## Form **8937**(December 2011) Department of the Treasury Internal Revenue Service

## Report of Organizational Actions Affecting Basis of Securities

OMB No. 1545-2224

► See separate instructions.

Part I Reporting	Issuer				
1 Issuer's name		2 Issuer's employer identification number (EIN)			
DESCRIPCE DEAL FOTAT	C ODDODTUNITY D	27-0331816			
RESOURCE REAL ESTAT  3 Name of contact for ad-	ditional information	4 Telephon	e No. of contact	5 Email address of contact	
			000 400 0400	IR@RESOURCEREIT.COM	
INVESTOR RELATIONS  6 Number and street (or F	7.O. hay if mail is not	dolivored to	866-469-0129	7 City, town, or post office, state, and Zip code of contact	
6 Number and street (or i	2.O. DOX IT MAII IS NOT	. delivered to s	street address) of contact	1 Oily) tomily or poor among example and = 4	
ONE CRESCENT DRIVE, S	SUITE 203			PHILADELPHIA, PA 19112	
8 Date of action		9 Class	sification and description		
		100000000000000000000000000000000000000			
3/15/2011			N STOCK	13 Account number(s)	
10 CUSIP number	11 Serial number	(s)	12 Ticker symbol	Account number (s)	
N/A	N/A		N/A	N/A	
Part II Organizati	onal Action Atta	ch additiona	statements if needed. S	ee back of form for additional questions.	
14 Describe the organize	ational action and if	applicable, the	e date of the action or the da	ate against which shareholders' ownership is measured for	
14 Describe the organiza	ational action and, if	арріісаріе, ш	COMMON STOCK	OD 4 59% OF FACH OUTSTANDING SHAPE OF COMMON	
the action ► STOCE	( DISTRIBUTION OF	0.015 SHAR	ES OF COMMON STOCK,	OR 1.5% OF EACH OUTSTANDING SHARE OF COMMON	
STOCK, TO THE SHAREH	OLDERS OF RECO	RD AT CLOS	E OF BUSINESS ON FEBR	UARY 28, 2011 WAS PAID ON MARCH 15, 2011.	
			=		
45 December the graphits	ative offeet of the ora	anizational ac	tion on the basis of the secu	rity in the hands of a U.S. taxpayer as an adjustment per	
15 Describe the quantita	ative effect of the org	ai iizatioi iai ac	MOTOT OF THE BASIC OF THE SOCI	TAYDAYED SHOULD	
share or as a percent	tage of old basis 🟲 T	HE TOTAL A	DJUSTED TAX BASIS OF	COMMON STOCK HELD BY A TAXPAYER SHOULD	
DE ALLOCATED RETWE	EN COMMON STOC	K OWNED P	RIOR TO THE STOCK DIST	RIBUTION "OLD STOCK" AND THE COMMON STOCK	
BE ALLOCATED BETWEE	_IV CONNINON STOR	CTOCK "			
ACQUIRED FROM THE D	STRIBUTION "NEW	STUCK.			
				J. Diversion	
THE DED SHADE AD HIS	TED TAX BASIS OF	"OLD STOC	K" SHOULD DECREASE B'	Y 1.5% AND THE PER SHARE ADJUSTED TAX BASIS OF	
"NEW STOCK" SHOULD	INCREASE BY 1.5%	),			
				ulation and the market values of securities and the	
16 Describe the calcula	tion of the change in	basis and the	data that supports the calc	ulation, such as the market values of securities and the	
valuation dates ▶ T	IE AN ILISTED TAX	BASIS OF EA	ACH SHARE OF "OLD" ANI	D "NEW" COMMON STOCK SHOULD BE COMPUTED	
Valdation dates	IL ADJUSTED TAX	THE OLD C	OMMONI STOCK BY THE T	OTAL NUMBER OF SHARES, OLD AND NEW.	
BY DIVIDING THE ADJUS	STED TAX BASIS OF	- THE OLD C	DIVINION STOCK BY THE T	OTAL NOMBER OF STRALES, GES THIS MEM	

Cat. No. 37752P

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Part II	C	organizational Action (continu	ued)				
	-						
<b>17</b> Lis	t the a	pplicable Internal Revenue Code se	ction(s) and subsection(s) u	pon which the tax tre	atment is	based ▶	
		5(a) and 307(a)					
-							
	_						
<b>18</b> Ca	an any	resulting loss be recognized? ► N/	Α				
	_						
						_	
<b>19</b> Pr	ovide	any other information necessary to i	mplement the adjustment,	such as the reportable	e tax year	<b>.</b>	
THE OR	GANI	ZATIONAL ACTION IS REPORTAB	LE FOR TAX YEAR 2011.				
1112 011							
	_						
	_						
	Unde	penalties of perjury, I declare that I have	e examined this return, including	ng accompanying sched	lules and st	tatements,	and to the best of my knowledge and
	belief	r penalties of perjury, I declare that I have it is true, correct, and complete. Declara	tion of preparer (other than offi	cer) is based on all infor	mation of w	vhich prep	arer has any knowledge.
Sign		1.	11.				1 /
Sign Here		Att. In	Ch _		Date ►	1	13/12
пеге	Signa	ture > // Com	A		Date		
					±300000 %		WALLOW OFFICER
	Print	your name ➤ STEVEN SALTZMAN	-15			CHIEF FI	NANCIAL OFFICER
Paid		Print/Type preparer's name	Preparer's signature		Date		Check   If
	rer						self-employed
Prepa		Firm's name ▶					Firm's EIN ►
Use C	-	Firm's address					Phone no.
Sand Fo	orm 90	37 (including accompanying statem	ents) to: Department of the	Treasury, Internal Re	venue Se	rvice, Og	den, UT 84201-0054
Oblid I	71111 US	or Invalid managember it is a creater.	— de mandre de la company de l				