

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

▶ 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 April 25, 2013	9 Classification and description Class A & B common stock - AmREIT, Inc.		
10 CUSIP number	11 Serial number(s)	12 Ticker symbol AMRE	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 April 25, 2013, AmREIT Inc amended its charter to (1) convert the outstanding shares of Class A common stock into Class B common stock, on a one-for-one basis and (2) renamed all of the issued and unissued shares of Class B common stock to "AmREIT Inc Common Stock." Par value of AmREIT Inc Common Stock is \$0.01 per share. The rights of the common stockholders did not change with the change in the title or class. No other consideration was received in this transaction.**

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 conversion of 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 B common stock received pursuant to the conversion will equal the aggregate tax basis in the Class A common stock surrendered in the transaction. The tax basis in the Class B 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 B common stock 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 B common stock received. The renaming of the stock has no tax consequences.**

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 Class A common stock is not publicly traded and therefore there is no established market to determine the fair market value on the date of conversion. The fair market value of the aggregate outstanding shares was the same immediately before and immediately after the organizational action.**

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

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., 2013 for calendar year taxpayers).

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 ▶ *Brett Treadwell* Date ▶ 5/30/13

Print your name ▶ BRETT TREADWELL Title ▶ MANAGING VP - FINANCE

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	<u>DAVID SANDERS</u>	<u><i>David Sanders</i></u>	<u>5/29/13</u>		<u>P00407038</u>
	Firm's name ▶ <u>DELOITTE TAX LLP</u>	Firm's EIN ▶ <u>86-1065772</u>		Phone no. <u>713-982-2000</u>	
	Firm's address ▶ <u>1111 BAGBY, SUITE 4500, HOUSTON, TX 77002</u>				