



**Part II Organizational Action** (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ IRC SECTION 301(c)(2)

18 Can any resulting loss be recognized? ▶ NO

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ THESE ACTIONS ARE EFFECTIVE ON THE DATES OF DISTRIBUTION IDENTIFIED ABOVE.

<b>Sign Here</b>	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 ▶		Date ▶	<u>1/7/2012</u>	
<b>Paid Preparer Use Only</b>	Print your name ▶	<u>Timothy S. Egan</u>	Title ▶	<u>EVP, General Counsel</u>	
	Print/Type preparer's name	<u>TIMOTHY S. EGAN</u>	Preparer's signature	Date	<u>1/7/12</u>
	Firm's name ▶	<u>PRICEWATERHOUSECOOPERS LLP</u>	Check <input type="checkbox"/> if self-employed	PTIN	<u>P01298388</u>
	Firm's address ▶	<u>125 HIGH STREET, BOSTON, MA 02110</u>	Firm's EIN ▶	<u>13-4008324</u>	
			Phone no.	<u>617-530-5000</u>	

**STAG Industrial, Inc.**  
99 High Street, 28th Floor  
Boston, MA 02110  
EIN: 27-3099608

**Accompanying Statement  
Form 8937  
For the Year Ended December 31, 2011**

The Taxpayer was not able to determine the quantitative effect on the shareholder's basis from distributions made on the dates identified above. The Taxpayer is filing a timely Form 8937, in accordance with Reg. §1.6045B-1(a)(2)(ii), within 45 days of making that determination.