

American Realty Capital Trust, Inc.

Form POS AM

April 14, 2009

As filed with the Securities and Exchange Commission on April 14, 2009

Registration No. 333-145949

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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PRE-EFFECTIVE AMENDMENT NO. 1 TO
POST-EFFECTIVE AMENDMENT NO. 4 TO
FORM S-11
FOR REGISTRATION UNDER THE SECURITIES ACT OF 1933
OF SECURITIES OF CERTAIN REAL ESTATE COMPANIES

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AMERICAN REALTY CAPITAL TRUST, INC.
(Exact Name of Registrant as Specified in Its Governing Instruments)
106 York Road

Jenkintown, Pennsylvania 19046

(Address, Including Zip Code and Telephone Number, Including Area Code, of Registrant's Principal Executive
Offices)

Nicholas S. Schorsch

AMERICAN REALTY CAPITAL TRUST, INC.

106 York Road

Jenkintown, Pennsylvania 19046

(215) 887-2189

(Name and Address, Including Zip Code and Telephone Number, Including Area Code, of Agent for Service)

n

With a Copy to:

Peter M. Fass, Esq.

Proskauer Rose LLP

1585 Broadway

New York, New York 10036-8299

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This Post-Effective Amendment No. 4 consists of the following:

- Supplement No. 8, dated April 14, 2009, included herewith, which will be delivered as an unattached document along with the Prospectus.

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- Registrant's final form of Prospectus dated March 18, 2008, previously filed pursuant to Rule 424(b)(2) on March 18, 2008 and refiled herewith.
 - Part II, included herewith.
 - Signatures, included herewith.
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AMERICAN REALTY CAPITAL TRUST, INC.
 SUPPLEMENT NO. 8 DATED April 14, 2009
 TO THE PROSPECTUS DATED March 18, 2008

This prospectus supplement (this “Supplement No. 8”) is part of the prospectus of American Realty Capital Trust, Inc. (the “REIT”), dated March 18, 2008 (the “Prospectus”), and should be read in conjunction with the Prospectus. This Supplement No. 8 supplements, modifies or supersedes certain information contained in our Prospectus. This Supplement No. 8 consolidates, supersedes and replaces all prior Supplements and must be read in conjunction with our Prospectus. Unless otherwise indicated, the information contained herein is current as of the filing date of the prospectus supplement in which the Company initially disclosed such information. This Supplement No. 8 will be delivered with the Prospectus.

The purpose of this Supplement No. 8 is to update disclosures about our current property holdings, fees, distributions and borrowing policies, to update our financial statements, and to update the executive officers of the REIT and the REIT’s dealer-manager and advisor.

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Status of the Offering

We commenced our initial public offering of 150,000,000 shares of common stock on January 25, 2008. As of March 31, 2009, we had issued 2,032,514 shares of common stock, including 339,077 shares issued in connection with an acquisition in March 2008. Total gross proceeds from these issuances were \$19,230,213. As of March 31, 2009, the aggregate value of all share issuances and subscriptions outstanding was \$21,997,084 based on a per share value of \$10.00 (or \$9.50 per share for shares issued under the DRIP). This amount includes stock subscriptions of \$ 1,683,755 which are maintained at our third-party escrow agent, to be released when certain escrow requirements have been achieved. We will offer these shares until January 25, 2011, unless the offering is extended, provided that the offering will be terminated if all of the shares are sold before then.

Shares Currently Outstanding

As of March 31, 2009, there were approximately 2,033,000 shares of our common stock outstanding, including shares issued under the distribution reinvestment plan.

1

Selected Financial Data

The selected financial data presented below has been derived from our consolidated financial statements as of December 31, 2008 and December 31, 2007:

Balance Sheet Data:	Year Ended December 31, 2008	Year Ended December 31, 2007
Total investment in real estate assets, at cost (1)	155,344,080	-
Cash	886,868	-
Restricted cash	47,937	-
Prepaid expenses and other assets	302,472	938,157
Total assets	164,942,451	938,157
Mortgage notes payable	112,741,810	-
Investor contributions held in escrow	30,824	-
Total liabilities	163,183,128	738,657
Total stockholders' equity	1,759,323	199,500
Total liabilities and stockholders' equity	164,942,451	938,157
Operating Data:		
Rental income	5,546,363	-
Property management fees to affiliate	4,230	-
Operating income (loss)	2,105,615	(500)
Interest expense	(4,773,593)	-
Net loss	(4,282,784)	(500)
Cash Flow Data		
Net cash provided by (used in) operating activities	4,012,739	(200,000)
Net cash used in investing activities	(97,456,132)	-
Net cash provided by financing activities	94,330,261	200,000

(1) Includes the value of below-market Lease Liabilities, at cost.

Suitability Standards

The following description of suitability standards is revised to include Oregon and replaces the suitability standards described for Michigan, Massachusetts, Ohio, Iowa and Pennsylvania on page (i) of the Prospectus.

Michigan, Massachusetts, Ohio, Iowa, Pennsylvania and Oregon – Investors must have either (a) a minimum net worth of at least \$250,000 or (b) an annual gross income of at least \$70,000 and a net worth of at least \$70,000. The maximum investment in the issuer and its affiliates cannot exceed 10% of the Michigan, Massachusetts, Ohio, Iowa, Pennsylvania or Oregon resident's net worth.

Similarly, the description of suitability standards for the above states in the Item 5 of the Subscription Agreement is replaced with the following:

For residents of Michigan, Massachusetts, Ohio, Iowa, Pennsylvania and Oregon – Investors must have either (a) a minimum net worth of at least \$250,000 or (b) an annual gross income of at least \$70,000 and a net worth of at least

\$70,000. The investor's maximum investment in the issuer and its affiliates cannot exceed 10% of the Michigan, Massachusetts, Ohio, Pennsylvania or Oregon resident's net worth.

Real Estate Investments Summary

The following summary of real estate investments as of the date of this Supplement No. 8 information is to supplement the section of our Prospectus captioned "Real Property Investments" on pages 84-89 of the Prospectus.

The REIT acquired a FedEx Cross-Dock facility in Snowshoe, Pennsylvania (the "FedEx Property") as its initial investment on March 5, 2008; 15 Harleysville National Bank and Trust Company ("Harleysville National Bank") bank branch properties in various Pennsylvania locations (the "Harleysville Properties") on March 12, 2008; 18 Rockland Trust Company (the "Rockland Properties") bank branch properties in various Massachusetts locations on May 2, 2008; 6 Rite Aid properties in various locations in Pennsylvania and Ohio (the "Rite Aid Properties") from affiliated parties on September 29, 2008; 50 PNC Bank, National Association bank branches in various locations in Pennsylvania, New Jersey and Ohio (the "PNC Properties") on November 25, 2008; and 2 National City Bank branches in Florida (the "National City Properties") from affiliated parties on September 16, 2008 and October 23, 2008. The amount of the Year 1 yield based upon the contract purchase price of the acquired and to-be acquired properties as compared to the Year 1 total rent is approximately 7.19%.

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PROPERTIES		Fed Ex	Harleysville	Rockland	Rite Aid	PNC	National City
Purchase Price*		\$ 10,206,496	\$ 41,675,721	\$ 33,140,796	\$ 18,839,392	\$ 44,628,256	6,853,419
Mortgage Debt Interest Rate		\$ 6,965,000 6.29%	\$ 31,000,000 6.59%	\$ 24,122,796 4.92%**	\$ 12,808,265 6.97%	\$ 33,363,098 5.25%	4,482,651 4.89%
Portfolio Leverage							
Total Rent	Year						
	1	\$ 702,828	\$ 3,003,838	\$ 2,305,816	\$ 1,404,226	\$ 2,960,000	466,465
	2	\$ 702,828	\$ 3,063,912	\$ 2,340,403	\$ 1,404,226	\$ 2,960,000	466,465
Base Rent Increase (Year 2)							
Investment Grade Tenants (based on Rent) (S&P BBB- or better)							
Average Remaining Lease Term (years)							

* Purchase Price above includes all closing costs and acquisition fees paid to American Realty Capital Advisors, LLC.

** This debt is variable based on 30-day Libor plus a spread of 1.375%. The REIT entered into a rate lock agreement to limit its interest rate exposure. The LIBOR floor and cap are 3.54% and 4.125% (initial year), respectively.

*** The effective interest rate reflects various derivative instruments entered into upon acquiring the property.

The following is a summary of lease expirations for the next ten years:

Year	Expiring Revenues	Leases Expiring (1)	Square Feet	% of Gross Rev
2009	\$ -	-	-	-
2010	-	-	-	-
2011	-	-	-	-
2012	-	-	-	-
2013	-	-	-	-
2014	-	-	-	-
2015	-	-	-	-
2016	242,000	2	21,476	2.12%
2017	179,000	1	12,613	1.61%
2018	\$4,910,000	59	384,201	44.76%

(1) The 62 leases listed above are with the following tenants: Fed Ex, Rockland Trust Company, PNC Bank and Rite Aid.

Status of Distributions

The following information supplements the “Distribution Policy and Distributions” section on pages 9 and 130-131 of the Prospectus.

On February 25, 2008, our Board of Directors declared a distribution for each monthly period commencing 30 days subsequent to acquiring our initial portfolio of real estate investments. We acquired our initial real estate investment on March 5, 2008. Accordingly, our daily dividend commenced accruing on April 5, 2008. The REIT’s initial distribution payment was paid to shareholders on May 21, 2008 representing dividends accrued from April 5, 2008 through April 30, 2008. Subsequently, we modified the payment date to the 2nd day following each month end to stockholders of record at the close of business each day during the applicable period. The distribution is calculated based on stockholders of record each day during the applicable period at a rate of \$0.00178082191 per day, and equals a daily amount that, if paid each day for a 365-day period, would equal a 6.5% annualized rate based on the share price of \$10.00. During the year ended December 31, 2008, distributions paid totaled \$445,282, inclusive of \$149,725 of common shares issued under the dividend reinvestment plan. Based on the terms of leases with FedEx, Harleysville National Bank, Rockland Trust Company, Rite Aid, National City Bank and PNC Bank, management anticipates income from such property leases is sufficient so that distributions on proceeds received through December 31, 2008 from the sale of shares of our common stock will be paid from cash flow from our operating activities. As of December 31, 2008, cash used to pay our distributions was entirely generated from funds received from operating activities and fee waivers from our Advisor. Our distributions have not been paid from any other sources. We have continued to pay distributions to our shareholders each month since our initial dividend payment.

On November 5, 2008, the Board of Directors of American Realty Capital Trust, Inc. (the “Company”) approved an increase in its annual cash distribution from \$.65 to \$.67, paid monthly. Based on a \$10.00 share price, this 20 basis point increase, effective January 2, 2009, will result in an annualized distribution rate of 6.7%.

The following is a chart of monthly distributions declared and paid since the commencement of the offering:

	Total	Cash	DRIP
April 2009	\$ –	\$ –	–
May 2009	30,260	22,007	8,253
June 2009	49,637	35,283	14,354
July 2009	55,043	34,788	20,255
August 2009	57,583	36,519	21,064
September 2009	61,396	39,361	22,035
October 2009	61,425	41,078	20,347
November 2009	65,496	43,646	21,850
December 2009	64,444	42,877	21,567
	\$ 445,284	\$ 295,559	\$ 149,725

The Company, Board of Directors and Advisor share a similar philosophy with respect to paying the dividend. The dividend should principally be derived from cash flows generated from real estate operations. Specifically, funds from operations should equal or exceed distributions in a given period. If needed, the Advisor is generally expected to waive its asset management fee and forego entitled reimbursements to ensure the full coverage of the Company’s distributions. The fees and reimbursement that are waived are not deferrals and accordingly, will not be paid by the Company.

Status of Fees Paid and Deferred

The following information is to be added to the “Estimated Use of Proceeds” section on pages 6-9 and 35-36 of the Prospectus.

Through December 31, 2008, the Company reimbursed the Advisor \$59,207 and \$1,507,369 for organizational and offering expenses and acquisition cost, respectively, and incurred:

- acquisition fees of \$1,507,369 paid to the Advisor
- finance coordination fees of \$1,131,015 paid to the Advisor
- property management fees of \$4,230 paid to the Property Manager

The Company pays the Advisor an annualized asset management fee of 1.0% based on the aggregate contract purchase price of all properties. Through December 31, 2008, the Company paid no such fees to the Advisor. The Advisor has elected to waive its asset management fee through December 31, 2008, and will determine if such fees will be waived in subsequent periods on a quarter-to-quarter basis. Such waived fees for the period ended December 31, 2008 equal approximately \$733,000. If the Advisor had not agreed to waive the asset management fee, we would not have had sufficient cash to fund our distributions. Had this been the case, additional borrowings would have been incurred to fund our monthly distributions.

Real Estate Investments

The following information is to replace the section of our Prospectus captioned “Real Property Investments” on pages 84-89 of the Prospectus.

FedEx Property

The REIT acquired a FedEx Cross-Dock facility in Snowshoe, Pennsylvania (the “FedEx Property”) as its initial investment on March 5, 2008. On February 25, 2008, the REIT’s entire Board of Directors (with the two inside directors abstaining because the acquisition of the FedEx Property is an affiliated transaction) approved the acquisition of the FedEx Property, which acquisition closed on March 5, 2008.

The REIT acquired the FedEx Property at sellers' cost, which does not exceed the fair market value of the FedEx Property as determined by an appraisal of a qualified independent appraiser. The purchase price for the FedEx Property is approximately \$10.0 million. The FedEx Property is subject to approximately \$7.0 million of existing debt. The REIT funded the balance of the purchase price by issuing 342,502 of shares of common stock to the sellers. Closing costs and fees aggregated approximately \$215,000.

Our operating partnership, American Realty Capital Operating Partnership, L.P., entered into a purchase agreement to purchase the FedEx Property subject to customary due diligence and other conditions, as described above. The sellers of the FedEx Property are two unaffiliated parties, who own approximately 70% of indirect interest in the FedEx Property, and our sponsors, Nicholas S. Schorsch and William M. Kahane, who own approximately 30% of indirect interest in the FedEx Property. The FedEx Property is a shipping and distribution facility located at 401 E. Sycamore, Snowshoe, PA. Built in 2004, the FedEx Property has 55,440 square feet of warehouse space. The current sole tenant is FedEx and will remain the sole tenant on a double-net lease basis.

FedEx Property Location	Acquisition Date	Purchase Price (1)(2)	Compensation to Advisor and Affiliates (3)
401 E. Sycamore	3/5/2008	\$10,206,496	\$170,125

- (1) Sellers are our sponsors, Nicholas S. Schorsch and William M. Kahane, and two unaffiliated parties.
- (2) Purchase price includes all closing costs inclusive of the acquisition fee, which equals 1% of the contract purchase price.
- (3) Amounts include acquisition and finance coordination fees paid to our advisor for acquisition and finance coordination services rendered in connection with the property acquisition.

The property acquisition is subject to a double-net lease, pursuant to which the landlord is responsible for maintaining the property's roof and structure, and the tenant is required to pay all other expenses associated with the property in addition to base rent.

The table below provides leasing information for the tenant at the property:

FedEx Property Location	Number of Tenants	Tenant	Renewal Options	Current Annual Base Rent	Base Rent per Square Foot	Total Square Feet Leased	Remaining Lease Term
401 E. Sycamore	1	FedEx Freight East Inc.	13 year lease 2 five year extension periods	\$702,878	\$12.68	55,440	10.75

The following table outlines the loan terms on the existing debt financing assumed in connection with acquisition of the FedEx Property.

FedEx Property Location	1st Mortgage Debt	Type	Rate	Maturity Date
401 E. Sycamore	\$6,965,000	Interest only	6.29%	9/1/2037

FedEx Corporation, together with its subsidiaries, provides transportation, e-commerce, and business services. It operates in four segments: FedEx Express, FedEx Ground, FedEx Freight, and FedEx Kinko's. The FedEx Express segment offers various shipping services for the delivery of packages and freight. This segment also provides international trade services specializing in customs brokerage and global cargo distribution; international trade advisory services; and publishes customs duty and tax information, as well as provides Global Trade Data, an information tool that allows customers to track and manage imports. The FedEx Ground segment provides business and residential money-back-guaranteed ground package delivery services. The FedEx Freight segment offers regional next-day and second-day, and interregional less-than-truckload (LTL) freight services, as well as long-haul LTL freight services. The FedEx Kinko's segment provides document services, such as printing, copying, and binding services; and business services, such as high-speed Internet access and computer rental, videoconferencing, signs and graphics production, and direct mail services. This segment also offers retail products, such as specialty papers, greeting cards, printer cartridges, stationery, and office supplies, as well as provides Web-based services. The company also offers supply chain solutions, including critical inventory logistics, transportation management, fulfillment, and fleet services. FedEx Corporation, formerly known as FDX Corporation, was founded in 1971 and is headquartered in Memphis, Tennessee. FedEx Corporation stock is listed on the New York Stock Exchange, and FedEx has a credit rating of BBB.

Because the FedEx Property is 100% leased to a single tenant on a long-term basis under a net lease, which transfers substantially all of the operating costs to the tenant, we believe that the financial condition and results of operations of the tenant's guarantor and affiliate, FedEx Corporation, are more relevant to investors than the financial statements of the individual property acquired in order to enable investors to evaluate the lessee's credit-worthiness. Additionally, because the properties are subject to a net lease, historical property financial statements provide limited information other than rental income, which is disclosed above. Therefore, we have not provided audited financial statements of the properties acquired.

FedEx Corporation currently files its financial statements in reports filed with the Securities and Exchange Commission, and the following summary financial data regarding FedEx Corporation are taken from the 2007 and 2008 annual reports and Form 10-Q.

	Past Nine Months Ended		For the Fiscal Year Ended	
	2/28/2009	5/31/2008	5/31/2007	5/31/2006
Consolidated Statements of Operations (in thousands)				
Revenues	\$ 27,645,000	\$ 37,953,000	\$ 35,214,000	\$ 32,294,000
Operating Income	2,238,000	2,075,000	3,276,000	3,014,000
Net Income	1,366,000	1,125,000	2,016,000	1,806,000

	As of		As of the Fiscal Year Ended	
	2/28/2009	5/31/2008	5/31/2007	5/31/2006
Consolidated Balance Sheets (in thousands)				
Total Assets	\$ 27,006,000	\$ 25,633,000	\$ 24,000,000	\$ 22,690,000
Long-term Debt	1,918,000	1,506,000	2,007,000	1,592,000
Stockholders' Equity	15,551,000	14,526,000	12,656,000	11,511,000

For more detailed financial information regarding FedEx Corporation, please refer to its financial statements, which are publicly available with the Securities and Exchange Commission at <http://www.sec.gov>.

Harleysville Properties

The REIT acquired 15 Harleysville National Bank and Trust Company (“Harleysville National Bank”) branch properties in various Pennsylvania locations (the “Harleysville Properties”) on March 12, 2008. On February 25, 2008, the REIT’s entire Board of Directors (with the two inside directors abstaining because the acquisition is an affiliated transaction) approved the acquisition of the Harleysville Properties.

The REIT acquired the Harleysville Properties at seller's cost, which does not exceed the fair market value of the Harleysville Properties as determined by an appraisal of a qualified independent appraiser. The purchase price for the Harleysville Properties is approximately \$41.0 million, which is subject to approximately \$31.0 million of existing debt. The remainder of the purchase price was paid with proceeds from the offering and revolving equity investments. (4) The seller of the Harleysville Properties is one of the REIT's sponsors, Nicholas S. Schorsch. The Harleysville Properties are commercial bank branch locations throughout Pennsylvania with an aggregate of 178,000 square feet. The current sole tenant of the properties is Harleysville National Bank and will remain the sole tenant on a triple-net lease basis.

Harleysville Property Location	Acquisition Date	Approximate Purchase Price (1) (2)	Approximate Compensation to Advisor and Affiliates (3)
			TOTAL FOR ALL PROPERTIES = \$720,000
Harleysville, PA	3/12/2008	\$ 13,578,000	(Acquisition Fee + Finance
Lansdale, PA	3/12/2008	1,828,000	Coordination Fee)
Lansdale, PA	3/12/2008	1,618,000	
Lansford, PA	3/12/2008	2,034,000	
Lehigh, PA	3/12/2008	999,000	
Limerick, PA	3/12/2008	1,694,000	
Palmerton, PA	3/12/2008	3,319,000	
Sellersville, PA	3/12/2008	1,162,000	
Skipack, PA	3/12/2008	1,527,000	
Slatington, PA	3/12/2008	1,194,000	
Springhouse, PA	3/12/2008	4,071,000	
Summit Hill, PA	3/12/2008	1,784,000	
Walnutport, PA	3/12/2008	1,699,000	
Wyomissing, PA	3/12/2008	1,552,000	
Slatington, PA	3/12/2008	3,598,000	
Total		\$ 41,657,000	

(1) Seller is our sponsor, Nicholas S. Schorsch.

(2) Purchase price includes all closing costs inclusive of the acquisition fee, which equals 1% of the contract purchase price.

(3) Amounts include acquisition and finance coordination fees paid to our advisor for acquisition and finance coordination services rendered in connection with property acquisition.

(4) The proceeds from the offering totaled approximately \$2,046,000 and the revolving equity investments totaled \$3,954,000 and \$4,000,000.

Each property acquired is subject to a triple-net lease, pursuant to which the tenant is required to pay substantially all operating expenses and capital expenditures in addition to base rent.

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Harleysville Property Location	Tenant	Guarantor	Total Square Feet Leased	% of Total Sq. Ft. Leased
Harleysville, PA	Harleysville National Bank	same	80,275	100%
Lansdale, PA	Harleysville National Bank	same	3,488	100%
Lansdale, PA	Harleysville National Bank	same	3,690	100%
Lansford, PA	Harleysville National Bank	same	7,285	100%
Lehigh, PA	Harleysville National Bank	same	2,868	100%
Limerick, PA	Harleysville National Bank	same	5,000	100%
Palmerton, PA	Harleysville National Bank	same	11,602	100%
Sellersville, PA	Harleysville National Bank	same	3,364	100%
Skippack, PA	Harleysville National Bank	same	4,500	100%
Slatington, PA	Harleysville National Bank	same	7,320	100%
Slatington, PA	Harleysville National Bank	same	19,872	100%
Spring House, PA	Harleysville National Bank	same	12,240	100%
Summit Hill, PA	Harleysville National Bank	same	5,800	100%
Walnutport, PA	Harleysville National Bank	same	5,490	100%
Wyomissing, PA	Harleysville National Bank	same	4,980	100%
Total			177,774	

The table below provides leasing information for the tenant at each respective property:

Harleysville Property Location	Number of Tenants	Tenant	Renewal Options	Current Annual Base Rent	Base Rent per Square Foot	Remaining Lease Term
Harleysville, PA	1	Harleysville National Bank	See Footnote (1)	\$996,100	\$12.41	14.81
Lansdale, PA		Harleysville National Bank		130,200	37.33	14.81
Lansdale, PA		Harleysville National Bank		114,390	31.00	14.81
Lansford, PA		Harleysville National Bank		145,700	20.00	14.81

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Lehighton, PA	Harleysville National Bank	68,832	24.00	14.81
Limerick, PA	Harleysville National Bank	120,000	24.00	14.81
Palmerton, PA	Harleysville National Bank	240,895	20.76	14.81
Sellersville, PA	Harleysville National Bank	80,755	24.01	14.81
Skippack, PA	Harleysville National Bank	108,000	24.00	14.81
Slatington, PA	Harleysville National Bank	83,540	11.41	14.81
Slatington, PA	Harleysville National Bank	261,566	13.16	14.81
Spring House, PA	Harleysville National Bank	295,920	24.18	14.81
Summit Hill, PA	Harleysville National Bank	127,600	22.00	14.81
Walnutport, PA	Harleysville National Bank	120,780	22.00	14.81
Wyomissing, PA	Harleysville National Bank	109,560	22.00	14.81
Total/Average		\$3,003,838	\$16.90	14.81

- (1) The lease agreement for each Harleysville Property contains a number of consecutive renewal options. After the initial contractual period, each lease may be renewed for two additional five-year terms. After both five-year renewal options have been exercised, each lease may be renewed for an additional three-year period, then for six additional five-year periods and finally, one additional two-year period.

The following table outlines the loan terms on the existing debt financing on the Harleysville Properties. The loan has a fixed rate of 6.59% for the first six (6) years of the loan term after which the rate resets to the then current five (5) year Treasury rate plus 2.25% (with a floor of 6.5%), with interest only payments for the first three (3) years of the loan term, principal and interest payments based on a twenty (20) year amortization period for years four (4) through ten (10) of the loan term and a 10-year maturity with a 5 year extension option.

Harleysville				
Property Location	1st Mortgage Debt	Rate	Maturity Date	
Harleysville, PA	\$ 10,104,229	6.59%	1/1/2018	
Lansdale, PA	1,360,147	6.59%	1/1/2018	
Lansdale, PA	1,203,780	6.59%	1/1/2018	
Lansford, PA	1,513,258	6.59%	1/1/2018	
Lehigh, PA	743,135	6.59%	1/1/2018	
Limerick, PA	1,260,965	6.59%	1/1/2018	
Palmerton, PA	2,469,757	6.59%	1/1/2018	
Sellersville, PA	864,361	6.59%	1/1/2018	
Skippack, PA	1,136,628	6.59%	1/1/2018	
Slatington, PA	888,856	6.59%	1/1/2018	
Spring House, PA	3,029,802	6.59%	1/1/2018	
Summit Hill, PA	1,327,933	6.59%	1/1/2018	
Walnutport, PA	1,264,531	6.59%	1/1/2018	
Wyomissing, PA	1,155,084	6.59%	1/1/2018	
Slatington, PA	2,677,534	6.59%	1/1/2018	
Total	\$ 31,000,000			

Harleysville National Corporation operates as the holding company for Harleysville National Bank and Trust Company, which provides banking and financial products and services to individual and corporate customers primarily in eastern Pennsylvania. As of December 31, 2008, Harleysville had 85 branch offices located in Montgomery, Bucks, Chester, Berks, Carbon, Lehigh, Monroe and Northampton counties, Pennsylvania. The company was founded in 1909 and is headquartered in Harleysville, Pennsylvania. The company engages in commercial banking and trust business, including accepting time, demand, savings, and money market deposits; making secured and unsecured commercial, consumer, and real estate loans, as well as lease financing; financing commercial transactions; making construction and mortgage loans; and performing corporate pension and personal investment and trust services. It also offers retail banking and wealth management solutions. In addition, the company, through its subsidiary, provides wealth management, estate and succession planning and life insurance services and products for high-net-worth business owners and families.

Because the Harleysville Properties are 100% leased to a single tenant on a long-term basis under a net lease, which transfers substantially all of the operating costs to the tenant, we believe that the financial condition and results of operations of the tenant are more relevant to investors than the financial statements of the individual properties acquired in order to enable investors to evaluate the credit-worthiness of the lessee. Additionally, because the properties are subject to a net lease, historical property financial statements provide limited information other than rental income, which is disclosed above. Therefore, we have not provided audited financial statements of the properties acquired.

Harleysville National Corp. currently files its financial statements in reports filed with the Securities and Exchange Commission, and the following summary financial data regarding Harleysville National Corp. and subsidiaries are taken from the 2007 and 2008 annual reports:

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Consolidated Statements of Operations (in thousands)	For the Fiscal Year Ended		
	12/31/2008	12/31/2007	12/31/2006
Revenue	\$ 206,294	\$ 194,561	\$ 178,941
Net Operating Income	134,790	115,222	124,321
Net Income	25,093	26,595	39,415

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Consolidated Balanced Sheets (in thousands)	As of the Fiscal Year Ended		
	12/31/2008	12/31/2007	12/31/2006
Total Assets	\$ 5,490,509	\$ 3,903,001	\$ 3,249,828
Long-Term Debt	759,658	321,785	239,750
Shareholder's Equity	474,707	339,310	294,751

For more detailed financial information regarding Harleysville National Corp., please refer to its financial statements, which are publicly available with the Securities and Exchange Commission at <http://www.sec.gov>.

Rockland Properties

On April 25, 2008, the REIT's Board of Trustees approved the acquisition of certain property owned by Rockland Trust Company (the "Rockland Properties"). The REIT acquired the Rockland Properties on May 2, 2008.

The purchase price for the Rockland Properties is approximately \$33.1 million, including the acquisition fee and all closing costs, and the Rockland Properties are subject to approximately \$24.4 million of debt. The remainder of the purchase price was funded with proceeds from the offering and revolving equity investments. (1) Rockland Trust, the seller of the Rockland Properties, is an unaffiliated third party. The Rockland Properties consist of commercial bank branches, bank branch/offices and operations centers throughout Southeastern Massachusetts and Cape Cod with an aggregate of approximately 121,000 square feet. The current sole tenant of the properties is Rockland Trust Company.

(1) The proceeds from the offering totaled approximately \$2,205,000, the revolving equity investments totaled \$2,500,000 and the short-term convertible redeemable preferred equity totaled \$3,995,000.

Rockland Property Location	Approximate Purchase Price (1)	Approximate Compensation to Advisor and Affiliates
		TOTAL FOR ALL PROPERTIES =
Brockton, MA	\$ 643,000	\$566,000
Chatham, MA	1,500,000	(Acquisition Fee + Finance Coordination Fee)
Hull, MA	692,000	
Hyannis, MA	2,377,000	
Middleboro, MA	3,495,000	
Orleans, MA	1,371,000	
Randolph, MA	1,540,000	
Centerville, MA	1,129,000	
Duxbury, MA	1,323,000	
Hanover, MA	1,320,000	
Middleboro, MA	922,000	
Pembroke, MA	1,546,000	
Plymouth, MA	5,173,000	
Rockland, MA	4,095,000	
Rockland, MA	1,769,000	
S. Yarmouth, MA	1,586,000	
Scituate, MA	1,263,000	
West Dennis, MA	1,384,000	
Total	\$ 33,128,000	

(1) Approximate purchase price includes purchase price plus closing costs, inclusive of the acquisition fee, which equals 1% of the contract purchase price.

Each property is 100% leased on a triple-net basis to Rockland Trust Company, pursuant to which the tenant is required to pay substantially all operating expenses and capital expenditures in addition to base rent. The guarantor under the lease is Rockland Trust Company. Each location has four concurrent renewal options, each for a five-year term at the then prevailing market rate.

Rockland Property Location	Total Square Feet Leased	Current Annual Base Rent	Base Rent per Square Foot	Lease Term (Years)
Middleboro, MA	18,520	\$ 250,020	\$ 13.50	10.0
Hyannis, MA	8,948	170,012	19.00	10.0
Hull, MA	1,763	49,364	28.00	10.0
Randolph, MA	3,670	110,100	30.00	10.0
Duxbury, MA	2,667	90,678	34.00	15.0
Brockton, MA	1,835	45,875	25.00	10.0
Centerville, MA	2,977	77,402	26.00	15.0
Chatham, MA	3,459	107,229	31.00	10.0
Orleans, MA	3,768	97,968	26.00	10.0
Pembroke, MA	3,213	106,029	33.00	15.0
S. Yarmouth, MA	4,727	108,721	23.00	15.0
Scituate, MA	2,706	86,592	32.00	15.0

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Rockland, MA	18,425	280,981	15.25	15.0
Rockland, MA	11,027	121,297	11.00	15.0
Hanover, MA	2,828	90,496	32.00	15.0
Plymouth, MA	25,358	355,012	14.00	15.0
Middleboro, MA	2,106	63,180	30.00	15.0
West Dennis, MA	3,060	94,860	31.00	15.0
Total average	121,057	2,305,816	\$ 19.05	13.2

The following table outlines the loan terms on the debt financing assumed in connection with acquisition of the Rockland Properties:

Mortgage Debt Amount	Type	Rate	Maturity Date
\$24,412,500	Variable	30 Day LIBOR+ 1.375%(1)	May 2013

(1) The Company entered into a rate lock agreement to limit its interest rate exposure. The LIBOR floor and cap are 3.54% and 4.125% (initial year), respectively.

Independent Bank Corp. (NYSE: INDB) operates as the holding company for Rockland Trust Company (the “Bank”), which provides commercial banking, retail banking, and investment management services in Massachusetts. Its Fitch credit rating is BBB-. It offers a range of demand deposits, interest checking, money market accounts, savings accounts, and time certificates of deposit. The Bank's loan portfolio comprises commercial loans, business banking loans and consumer loans. It also provides real estate loans, which comprise commercial mortgages that are secured by nonresidential properties, residential mortgages that are secured primarily by owner-occupied residences, and mortgages for the construction of commercial and residential properties. In addition, the Bank provides investment management and trust services to individuals, small businesses, and charitable institutions, as well as serves as executor or administrator of estates. As of December 31, 2008, it operated 58 full service and three limited service retail bank branches, 10 commercial banking centers, 4 investment management group offices, and 5 residential lending centers, which are located in Southeastern Massachusetts and Cape Cod. The Bank was founded in 1907 and is headquartered in Rockland, Massachusetts.

Independent Bank Corp. currently files its financial statement in reports filed with the Securities and Exchange Commission, and the following summary financial data regarding Independent Bank Corp. are taken from the 2006, 2007 and 2008 annual reports.

	For the Fiscal Year Ended December 31,		
	2008	2007	2006
Consolidated Statements of Operations (in thousands)			
Interest Income	\$ 176,388	\$ 159,738	\$ 167,693
Net Interest Income after Provision for Loan Losses	106,574	93,053	100,320
Net Income	28,084	28,381	32,851

	As of the Fiscal Year Ended December 31,		
	2008	2007	2006
Consolidated Balance Sheets (in thousands)			
Total Assets	\$ 3,628,469	\$ 2,768,413	\$ 2,828,919
Long-Term Debt	695,317	504,344	493,649
Stockholders' Equity	305,274	220,465	229,783

For more detailed financial information regarding Independent Bank Corp., please refer to its financial statements, which are publicly available with the Securities and Exchange Commission at <http://www.sec.gov>.

Rite Aid Properties

On September 29, 2008, American Realty Capital Trust Inc. (the “REIT”) acquired 6 Rite Aid properties (the “Rite Aid Properties”). The REIT acquired the Rite Aid Properties at sellers’ cost, which does not exceed the fair market value of the Rite Aid Properties as determined by an appraisal of a qualified independent appraiser. The purchase price for the Rite Aid Properties is approximately \$18.8 million, including closing costs and the acquisition fee, and the Rite Aid Properties are subject to approximately \$12.8 million of assumed existing debt. The remainder of the purchase price was funded with revolving equity investment of approximately \$6,000,000 from a related party under an unsecured revolving equity facility. The sellers of the Rite Aid Properties are two of the REIT’s sponsors, Nicholas S. Schorsch and William M. Kahane. The Rite Aid Properties are drug stores in Ohio and Pennsylvania with an aggregate of approximately 75,000 square feet. The current sole tenant of the properties is Rite Aid and will remain the sole tenant on a triple-net or double-net lease basis.

Rite Aid Property Location	Approximate Purchase Price (1)	Approximate Compensation to Advisor and Affiliates
		TOTAL FOR ALL PROPERTIES =
Lisbon, OH	\$ 1,515,000	\$314,000 (Acquisition Fee + Finance Coordination Fee)
East Liverpool, OH	2,249,000	
Carrollton, OH	2,376,000	
Cadiz, OH	1,720,000	
Pittsburgh, PA	6,334,000	
Carlisle, PA	4,640,000	
Total	\$ 18,834,000	

(1) Approximate purchase price includes purchase price plus closing costs, inclusive of the acquisition fee, which equals 1% of the contract purchase price.

Two of the property acquisitions (the Pennsylvania properties) are subject to a triple-net lease, pursuant to which the tenant is required to pay all operating expenses and capital expenditures in addition to base rent. Four of the property acquisitions (the Ohio properties) are subject to double-net leases, pursuant to which the landlord is responsible for maintaining the property’s roof and structure, and the tenant is required to pay all other expenses associated with the property in addition to base rent. The guarantor under the lease is Rite Aid Corp. The Ohio locations have six concurrent renewal options, each for a five-year term. The Pennsylvania locations have eight concurrent renewal options, each for a five-year term. Renewal rates include certain increases for fixed percentages as well as market adjustments, as defined by the lease.

Rite Aid Property Location	Total Square Feet Leased	Current Annual Base Rent	Base Rent per Square Foot	Remaining Lease Term (Years) (1)
Lisbon, OH	10,141	\$ 113,174	\$ 11.16	7.41
East Liverpool, OH	11,362	169,333	14.90	9.64
Carrollton, OH	12,613	179,177	14.21	9.22
Cadiz, OH	11,335	129,024	11.38	8.18
Pittsburgh, PA	14,766	469,790	31.82	19.10
Carlisle, PA	14,702	343,728	23.38	19.10
Total	74,919	\$ 1,404,226	\$ 18.74	14.75

(1) Remaining lease term as of June 30, 2008.

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The following table outlines the loan terms on the debt financing assumed in connection with acquisition of the Rite Aid Properties.

Mortgage Debt Amount	Type	Rate	Maturity Date
\$ 12,808,000	Fixed - Interest Only	6.97%	September 2017

Rite Aid (“RAD”) is the third largest drug store chain in the U.S., operating about 5,100 stores. Its S&P credit rating is B. We estimate store locations average about 12,150 sq. ft. RAD locates its stores in what it believes are convenient locations in fast-growing metropolitan areas. Stores sell prescription drugs and a wide variety of general merchandise (front-end products), including OTC medications, health and beauty aids, personal care items, cosmetics, greeting cards, household items, convenience foods, photo processing services, and seasonal merchandise. Sales of prescription drugs accounted for 67% of total sales in fiscal year 2008. Over-the-counter medications and personal care items generated 10% of sales in fiscal year 2008. The company distinguishes its stores from other national chain drug stores through its emphasis on private label brands and a store-within-Rite Aid stores program with General Nutrition Companies, Inc. (GNC). The company sells 3,000 private label products in its stores, contributing about 13% of front-end sales in categories where private label products are offered. The company plans to continue increasing the number of private label products in fiscal year 2009. RAD had opened about 1,486 GNC stores-within-Rite Aid stores as of March 2008. RAD is implementing programs directed toward its pharmacy business, including faster prescription delivery and an increased focus on attracting and retaining managed care customers. RAD is focusing efforts and resources on improving operations in its existing store base. The company's new store prototype has 13,000 sq. ft. in average selling sq. ft. and has 15,900 in overall sq. ft. RAD's goal is to open or relocate about 1,000 stores by the end of fiscal year 2012 under the new prototype. To increase pharmacy sales, the company purchases pharmacy files from other drug stores and has recently added the capability to provide pharmacy benefit management services to employers, health plans, and insurance companies. RAD intends to offer 90-day prescription refills to its customers as an alternative to mail order.

Rite Aid currently files its financial statements in reports filed with the Securities and Exchange Commission, and the following summary financial data regarding Rite Aid are taken from the 2006, 2007 and 2008 annual reports:

Consolidated Statements of Operations (in thousands)	Past Nine Months Ended November 29,	For the Fiscal Year Ended		
	2008	March 1, 2008	March 3, 2007	March 4, 2006
Revenues	\$ 19,581,701	\$ 24,326,846	17,399,383	\$ 17,163,044
Operating Income	(163,268)	185,271	300,995	327,612
Net Income	(621,762)	(1,078,990)	26,826	1,273,006

Consolidated Balance Sheets (in thousands)	As of the Fiscal Year Ended		
	March 1, 2008	March 3, 2007	March 4, 2006
Total Assets	\$ 11,488,023	\$ 7,091,024	\$ 6,988,371
Long-Term Debt	5,610,489	2,909,983	2,298,706
Stockholders' Equity	1,711,185	1,662,846	1,606,921

For more detailed financial information regarding Rite Aid, please refer to its financial statements, which are publicly available with the Securities and Exchange Commission at <http://www.sec.gov>.

National City Bank Properties

On August 29, 2008, the REIT's Board of Trustees (with the two inside directors abstaining because the acquisition of 2 National City bank branches (the "National City Properties") is an affiliated transaction) approved the acquisition of the National City Properties. The REIT acquired the branch located in Palm Coast, FL on September 16, 2008 (the "Palm Coast Property") and the bank branch located in Pompano Beach, FL on October 23, 2008 (the "Pompano Beach Property").

The purchase price for the National City Properties is approximately \$6.9 million, including closing costs and the acquisition fee, and the National City Properties are subject to approximately \$4.5 million of debt, comprised of loans from TD Bank, N.A. in the amounts of approximately \$2.1 million for the Palm Coast Property and \$2.4 million for the Pompano Beach Property. The remainder of the purchase price was funded with revolving equity investment of approximately \$2,400,000 from a related party under an unsecured revolving equity facility. The seller of the National City Properties is an affiliated party. The National City Properties are two bank branches in Florida with an aggregate of approximately 8,500 square feet. The current sole tenant of the properties is National City Bank and will remain the sole tenant on a triple-net basis.

National City Property Location	Approximate Purchase Price	Approximate Compensation to Advisor and Affiliates
Palm Coast, FL	\$ 3,100,000	\$ 51,000
Pompano Beach, FL	3,800,000	61,000
Total	\$ 6,900,000	\$ 112,000

The properties are triple-net leased to National City Bank, pursuant to which National City Bank is required to pay all operating expenses and capital expenditures in addition to base rent, and have primary lease terms of 20 years. Annual rent is \$466,465 for each of the first five years of the initial lease term, increased by 12% every five years for the Palm Coast Property and 10% every five years for the Pompano Beach Property.

National City Property Location	Total Square Feet Leased	Current Annual Base Rent	Base Rent per Square Foot
Palm Coast, FL	3,740	\$ 210,000	\$ 56.15
Pompano Beach, FL	4,663	256,465	55.00
Total	8,403	\$ 466,465	\$ 55.51

The following table outlines the loan terms on the debt financing incurred in connection with acquisition of the National City Properties:

National City Property Location	Mortgage Debt Amount	Rate (1)	Maturity Date
Palm Coast, FL	\$ 2,062,500	30 day LIBOR + 1.50%	September 16, 2013
Pompano Beach, FL	2,437,500	30 day LIBOR + 1.50%	October 23, 2013
Total	\$ 4,500,000		

(1) We limited our interest rate exposure by entering into a rate lock agreement with a LIBOR floor and cap of 3.37% and 4.45% (initial year), respectively for a notional contract amount of approximately \$4,115,000 and a fixed rate of 3.565% on a notional contract amount of approximately \$385,000.

National City Corporation is a \$152.5 billion financial holding company with \$94.6 billion in deposits and \$3.02 billion in revenues. It is based in Cleveland, OH, and as of December 31, 2007 had more than 1,400 branch banking offices in Ohio, Florida, Illinois, Indiana, Kentucky, Michigan, Missouri, Pennsylvania, and Wisconsin. It is rated S&P A-. On October 24, 2008, PNC Financial Services Group announced that it would purchase National City Corporation in a stock transaction valued at \$5.2 billion.

National City Corporation currently files its financial statements in reports filed with the Securities and Exchange Commission, and the following summary financial data regarding National City Corporation are taken from the 2005, 2006 and 2007 annual reports and Form 10-Q.

Consolidated Statements of Operations (in millions)	For the Fiscal Year Ended December 31,			
	Three Months Ended June 30, 2008	2007	2006	2005
Revenues	\$ 1,880	\$ 9,185	8,934	\$ 7,732
Operating Income	1,015	4,396	4,604	4,696
Net (Loss) Income	(1,756)	314	2,300	1,985

Consolidated Balance Sheets (in millions)	As of the Fiscal Year Ended December 31,		
	2007	2006	2005
Total Assets	\$ 150,374	\$ 140,191	\$ 142,397
Long-Term Debt	25,992	25,407	30,496
Stockholders' Equity	13,408	14,581	12,613

For more detailed financial information regarding National City Corporation, please refer to its financial statements, which are publicly available with the Securities and Exchange Commission at <http://www.sec.gov>.

PNC Bank Properties

The REIT acquired 50 bank branches triple-net leased to PNC Bank, National Association (the “PNC Properties”) on November 25, 2008. On August 12, 2008, the REIT’s Board of Directors approved the acquisition of the PNC Properties and as of November 18, 2008 approved the financings with TD Bank, N.A. and KBC Bank, N.V., each described below.

The contract purchase price for the PNC Properties is approximately \$42,286,000. Closing costs and the acquisition fee payable to American Realty Capital Advisors, LLC total approximately \$2.3 million. The purchase price was paid with proceeds from the sale of common shares, first mortgage indebtedness, bridge equity from KBC Bank, N.V. (which bridge equity we expect to pay off during the first quarter of 2009), and funds from individuals of approximately \$2,097,598, \$33,398,902, \$8,000,000 and \$1,089,500 respectively. The PNC Properties are bank branches in Pennsylvania, New Jersey and Ohio with an aggregate of approximately 275,000 square feet. The current sole tenant of the properties is PNC Bank, National Association (“PNC Bank”) and will remain the sole tenant on a triple-net lease basis.

Address	City, State	Approximate Purchase Price(1)	Approximate Compensation to Advisor and Affiliates
1001 East Erie Ave	Philadelphia, PA	\$ 904,000	Total for All Properties = \$757,000
108 East Main Street	Somerset, PA	1,206,000	(Acquisition fee + Finance coordination fee)
114 West State Street	Media, PA	754,000	
1152 Main Street	Paterson, NJ	829,000	
1170 West Baltimore Pike	Media, PA	301,000	
12 Outwater Lane	Garfield, NJ	1,206,000	
1260 McBride Ave	West Paterson, NJ	678,000	
141 Franklin Turnpike	Mahwah, NJ	829,000	
1485 Blackwood-Clementon Rd	Clementon, PA	1,432,000	
150 Paris Ave	Northvale, NJ	829,000	
16 Highwood Ave	Tenafly, NJ	754,000	
1921 Washington Valley Road	Martinsville, NJ	1,432,000	
1933 Borendtown Ave	Parlin, NJ	980,000	
204 Raritan Valley College Drive	Somerville, NJ	1,281,000	
207 S State St	Clarks Summit, PA	528,000	
2200 Cottman	Philadelphia, PA	1,206,000	
222 Ridgewood Ave	Glen Ridge, NJ	678,000	
2431 Main Street	Trenton, NJ	1,507,000	
294 Main Ave	Clifton, NJ	678,000	
30 Main Street	West Orange, NJ	829,000	
31 S Chester Rd	Swarthmore, PA	528,000	
315 Haddon Ave	Haddonfield, PA	980,000	
321 E 33rd St	Paterson, NJ	377,000	

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34 East Market Street	Blairsville, PA	678,000
359 Georges Rd	Dayton, NJ	1,206,000
36 Bergen St	Westwood, NJ	528,000
401 West Tabor Road	Philadelphia, PA	528,000
403 N Baltimore St	Dillsburg, PA	452,000
404 Pennsylvania Ave East	Warren, PA	678,000
410 Main Street	Orange, NJ	980,000
424 Broad Street	Bloomfield, NJ	829,000
425 Boulevard	Mountain Lakes, NJ	1,055,000
45 South Martine Ave	Fanwood, NJ	1,206,000
470 Lincoln Avenue	Pittsburgh, PA	678,000
49 Little Falls Road	Fairfield, NJ	1,959,000
501 Pleasant Valley Way	West Orange, NJ	528,000
555 Cranbury Road	East Brunswick, NJ	1,130,000
570 Pompton Ave	Cedar Grove, NJ	1,356,000
583 Kearny Ave	Kearny, NJ	829,000
588 Newark-Pompton Tnpk	Pompton Plains, NJ	301,000
5900 N Broad St	Philadelphia, PA	603,000
591 Route 33	Millstone, NJ	904,000
638 E Landis Ave	Vineland, NJ	754,000
6th & Spring Garden	Philadelphia, PA	980,000
7811 Tylersville Road	West Chester, OH	1,281,000
82 Greenbrook Road	Dunellen, NJ	1,055,000
8340 Germantown Ave	Philadelphia, PA	301,000
9 West Somerset Street	Raritan, NJ	1,206,000
Cooper & Delsea	Deptford, NJ	979,000
RR1 Box 640	Tannersville, PA	903,000
TOTAL		\$ 44,613,000

(1) Approximate purchase price includes purchase price plus closing costs, inclusive of the acquisition fee, which equals 1% of the contract purchase price.

The properties are triple-net leased to PNC Bank, pursuant to which PNC Bank will be required to pay substantially all operating expenses and capital expenditures in addition to base rent, simultaneously with the acquisition of the properties, and will have primary lease terms of ten years, expiring November 1, 2018. Annual rent is \$2,960,000 for each of the first five years of the initial lease term, increased by 10% in year six. The leases provide for up to four extensions of successive five-year terms with an increase in the rental rate by 10% for each additional renewal term. Following the first year of the lease, the tenant has the right to terminate two leases within the PNC Properties each calendar year during the term of the lease, including renewal options, at any time upon at least twelve months prior written notice to the REIT.

Address	City, State	Total Square Feet Leased	Current Annual Base Rent	Rent Per Square Foot
1001 East Erie Ave	Philadelphia, PA	3,653	\$ 60,000	\$ 16.42
108 East Main Street	Somerset, PA	7,322	80,000	10.93
114 West State Street	Media, PA	12,344	50,000	4.05
1152 Main Street	Paterson, NJ	4,405	55,000	12.49
1170 West Baltimore Pike	Media, PA	2,366	20,000	8.45
12 Outwater Lane	Garfield, NJ	7,372	80,000	10.85
1260 McBride Ave	West Paterson, NJ			