

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 September 17, 2012		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 distributions on September 17, 2012 to it's common shareholders. A portion of this distribution, estimated to be between 15% and 22%, represent 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 between 15% and 22% of the September 2012 distributions received. This non-dividend distribution percentage is an estimate and the actual non-dividend distribution percentage will not be know until the end of 2012.**

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 2012 tax year which are in excess of estimated 2012 and 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 ▶

Date ▶

9-17-2012

Print your name ▶ Greg Fahey

Title ▶

Vice President, Controller

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.