

Report of Organizational Actions Affecting Basis of Securities

OMB No. 1545-2224

► See separate instructions.

Part I Reporting Issuer

1 Issuer's name AmREIT, Inc.		2 Issuer's employer identification number (EIN) 20-8857707	
3 Name of contact for additional information Brett Treadwell	4 Telephone No. of contact 713-850-1400	5 Email address of contact btreadwell@amreit.com	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact 8 Greenway Plaza, Suite 1000		7 City, town, or post office, state, and Zip code of contact Houston, TX 77046	
8 Date of action July 23, 2012		9 Classification and description Class A common stock - AmREIT, Inc.	
10 CUSIP number 03216B109	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 ► On July 23, 2012, we amended our charter and effectively (i) renamed all of the issued and unissued shares of our common stock, par value \$0.01 per share to "Class A common stock," (ii) effected a 1-for-2 reverse stock split of our Class A common stock, and (iii) changed the par value of our Class A common stock to \$0.01 per share after the reverse stock split. The rights of the Class A common stockholders did not change with the change in the title of the class. No other consideration was received by the transaction. However, in lieu of fractional shares of Class A common stock, the holder received cash equal to the product of such fraction multiplied by \$14.00.

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 renaming and 1-for-2 reverse stock split of our Class A common stock is a transaction assumed to qualify as a tax-free reorganization under section 368(a)(1)(E). Under section 358(a), the shareholders' aggregate tax basis in the Class A common stock received pursuant to the conversion (including fractional shares deemed received and exchanged for cash, if any) will equal the aggregate tax basis in the Class A common stock surrendered in the transaction. The tax basis in the Class A common stock received in the recapitalization is determined by dividing the aggregate adjusted basis of the Class A common stock relinquished by the total number of shares of Class A common stock received (plus any fractional share deemed to have been received) in the exchange. Shareholders having differing tax bases with respect to the Class A common stock relinquished, should consult with a tax advisor in order to identify the tax bases of the particular Class A common stock received.

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 ► The holders of Class A common stock who receive cash in lieu of fractional Class A common stock will be treated as having received such fractional share in the conversion, and then as having exchanged such fractional share for cash in a redemption by the Company. The amount of any gain or loss recognized as a result of such exchange will be equal to the difference between the ratable portion of the tax basis of the Class A common stock that is allocated to such fractional shares and the cash received in lieu thereof. Our Class A common stock is not publicly traded and therefore there is no established market for our Class A common stock.

Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ► Sections 368, 354 and 358.

18 Can any resulting loss be recognized? ► No loss can be recognized in conjunction with this organizational action, except in connection with a fractional share.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ► The stock basis adjustment would be taken into account in the tax year of the shareholder during which the exchange occurred (e.g., 2012 for calendar year taxpayers).

**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 ►

Brett Treadwell

Date ►

1/23/13

Print your name ► **BRETT TREADWELL**

Title ► **MANAGING VP - FINANCE**

**Paid
Preparer
Use Only**

Print/Type preparer's name

DAVID SANDERS

Preparer's signature

David Sanders

Date

1/23/13

Check ☐ if
self-employed

PTIN

P00407038

Firm's name ► **DELOITTE TAX LLP**

Firm's EIN ► **86-1065772**

Firm's address ► **1111 BAGBY, SUITE 4500, HOUSTON, TX 77002**

Phone no. **713-982-2000**