

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)	
NetREIT, Inc.		33-0841255	
3 Name of contact for additional information	4 Telephone No. of contact	5 Email address of contact	
Kenneth W Elsberry	760-471-8536	kelsberry@netreit.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	
1282 Pacific Oaks Place		Escondido, California 92029	
8 Date of action	9 Classification and description		
2/13/2014	Common Stock Series A \$0.01 Par Value		
10 CUSIP number	11 Serial number(s)	12 Ticker symbol	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 ► Cash Distribution to all common shareholder at the rate of \$0.1354 for the quarter ended December 31, 2013.
- 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 quantitative effect on the shareholder's tax basis is a reduction in basis of \$01354. Distribution measured against earnings and profits (E&P) and distributions in excess of E&P are considered return of capital.
- 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 ► Each shareholder would reduce their tax basis by the amount of the 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 ▶ Section 301 & 316 of the Internal Revenue Code

18 Can any resulting loss be recognized? ▶ Shareholder would recognize a loss only on disposition of shares; if amount received from disposition is less than tax basis (computed after reduction for return of capital distributions)

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ For each reportable tax year the shareholder will receive a Form 1099-DIV that will show total distributions during the taxable year with a breakdown of the amount that is return of capital and the amount that is a taxable dividend.

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 ▶

Kenneth W Elsberry

Date ▶

*1/15/15*Print your name ▶ **Kenneth W Elsberry**Title ▶ **Chief Financial Officer****Paid Preparer Use Only**

Print/Type preparer's name

Preparer's signature

Date

Check ☐ if self-employed

PTIN

Firm's name ▶

Firm's EIN ▶

Firm's address ▶

Phone no.

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- 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 ► Cash Distribution to all common shareholder at the rate of \$0.1354 for the quarter ended March 31, 2014.
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- 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 ▶ Cash Distribution to all common shareholder at the rate of \$0.1354 for the quarter ended June 30, 2014.
- 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 quantative effect on the shareholder's tax basis is a reduction in basis of \$01354. Distribution measured against earnings and profits (E&P) and distributions in excess of E&P are considered return of capital.
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