

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

▶ See separate instructions.

Part I Reporting Issuer

1 Issuer's name Realty Income Corporation		2 Issuer's employer identification number (EIN) 33-0580106	
3 Name of contact for additional information	4 Telephone No. of contact 760-741-2111	5 Email address of contact	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact 600 La Terraza Blvd		7 City, town, or post office, state, and Zip code of contact Escondido, CA 92025-3873	
8 Date of action February 15, 2013		9 Classification and description Common Stock	
10 CUSIP number 756109-104	11 Serial number(s)	12 Ticker symbol O	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 ▶ **Realty Income Corporation distributed a monthly cash distribution on February 15, 2013 to its common shareholders.**

A portion of this distribution, estimated to between 15% and 25%, represents a non-dividend distribution.

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 basis of the security should be reduced by an estimate of 15% to 25% of the February 2013 distributions received. This non-dividend distribution percentage is an estimate and the actual non-dividend distribution percentage will not be known until the end of 2013.**

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 non-dividend distribution represents distributions associated with the 2013 tax year which are in excess of the estimated 2013 accumulated earnings and profits.**

Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶
I.R.C. section 301(c)(2)

18 Can any resulting loss be recognized? ▶
Not applicable.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶
Not applicable.

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 ▶ *Greg Fahey* Date ▶ 2-22-2013

Print your name ▶ Greg Fahey Title ▶ Senior Vice President, Controller

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no.	