERMINED TO COMPRISE OF
83.38% RETURN O	F CAPITAL AND	16.62% TAXABLE DIVIDEND.	THE ISSUER HAS ESTIMATED THAT IT HAS
			OF THE CURRENT YEAR DISTRIBUTION.
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Form 893	(Rev 12-2011)	Page 2
Part II	Organizational Action (continued)	
17 Lis	the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based 🦫	
IRC S	CCTION 301(C)(2)	
~ 1944-144-1-1		

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18: Ca	n any resulting loss be recognized? > N/A	
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19 Pr	ovide any other information necessary to implement the adjustment, such as the reportable tax year $\gg { m N/A}$	
10 11	Daide any other information riecessary to implement the adjustment, such as the reportable tax your as are the	
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		le (I. E. e T (max/dmalan and
	Under penalties of perjury. I declare that I have examined this return, including accompanying schedules and statements, belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which prepare	and to the best of my knowledge and er has any knowledge.
Sign		1/2
Here	Signature > Date > //	15/2/5
	Olynaurie -	
	Print your name >EFFRET EDISONTitle >	ナリ
Paid	Print/Type preparer's name Preparer's signature Date	Check if PTIN
Prepa	rer CHARLES S. BASICH Charles 5 3-h /15/15	self-employed PC0183617
Use C	nly Firm's name DELOITTE TAX LLP	Firm's EIN > 86-1065772
	Firm's address ▶ 180 E. BROAD STREET, COLUMBUS, OH 43215	Phone no 614-221-1000
Send Fo	orm 8937 (including accompanying statements) to: Department of the Treasury, Internal Revenue Service, Ogd	en, UT 84201-0054

Form (December 2011) Department of the Treasury

Report of Organizational Actions Affecting Basis of Securities

See separate instructions.

internal Revenue Service			See Separate matruction	19.
Part Reporting	ssuer			
1 Issuer's name				2 Issuer's employer identification number (EIN)
PHILLIPS EDISON G	ROCERY CENTE	R REIT I	, INC.	27-1106076
3 Name of contact for add	Itional information	4 Telephon	e No. of contact	5 Email address of contact
TOM DRAKE		513-338-		TDRAKE@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 E	OR.			CINCINNATI, OH 45249-1669
8 Date of action			sification and description N STOCK	
FEBRUARY 3, 2014				
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	ch additional	statements if needed	See back of form for additional questions.
· The property of the same of				date against which shareholders' ownership is measured for
-				EXABLE RETURN OF CAPITAL DISTRIBUTION
				COUNT OF .051 PER SHARE. AT THE TIME
				FITS WERE NOT CALCULATED AND THE
				A RETURN OF CAPITAL WAS UNCERTAIN.
				EPAYER PRESUMED 100 OF THE DISTRIBUTION
THE PARTY OF THE P				DUTRED TO FILE A FORM 8937. THE
				MICH ON DECEMBER 31, 2014, AND AT THAT
	·	·		3, 2014 DISTRIBUTION WAS A RETURN OF
	The state of the s			HE EARLIER OF JANUARY 15.
2014 OR 45 DAYS A	YFTER DECEMBE	R 31, 20	14, THE DATE ON	WHICH ITS EARNINGS AND PROFITS
CALCULATION WAS I	ESTIMATED.			
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				liculation, such as the market values of securities and the IBUTION WAS DETERMINED TO COMPRISE OF
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CURRENT FARNINGS	AND PROFITS	WHICH I	S EQUAL TO 16.6	621 OF THE CURRENT YEAR DISTRIBUTION.
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Form 8937 (Rev. 12-2011)	Page 2
Part II Organizational Action (continued)	
17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based)
1RC SECTION 301(C)(2)	
	Control of the Contro
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18 Can any resulting loss be recognized? ► N/N	
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19 Provide any other information necessary to implement the adjustment, such as the reportable tax year 🕩 🗓	/A
Provide any other information necessary to implement the adjustment, such as the reportable tax year	
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and the control of th	The second section of the second seco
THE PARTY OF THE P	Marie P Marie
The state of the s	
Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statem belief, it is true, correct, and complete, Declaration of preparer (other transfer is based on all information of which the	ents, and to the best of my knowledge an
	departi des any moneoge.
Sign Here Signature & Date >	1/15/2015
Piere Signature > Date >	1/1/4-1/
TESTOFT FRICAN	/CEO
Print your name > TTTTT TTTE TTT	Check if PTIN
Paid Property 15/15/15	Check if self-employed PC0183617
Fiebate	Firm's EIN > 86-1065772
Firm's address > 180 E. BROAD STREET, COLUMBUS, OH 43215	Phone no. 614-221-1000
Send Form 8937 (including accompanying statements) to Department of the Treasury, Internal Revenue Service,	, Ogden, UT 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 Reporting Issuer		**************************************
1 Issuer's name		2 Issuer's employer identification number (EIN)
PHILLIPS EDISON GROCERY CENT	R REIT L. INC.	27-1106076
	4 Telephone No. of contact	5 Email address of contact
TOM DRAKE		TÜRAKE@PHILLTPSEDISON.COM
6 Number and street (or P.O. box if mail is not		7 City, town, or post office, state, and Zip code of contact
	, , , , , , , , , , , , , , , , , , , ,	
11501 NORTHLAKE DR.		CINCINNATI, OH 45249-1669
8 Date of action	9 Classification and description	
MARCS 3, 2914	COMMON STOCK	
10 CUSIP number 11 Serial number	(m) Sign Tiples averbal	42 0
To Senal number	(s) 12 Ticker symbol	13 Account number(s)
71894V 102 N/A	N/A	N/A
	ch additional statements if needed. See ba	
		ainst which shareholders' ownership is measured for
the action ➤ ON MARCH 3, 2014,	ISSUER PAID A NONTAXABLE KE	TURN OF CAPITAL DISTRIBUTION
TO ITS COMMON STOCK SHARLHOLD	DERS OF RECORD IN THE AMOUNT	OF .057 PER SHARE. AT THE TIME
OF THE DISTRIBUTION THE TAXES	YER'S EARNINGS AND PROFITS W	JERE NOT CALCULATED AND THE
		TURN OF CAPITAL WAS UNCERTAIN.
		R PRESUMED 100% OF THE DISTRIBUTION
TO BE A TAXABLE DIVIDEND, AND		
TANDATER ESTIMATED ITS MARNIF	RS AND PROPITS CALCULATION C	N DECEMBER 31, 2014, AND AT THAT
TIME IT WAS DETERMINED THAT 8		
CAPITAL. THE TAXPAYER IS FILE		
2014 OR 45 DAYS AFTER DECEMBE	IR 31, 2014, THE DATE ON WHIC	CH ITS EARNINGS AND PROFITS
CALCULATION WAS ESTIMATED.	134.72	
15 Describe the quantitative effect of the organishare or as a percentage of old basis ➤ ™ COMMON STOCK SHARE BY .057 PE	HE COMMON STOCK DISTRIBUTION	the hands of a U.S. taxpayer as an adjustment per REDUCES THE BASIS OF EACH
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		, such as the market values of securities and the
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CHRESHIE SAUNTAGE AND DECETOR	TO. ONE TAXABLE DIVIDEND. 198	LOSULA MAN EDITMETHU TARI I HAD
CONSERT EARLINGS AND PROTITS,	White 12 South TO 16 62; Or	THE CURRENT YEAR DISTRIBUTION.
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		AND THE PROPERTY OF THE PROPER
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	B. HECKLANDON	

Part II	0	Prganizational Action (continued)	
17 Lis	t the a	pplicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based 👂	
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18 Ca	n anu	resulting loss be recognized? ➤ N/A	
10 00	ii, airy	resulting toos be recognized: > M/A	A - 40 - 10 - 10 - 10 - 10 - 10 - 10 - 10
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19 Pr	കന്മക	any other information necessary to implement the adjustment, such as the reportable tax year $>\!\!\!>\!\!\!>\!\!\!\!>\!\!\!>\!\!\!>\!\!\!>\!\!\!>\!\!\!>\!\!\!>$	
19 F	OAIGE	any other information necessary to implement the adjustment, addition the reportable tox your or 1771.	
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		AND ADDRESS OF THE PROPERTY OF	
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-	مسرد	r penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements	and to the hest of my knowledge and
	belier	r behalities of perfory, I declare that I have examined this return, including accompanying schedules and statishents, it is true, correct, and complete. Deplaration of preparer (other) than officer) is based on all information of which preparer.	arer has any knowledge.
At as as			
Sign		Illa / Yelina	110 2015
Here	Signa	ture.Þ Date.Þ	1/2/5/2
		To be to	(10/2)
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	, , ,,,,,,	Print/Type preparer's name Preparer's signature Date/	Check T is PTIN
Paid		116 6 5 70 6 1 1/2 1	Check if Film self-employed P00183617
Prepa	ırer	CHARLES S. BASICH	Firm's EiN > 86-1065772
Use C	Inly	Firm's name > DELOITTE TAX LLP	
		Firm's address ▶ 180 E. BROAD STREET, COLUMBUS, CH 43215	Phone no. 614-221-1000
Send Fo	98.ms	37 (including accompanying statements) to: Department of the Treasury, Internal Revenue Service. Og	den, UT 84201-0054

Page 2

#### Form 893 7 (December 2011) Department of the Treasury Internal Revenue Service

# 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 O	GROCERY CENTE	R REIT I	, INC.	27-1106076
3 Name of contact for add			e No. of contact	5 Email address of contact
TOM DRAKE		513-330-		TDRAKE@PHILLIPSEDISON.COM
6 Number and street (or F	<ol> <li>O. box if mail is not o</li> </ol>	delivered to s	treet address) of contact	7 City, town, or post office, state, and Zip code of contact
11501 NORTELAKE D	NR.			CINCINNATI, OH 45249-1669
8 Date of action			ification and description	
		COMMO:	N STOCK	
APR(I. 1, 2014				
10 CUSIP number	11 Serial number(s	<b>i)</b>	12 Ticker symbol	13 Account number(s)
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				k of form for additional questions.
				inst which shareholders' ownership is measured for
				TURN OF CAPITAL DISTRIBUTION
				OF .055 FER SHARE, AT THE TIME
				ERE NOT CALCULATED AND THE
PORTION OF THE DI	STRIBUTION T	HAT WOUL	D BE TREATED AS A RE	FURN OF CAPITAL WAS UNCERTAIN.
PURSUANT TO TREAS	URY RECULATION	ON 1.604	2-3(C), THE TAXPAYER	PRESUMED 100% OF THE DISTRIBUTION
				TO FILE A FORM 8937. THE
TAYPAYER ESTIMATE	D ITS EARNING	GS AND P	ROFITS CALCULATION OF	DECEMBER 31, 2014, AND AT THAT
				ISTRIBUTION WAS A RETURN OF
			FORM 6937 ON THE EAR	
2014 OR 45 DAYS A	FTER DECEMBE	R 31, 20	14, THE DATE ON WEIGH	H ITS EARNINGS AND PROFITS
CALCULATION WAS 3	STIMATED.			
				he hands of a U.S. taxpayer as an adjustment per
			STOCK DISTRIBUTION	REDUCES THE BASIS OF EACH
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16 Describe the calculation	on of the change in ba	asis and the d	data that supports the calculation,	such as the market values of securities and the
valuation dates > TH	E .055 PER SH	ARE COMP	ON STOCK DISTRIBUTIO	M WAS DETERMINED TO COMPRISE OF
83 38% RETURN OF	CAPITAL AND	16.62% T	AXABLE DIVIDEND. THE	ISSUER HAS ESTIMATED THAT IT HAS
				THE CURRENT YEAR DISTRIBUTION.
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		. 12-2011)	Page <b>2</b>
Part	D	Organizational Action (continued)	
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		applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based 🗈	
	r.C.I.	ION 301(C)(2)	
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10 C	an any	resulting loss be recognized? ▶ <u>N/A</u>	
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A 1 100 BANKS		The state of the s	
**************************************			2000 Commence of the Commence
	Unde	r penalties of perjury. I declare that I have examined this return, including accompanying schedules and statements, at It is true, correct, and complete. Declaration of preparer (other in all offices) is based on all information of which preparer	nd to the best of my knowledge and
_	1 belies	i, it is true, correct, and complete. Decification of preparer (other man officer) is based on all information of which prepared	r has any knowledge.
Sign	į.	They I Elin	11/2010
Here	Signa	ature > Date >	1/5 / 20/5
	Print	your name > JESTREY EDISON Title >	CÉO)
Paid		Print/Type grenarer's name Prestary's stableture	Check   if PTIN
Prepa	aror		e f-employed P00183617
Use (			irm's EIN > 86-1065772
	~···	Firm's address > 180 E. BROAD STREET, COLUMBUS, OH 43215	Phone no 614-221-1000
Send F	orm 89	37 (including accompanying statements) to: Department of the Treasury, internal Revenue Service Ogde	n_UT 84201-0054

# (December 2011)

#### Report of Organizational Actions Affecting Basis of Securities

Coccompanion (	r	THOOLI	ng Dasis Of Occur	ities	OND NO. 1040-2224
Department of the Treasury Internal Revenue Service			See separate instructions.		
Part I Reporting	Issuer				
1 Issuer's name			w white the same of the same o	2 Issuer's employer ident	ification number (FIN)
				- todad o employer lacit	moduon hamber (Entry
PHILLIPS EDISON	GROCERY CENTER	REIT 1	. INC.	27-1106076	
3 Name of contact for a			e No. of contact	5 Email address of contact	
		,			
TOM DRAKE	51	3-333-	2728	TDRAKE@PHILLTPSEC	ITSON. COM
6 Number and street (or	P.O. box if mail is not deli			7 City, town, or post office, st	
					, , , , , , , , , , , , , , , , , , , ,
11501 NORTHLAKE	DR.			CINCINNATI, OH 45	249-1669
8 Date of action		9 Class	ification and description		
		COMMO	N STOCK		
MAY 1, 2014					
10 CUSIP number	11 Serial number(s)		12 Ticker symbol	13 Account number(s)	
71984V 102	N/A		N/A	N/A	
Part II Organizat	ional Action Attach a	dditional	statements if needed. See b	pack of form for additional que	stions.
14 Describe the organiz	ational action and, if appl	icable, the	date of the action or the date a	against which shareholders owne	rship is measured for
the action > ON N	MAY 1, 2014, ISS	UFR PA	1D A NONTAXABLE RET	TURN OF CAPITAL DIST	RIBUTION
TO LTS COMMON ST	OCK SHAREFOLDER	S OF R	ECORD IN THE AMOUNT	F OF 1057 PER SHARE.	AT THE TIME
				WERE NOT CALCULATED	
				RETURN OF CAPITAL WA	
				R PRESUMED 100% OF	
				ED TO FILE A FORM 89	
				ON DECEMBER 31, 201	
TIME IT WAS DETE	RMINED THAT 83.	38% OF	ITS MAY 1, 2014 DJ	ISTRIBUTION WAS A RE	TURN OF
CAPITAL. THE TAX	PAYER IS FILING	RIHT	FORM 8937 ON THE EA	ARLIER OF JANUARY 15	<i>}</i>
2014 OK 45 DAYS	AFTER DECEMBER	31, 20	14, THE DATE ON WED	CH ITS EARNINGS AND	PROFITS
CALCULATION WAS	ESTIMATED.				
15 Describe the quantit	ative effect of the organiza	ational acti	on on the basis of the security i	in the hands of a U.S. taxpayer as	s an adjustment per
share or as a percen	tage of old basis 🕨 THE	COMMU	S STOCK DISTRIBUTION	N REDUCES THE EASIS	OF EACH
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CURRENT EARNINGS	AND PROFITS, W	HICH I	S EQUAL TO 16.621 C	OF THE CURRENT YEAR	DISTRIBUTION.
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		(Rev. 12-2011)	Page <b>2</b>
Par	111	Organizational Action (continued)	
17 	LIST	the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based 👀	
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19	Pro	wide any other information necessary to implement the adjustment, such as the reportable tax year $\gg { m N/A}$	
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	1	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has an	s best of my knowledge and
Sigr	- 1	belief, it is vide, confect, and complete. Declaration or preparer (other trian directly is asset on all informations of which preparer has any	/ kilowieoge.
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Paid		Print/Type preparer's name Preparer's signature / Date /	I PTN
Pre		Company of the second of the s	
Use		GI Total	N ▶86-1065772
		Firm's address > 180 E. BROAD STREET, COLUMBUS, OH 43215 Phone no	614-221-1000
Send	For	m 8937 (including accompanying statements) to: Department of the Treasury, Internal Revenue Service, Ogden, UT 8	4201-0054

## Form **8937**

(December 2011)
Department of the Treasury
Internal Revenue Service

#### Report of Organizational Actions Affecting Basis of Securities

> See separate instructions.

Part	Reporting	Issuer			
1 Issuer's n	ame			1. 1. 3. 3. 3. 3. 3. 3. 3. 3. 3. 3. 3. 3. 3.	2 Issuer's employer identification number (EIN)
PHILLIPS	EDISON G	ROCERY CENTE	R RETT I	in TNC.	27-1106076
		itional information		ne No. of contact	5 Email address of contact
TOM DRAK		0 1 16 11 1	513-333		TDRAKE9PHILLIPSEDISON.COM
o Number a	and street (or h	2.O. box if mail is not	delivered to	street address) of contact	7 City, town, or post office, state, and Zip code of contact
11501 NO	RTHLAKE I	OR.			CINCINNATI, OH 45249-1669
8 Date of a			9 Clas	sification and description	102102111111111111111111111111111111111
			COMMO	N STOCK	
JUNE 1,		44 0			
10 CUSIP ni	umber	11 Serial number	(5)	12 Ticker symbol	13 Account number(s)
71884V 1	0.2	N/A		N/A	N/A
			ch additiona		ee back of form for additional questions.
14 Describ	e the organiza	tional action and, if	applicable, the	e date of the action or the da	ate against which shareholders' ownership is measured for
					RETURN OF CAPITAL DISTRIBUTION
TO ITS C	OMMON STO	CK SHAREHOLD	ERS OF F	RECORD IN THE AMO	UNT OF .056 PER SHARE. AT THE TIME
					TS WERE NOT CALCULATED AND THE
					A RETURN OF CAPITAL WAS UNCERTAIN.
PURSUANT	TO TREAS	URY REGULATI	ON 1.604	12-3(C), THE TAXE	AYER PRESUMED 100% OF THE DISTRIBUTION
					TRED TO FILE A FORM 8937. THE
					ON ON DECEMBER 31, 2014, AND AT THAT
					4 DISTRIBUTION WAS A RETURN OF
					FARLIES OF JANUARY 15,
			IK 31, 21	JIA, TER DATE ON A	WHICH ITS EARNINGS AND PROFITS
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					rity in the hands of a U.S. taxpayer as an adjustment per
share o	r as a percenta	age of old basis 🕪 T	HE COMMO	N STOCK D'STRIBUT	TION REDUCES THE BASIS OF EACH
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					BUTION WAS DETERMINED TO COMPRISE OF
					THE ISSUER HAS ESTIMATED THAT IT HAS
CURRENT	EARN INGS	AND PROFITS,	WHICH	S EQUAL TO 16.62	% OF THE CURRENT YEAR DISTRIBUTION.
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		ev. 12-2011)	Page 2
Part		Organizational Action (continued)	
17 I	List the	e applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based > TION 301 (C) (2)	
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18 (	Can an	ny resulting loss be recognized? ➤ N/A	·
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19 F	rovide	e any other information necessary to implement the adjustment, such as the reportable tax year $\gg { m N/A}$	
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	Unde	er penalties of perjury, i declare that I have examined this return) including accompanying schedules and statements, and to of, it is true, correct, and complete. Declaration of preparer (gine) than officer) is based on all information of which preparer	the best of my knowledge and
Sign		When I Elin	(
Here	Signa	Date > // 5	12/5
		Treffer Foral	$(\mathcal{L}_{\mathcal{L}})$
	Print	tyour name Title Tritle Print/Type preparer's name Preparer's signature Date	O DTIM
Paid Prepa	arer	Check	PTIN pployed P00183617
Use (		Firm's name > DELOTTE TAX LLP Firm's	EIN > 86-1065772
		Firm's address ▶ 180 E BROAD STREET, COLUMBUS, OH 43215 Phone	no 614-221-1000
SCHOL	OHIII OS	937 (including accompanying statements) to: Department of the Treasury, Internal Revenue Service, Ogden, UT	84201-0054

#### Form 8937 (December 2011) Department of the Treasury

### Report of Organizational Actions Affecting Basis of Securities

See senarate instructions

Internal Revenue Service		> See separate instructions.	
Part   Reporting Is	suer		
1 Issuer's name			2 Issuer's employer identification number (EIN)
PHILLIPS EDISON C	ROCERY CENTER	BEIT 1, INC.	27-1106076
3 Name of contact for addit		Telephone No. of contact	5 Email address of contact
TOM DRAKE	5	13-339-2728	TDRAKE@PHILLIPSEDISON.COM
6 Number and street (or P.		livered to street address) of contact	7 City, town, or post office, state, and Zip code of contact
11501 NORTHLAKE D	З.		CINCINNATI, ON 45249-1669
8 Date of action		9 Classification and description	
		COMMON STOCK	
JULY 1, 2014			
10 CUSIP number	11 Serial number(s)	12 Ticker symbol	13 Account number(s)
71884V 102	N/A	N/A	N/A
Part II Organizatio	nal Action Attach		back of form for additional questions.
			against which shareholders' ownership is measured for
			RETURN OF CAPITAL DISTRIBUTION
			NT OF .057 PER SHARE, AT THE TIME
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			RETURN OF CAPITAL WAS UNCERTAIN.
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			RED TO FILE A FORM 8937. THE
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			DISTRIBUTION WAS A RETURN OF
		THIS FORM 8937 ON THE P	
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			THE ISSUER HAS ESTIMATED THAT IT HAS OF THE CURRENT YEAR DISTRIBUTION.
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		. 12-2011)	Page 2
Part I	01_	Organizational Action (continued)	
		applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based > ION 301 (C) (2)	
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18 C	an an	resulting loss be recognized? ➤ II/A	
		resulting loss be recognized? > N/A	
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19 P	rovide	any other information necessary to implement the adjustment, such as the reportable tax year $\gg N/A$	
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	Unde	r penalties of perjury. I declare that I have examined this return, including accompanying schedules and statements, a , it is true, correct, and complete. Declaration of greparer (other thanyoffiger) is based on all information of which prepare	and to the best of my knowledge and er nas any knowledge.
Sign	-		
Here	Sign	ature > Juffry 1 Lun Date > //	1/5/2015
		your name > JEFFREY EDISON Title > (	CEO
Paid		Promoving signature	Check T if PTIN
Prepa	arer	CHARLES S. BASICH	self-employed F-(IO183617
Use (		MANAGEMENT VICTOR - /WK _0/2 W	Firm's E:N > 86-1065772
Send E	orm P	Firm's address ▶ 180 E. BROAD STREET, COLUMBUS, OH 43215  37 (including accompanying statements) to Department of the Treasury, Internal Revenue Service, Ogde	Phone no 614-221-1000 en UT 84201-0054
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# Form (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		M. M. DP WHINE AND APPLE	2 Issuer's employer identification number (EIN)
PHILITPS EDISON C	ROCERY CENTE	R REIT T INC	27-1106076
3 Name of contact for add		4 Telephone No. of contact	5 Email address of contact
TOM DRAKE		513-338-2/28	TDRAKE@FHILLIPSEDISON.COM
6 Number and street (or F	7 City, town, or post office, state, and Zip code of contact		
55 F Å 5 - MA 3 Pitt 5 - 4 Pi			
11501 NORTHLAKE I	117.	9 Classification and description	CINCINNATI, OR 45249-1669
o Date of action		COMMON STOCK	
AUGUST 1, 2014		COMMON STOCK	
10 CUSIP number	11 Serial number	s) 12 Ticker symbol	13 Account number(s)
			, ,
71884V 102	N/A	N/A	N/A
			See back of form for additional questions.
			date against which shareholders' ownership is measured for
			BLE RETURN OF CAPITAL DISTRIBUTION
			OUNT OF .057 PER SHARE. AT THE TIME
			TS WERE NOT CALCULATED AND THE
			A RETURN OF CAPITAL WAS UNCERTAIN.
			PAYER PRÉSUMED 100% OF THE DISTRIBUTION
			JIRED TO FILE A FORM 8937. THE
"AXPAYER ESTIMATE	D 11'S LARNIN	GS AND PROFITS CALCULATE	ON ON DECEMBER 31, 2014, AND AT THAT
TIME IT WAS DETEL	B TEHE GEREMS	3.38% OF ITS AUGUST 1, 2	2014 DISTRIBUTION WAS A RETURN OF
CAPITAL, THE TAXE	PAYER TS FILT	NG THIS FORM 8937 ON "HE	EARLITER OF JANUARY 15,
2014 OR 45 DAYS A	VETTER DECEMBE	R 31, 2014, THE DATE ON	WHICH I'S EARNINGS AND PROFITS
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			25 OF THE CURRENT YEAR DISTRIBUTION.
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Form 3937 (Rev. 12-2011)	Page 2
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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	Western and the second
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, il declare that I have examined this returns including accompanying schedules and statements, a belief, it is true, correct, and complete. Declaration of pieparer (other har officer) is based on all information of which prepare	ind to the best of my knowledge and ir has any knowledge.
Sign	15/2015
Print your name > JEFFREY E01500 Title >	CEO
Paid Print/Type preparer's name Preparer a signature Data	Check If PTIN
Use Only Firm's name DELOITTE TAX LLP	self-employed P00183617 Firm's EIN ≽86-1065772
Firm's address > 180 E. BROAD STREET, COLUMBUS, OH 43215  Send Form 8937 (including accompanying statements) to Department of the Treasury, Internal Revenue Service, Ogde	Phone no. 614 - 221 - 1000

# Form **8937** (December 2011)

Department of the Treasury Internal Revenue Service

### Report of Organizational Actions Affecting Basis of Securities

> See separate instructions.

Reporting	Issuer				
1 Issuer's name			PARAMETER PURPLE AND A SECOND ASSESSMENT AND A SECOND ASSESSMENT AND A SECOND ASSESSMENT		2 Issuer's employer identification number (EIN)
PHILLIPS EDISON	GROCERY CENTE	IR RETT T	. INC		27-1106076
3 Name of contact for ad			e No. of contact		5 Email address of contact
TOM DRAKE		513-338-			TDRAKE@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	DR.				CINCINNATI, OH 45249-1669
8 Date of action		9 Class	ification and description		to a second seco
25550000		COMMO	NSTOCK		
SEPTEMBER 1, 201 10 CUSIP number	11 Serial number	(-)			
to cook tightiger	ri Seriai number(	(S)	12 Ticker symbol	1	13 Account number(s)
71884V 102	N/A		N/A		N/A
		h additional		See back	k of form for additional questions.
	ational action and, if a	applicable, the	date of the action or the	date agai	nst which shareholders' ownership is measured for
the action ➤ ON S	EPTEMBER 1. 2	014. TES	HER PATO A MONT	TAYABIT	RETURN OF CAPITAL DISTRIBUTION
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PURCHASE TO ARREST	ISTRIBUTION T	HAT WOJ.	D BE TREATED AS	A RET	URN OF CAPITAL WAS UNCERTAIN.
PURSUANT TO TREA	SURY REGULATI	CN 1,604	2-3(C), THE TAX	PAYER	PRESUMED 100% OF THE DISTRIBUTION
TO BE A TAXABLE	DIVIDEND, AND	THEREFO	re, was not req	UIRED	TO FILE A FORM 8937. THE
TAXPAYER ESTIMAT	ED 1TS EARNIN	GS AND P	ROFITS CALCULAT	TON ON	DECEMBER 31, 2014, AND AT THAT
TIME IT WAS DETE	RMINED THAT 8	3.38% OF	ITS SEPTEMBER	1, 201	4 DISTRIBUTION WAS A RETURN OF
CAPITAL, THE TAX	PAYER IS FILE	NG THIS	FCRM 8937 ON TH	E EARI	IER OF JANUARY 15,
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16 Describe the calculate	ion of the chance in h	asis and the c	ate that supports the call	culation e	uch as the market values of securities and the
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	937 (Rev. 12-2011)	Page 2
Part	Organizational Action (continued)	
17 I	List the applicable internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ≱ SECTION 301 (C) (2)	
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19 F	Provide any other information necessary to implement the adjustment, such as the reportable tax year $\gg N/\Lambda_{\odot}$	
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	Under penalties of perjury. I declare that I have examined this return/including accompanying schedules and statements, belief, it is true, correct, and complete. Declaration of preparer (other/han officer) is hassed on all information of which prepare	and to the best of my knowledge and er has any knowledge
Sign	William I Elin	
here	Signature > Date >	15/2015
	The second second	(4)
	Print your name > JETTET TO SON Title > (Print/Type preparer's name   Preparer's signature   Date	
Paid	1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	Check if PTIN
Prepa Use (	All tyl	self-employed   PC0193617 Firm's EIN > 86-1065772
		Phone no. 614-221-1000
Send F	orm 8937 (including accompanying statements) to. Department of the Treasury, Internal Revenue Service, Ogde	en, UT 84201-0054

#### Form 2011) (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)					
PHILL PS EDISON GROCERY CENTE	R ERIT I, INC.	27-1106376					
3 Name of contact for additional information	4 Telephone No. of contact	5 Email address of contact					
TOM DRAKE	513-338-2728	TORAKECTHILLIPSEDISON, COM					
6 Number and street (or P.O box if mail is not	delivered to street address) of contact	7 City, town, or post office, state, and Zip code of contact					
11501 NORTHLAKE DR.		CINCINNATI, OH 45249-1669					
8 Date of action	9 Classification and description						
OCTODED III OCTA	COMMON STOCK						
OCTOBER 1, 2014  10 CUSIP number 11 Serial number(	A Tible						
The Senai number	s) 12 Ticker symbol	13 Account number(s)					
71884V 102 N/A	N/A	27 / 2					
	h additional statements if needed. See ba	N/A					
	ar additional statements if fleeded. See Di	gainst which shareholders' ownership is measured for					
the action in Organizational action and, it a	A TOCHER DATE A MONERY AT E	gainst which shareholders ownership is measured for					
TO THE COMMON STOOM CHARTIOID	TES OF DECORD IN THE MANNET	RETURN OF CAPITAL DISTRIBUTION					
OF THE IN CORPURERON OUR CLAMBS	SKS OF RECORD IN THE AMOUNT	OF .057 PER SHARE, AT THE TIME					
OF THE DISTRIBUTION THE TAXPA	ILR'S LARNINGS AND PROFITS	WERE NOT CALCULATED AND THE					
PORTION OF THE SISTRIBUTION I	HAT WOULD BE TREATED AS A R	STURN OF CAPITAL WAS UNCERTAIN.					
FURSUANT TO PREASURY REGULATI	ON $1.6042-3(C)$ , THE TAXPAYE	R PRESUMED 100% OF THE DISTRIBUTION					
TO BE A TAXABLE DIVIDEND, AND	THEREFORE, WAS NOT REQUIRE	D TO FILE A FORM 8937. THE					
TAXPAYER ESTIMATED ITS EARNIN	GS AND PROFITS CALCULATION (	ON DECEMBER 31, 2014, AND AT THAT					
TIME IT WAS DETERMINED THAT 8	3.383 OF ITS OCTOBER 1, 201	4 DISTRIBUTION WAS A RETURN OF					
CAPITAL. THE TAXPAYER IS FILL	NG THIS FORM 8937 ON THE EA	RIJIER OF JANUARY 15,					
2014 OR 45 DAYS AFTER DECEMBE	R 31, 2014, THE DATE ON WHI	CH ITS EARNINGS AND PROFITS					
CALCULATION WAS ESTIMATED.							
		All photograms at the Constitution of the Cons					
15 Describe the quantitative effect of the orga	nizational 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 > T	HE COMMON STOCK DISTRIBUTION	N REDUCES THE BASIS OF EACH					
COMMON STOCK SEARE BY .057 PE	R SHARE						
		AND THE RESIDENCE AND A SECOND CONTRACTOR OF THE PROPERTY OF T					
		Manager of the state of the sta					
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		A THE THE PARTY OF					
Describe the calculation of the change in b	asis and the data that supports the calculation	n, such as the market values of securities and the					
83 783 PETITION OF CAPTURE AND	IANE COMMON STOCK BISTRIBUTI	ON WAS DETERMINED TO COMPRISE OF					
CUBBERT STATUTE OF CAPITAL AND	16.62% TAXABLE DIVIDEND. TH	E ISSUER HAS ESTIMATED THAT IT HAS					
CURRENT SARNINGS AND PROFITS,	WHICH IS FOUND TO 16.62% O	F THE CURRENT YEAR DISTRIBUTION.					
AND A							
W. VIIIVANIA SHARA, AND THE STATE OF THE STA							
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THE PARTY OF THE P	m. h Pr						

Form 8	8937 (Rev. 12-2011)	Page 2
Par	Organizational Action (continued)	
17 J RC	List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based > SECTION 301 (C) (2)	
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18	Can any resulting loss be recognized? > N/A	
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Martin disease		V. 00001504-000 2000 ***************************
H.AURIUM WILLIAM	Nillani balakupunggi/ggg/ tumunggi/ggg/ tumu	
19	Provide any other information necessary to implement the adjustment, such as the reportable tax year > N/A	
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		Av. Co.
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	The second section of the sect	
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_ v	The property of the property o	The state of the s
	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, an belief, it is true, correct, and complete. Declaration of preparer (other than afficient) is based on all information of which preparer	d to the best of my knowledge and
Sign		ras any knowledge.
Here	prog 1 terons	3/ 2015
	Signature >	
	Print your name > TEFFREY LOISON Title >> C	£0
Paid	Print/Type preparer's name Print/Type preparer's name C	neck   If PTIN
Prep	parer CHARLES S. BASICH Charles & Black / 5/15 se	if-employed FC0183617
Use		rm's EIN = 86-1065772
Send F	Firm's address ≥ 180 E. BROAD STREET, COLUMBUS, OH 43215 Pr Form 8937 (including accompanying statements) to: Department of the Treasury, Internal Revenue Service, Ogden	none no. 614 - 221 - 1000
	And the Annual A	, 0 : 0420 :-0034

# (December 2011)

Report of Organizational Actions Affecting Basis of Securities

Department of the Treasury Internal Revenue Service		10.000	See separate instructions.	.00	
Part   Reportin	g Issuer		Too sopulate meandadas.		
1 Issuer's name			AM #398 //	2 Issuer's employer ident	ification number (EIN)
PHILLIPS EDISON  3 Name of contact for	GROCERY CENTE			27-1106076	
o Hante of Contaction	acquonal internation	4 relephon	e No. of contact.	5 Email address of contact	
TOM DRAKE		513-338-	2728	TDRAKE@PHILLIPSED	TSON.COM
6 Number and street (	or P.O. box if mail is not		treet address) of contact	7 City, town, or post office, sta	
11501 NORTHLAKE	DR.			CINCINNATI, OH 45	249-1669
8 Date of action		1	ification and description		
NOVEMBER 3, 201	۵	COMMO	N STOCK		
10 CUSIP number	11 Serial number(	s)	12 Ticker symbol	13 Account number(s)	ALCO TO THE TOTAL
	i .			, ,	
71084V 102	N/A		N/A	N/A	
			statements if needed. See ba		
			date of the action or the date ag ER PAID A NONTAXABLE		
			ECORD IN THE AMOUNT		
			RNINGS AND PROFI'S W		
PORTION OF THE	DISTRIBUTION T	HAT WOUL	D BU TREATED AS A RE	TURN OF CAPITAL WAS	S UNCERTAIN.
			2-3(C), THE TAXPAYER		
			RE, WAS NOT REQUIRED		
			ROPITS CALCULATION O		
CAPITAL. THE TAXPAYER IS FILING THIS FORM 8937 ON THE EARLIER OF JANUARY 2014 OR 45 DAYS AFTER DECEMBER 31, 2014, THE DATE ON WHICH IT'S EARNINGS					
CALCULATION WAS	ESTIMATED.				
45 December the military	de et				0 4
15 Describe the quant	inative effect of the organization of old basis > The	inizational acti	on on the basis of the security in N STOCK DISTRIBUTION	the hands of a U.S. taxpayer as	an adjustment per
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		Rev. 12-2011)	Page 2
Par	ŧ II	Organizational Action (continued)	
17 IRC	List SI-	the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based >	
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		ACTION TO THE ADMINISTRATION OF THE PARTY OF	
Commercial State			
18	Car	any resulting loss be recognized? > N/A	
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MAY MINERS SHOW	Mark Mines ** 0.4		
19	Pro	ide any other information necessary to implement the adjustment, such as the reportable tax year 🕨 N/A	
			······
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			<u></u>
	-   '	nder penalties of perjury, I declare that I have examined this return including accompanying schedules and statements, and to the best of my knowledgler, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.	ige and
Sign Here	. !	ignature >	
		rint your name is JEFFREY EDISON Title IN CEO	
Paid Pre		Print/Type preparer's name  Preparer's signature  CHARLES S. BASICH  Preparer's signature  Back Date  Chack if PTIN  PCHARLES S. BASICH	
Use			
Send	For	18937 (including accompanying statements) to: Department of the Treasury, Internal Revenue Service, Ogden, UT 84201-0054	/ U

# Form (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 GROCERY CENTE	PRETT TING	27-1106076
3 Name of contact for additional information	4 Telephone No. of contact	5 Email address of contact
TOM DRAKE	513-338-2728	TDRAKE@FHILLIPSEDISON.COM
6 Number and street (or P.O. box if mail is not	delivered to street address) of contact	7 City, town, or post office, state, and Zip code of contact
11501 NORTHLAKE DR.		CINCINNATI, OH 45249-1669
8 Date of action	9 Classification and description	TOTAL TRANSPORT
	COMMON STOCK	
DECEMBER 1, 2014		And the same of th
10 CUSIP number 11 Serial number	(s) 12 Ticker symbol	13 Account number(s)
71884V 102 N/A	N/A	N/A
Part II Organizational Action Attac		
		gainst which shareholders' ownership is measured for
		E RETURN OF CAPITAL DISTRIBUTION
TO ITS COMMON STOCK SHAREHOLD	DERS OF RECORD IN THE AMOUNT	OF .056 PER SHARE. AT THE TIME
OF THE DISTRIBUTION THE TAXPA	YER'S DARNINGS AND PROFITS	WERE NOT CALCULATED AND THE
PORTION OF THE DISTRIBUTION ?	FAT WOULD BE TREATED AS A R	ETURN OF CAPITAL WAS UNCERTAIN.
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TO BE A TAXABLE DIVIDEND, AND		
		ON DECEMBER 31, 2014, AND AT THAT
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		ION WAS DETERMINED TO COMPRISE OF
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The second districts	37 (Rev. 12-2011)	Page 2
Part	Organizational Action (continued)	
17 L	ist the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based  ■ EECTION 301(C)(2)	<b>&gt;</b>
4110	SECTION 301(C)(2)	
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18 C	an any resulting loss be recognized? > N/A	
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		A STATE OF THE STA
	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements belief, it is true, correct, and complete. Declaration of preparer (otneythan officer) is besed on all information of which preparer.	i, and to the best of my knowledge and arer has any knowledge:
Sign	When I Elim	
Here	Signature ▶ Date ▶	115/ 2015
	Print your name > VEFFREY EDISON Title >>	CE)
Paid Prepa	Print/Type preparer's name Preparer's signature Date	Check if PTIN P0183617
Use (	1161	Firm's EIN > 86-1065772
	Firm's address ▶ 180 E. BROAD STREET, COLUMBUS, OH 43215	Phone no. 614 - 221 - 1000
Send Fo	orm 8937 (including accompanying statements) to: Department of the Treasury, Internal Revenue Service, Ogo	