American Realty Capital Trust, Inc.
Form POS AM
February 03, 2010

As filed with the Securities and Exchange Commission on February 3, 2010

Registration No. 333-145949

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

PRE-EFFECTIVE AMENDMENT NO. 1 TO
POST-EFFECTIVE AMENDMENT NO. 7 TO
FORM S-11
FOR REGISTRATION UNDER THE SECURITIES ACT OF 1933
OF SECURITIES OF CERTAIN REAL ESTATE COMPANIES

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

106 York Road
Jenkintown, Pennsylvania 19046
(215) 887-2189
(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)

With a Copy to:
Peter M. Fass, Esq.
Proskauer Rose LLP
1585 Broadway
New York, New York 10036-8299
(212) 969-3000

Approximate Date of Commencement of Proposed Sale to Public: As soon as practicable after the registration statement becomes effective.

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act, check the following box þ

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. o

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering: o

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering: o

If delivery of the prospectus is expected to be made pursuant to Rule 434, check, the following box: o

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one)

Large accelerated filer	o		Accelerated filer	o
Non-accelerated filer	þ	(Do not check if a smaller reporting company)	Smaller reporting company	o

This Post-Effective Amendment No. 7 consists of the following:

- Supplement No. 3, dated February 3, 2010, included herewith, which will be delivered as an unattached document along with the Prospectus.

- Registrant’s final form of Prospectus, dated November 10, 2009, previously filed pursuant to Rule 424(b)(3) on November 13, 2009.

  - Part II, included herewith.

  - Signatures, included herewith.

AMERICAN REALTY CAPITAL TRUST, INC.
SUPPLEMENT NO. 3 DATED February 3, 2010
TO THE PROSPECTUS DATED November 10, 2009

This prospectus supplement (this “Supplement No. 3”) is part of the prospectus of American Realty Capital Trust, Inc. (the “REIT” or the “Company”), dated November 10, 2009 (the “Prospectus”), and should be read in conjunction with the Prospectus. This Supplement No. 3 supplements, modifies or supersedes certain information contained in our Prospectus. This Supplement No. 3 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. 3 will be delivered with the Prospectus.

The purpose of this Supplement No. 3 is to consolidate the information contained in all previous supplements to the Prospectus and to update the financial information of the REIT.

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Summary Risk Factors

We have qualified as a REIT for the tax year ended December 31, 2009.

Status of the Offering

We commenced our initial public offering of 150,000,000 shares of common stock on January 25, 2008. As of January 26, 2010, we had issued 15,581,689 shares of common stock, including 339,077 shares issued in connection with an acquisition in March 2008. Total gross proceeds from these issuances were $153,601,869. As of January 26, 2010, the aggregate value of all share issuances and subscriptions outstanding was $155,707,415 based on a per share value of $10.00 (or $9.50 per share for shares issued under the DRIP). We will offer these shares until January 25, 2011, provided that the offering will be terminated if all of the shares are sold before then.

Shares Currently Outstanding

As of January 26, 2010, there were approximately 134.6 million shares of our common stock outstanding, excluding shares available under the distribution reinvestment plan.

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Selected Financial Data

The selected financial data presented below has been derived from our consolidated financial statements as of September 30, 2009 and December 31, 2008:

Balance Sheet Data:	Nine Months Ended September 30, 2009 (Unaudited)	Year Ended December 31, 2008
Total real estate investments, net	$ 232,551,523	$ 161,714,182
Cash	8,697,197	886,868
Restricted cash	38,025	47,937
Prepaid expenses and other assets	5,693,979	2,293,464
Total assets	246,980,724	164,942,451
Mortgage notes payable	137,309,568	112,741,810
Short-term bridge equity funds	15,878,495	30,925,959
Long-term notes payable	13,000,000	1,089,500
Investor contributions held in escrow	---	30,824
Total liabilities	181,188,748	163,183,128
Total stockholders' equity	65,791,976	1,759,323
Total liabilities and stockholders' equity	246,980,724	164,942,451
Operating Data:		
Rental income	9,636,008	5,546,363
Asset management fees to affiliate	70,000	--
Property management fees to affiliate	--	4,230
Operating income	3,375,048	2,105,615
Interest expense	(7,292,251)	(4,773,593)
Net loss	(3,495,616)	(4,282,784)
Cash Flow Data:		
Net cash (used in) provided by operating activities	(3,516,989)	4,012,739
Net cash used in investing activities	(76,321,062)	(97,456,132)
Net cash provided by financing activities	87,648,380	94,330,261

Real Estate Investments Summary

The following summary of real estate investments as of the date of this Supplement No. 3 is to supplement the section of our Prospectus captioned “Real Property Investments” on pages 87-104 of the Prospectus.

The REIT acquired the following real estate investments:

- 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;
- 2 National City Bank branches (now leased to PNC Bank, National Association) in Florida (the “National City Properties”) from affiliated parties on September 16, 2008 and October 23, 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;
  - a Fed Ex Freight Facility (the "Fed Ex Freight Facility") located in Houston, TX on July 8, 2009;
    - a Walgreens location (the "Walgreens Property") located in Sealy, TX on July 17, 2009;
- 10 newly-constructed retail stores from CVS Caremark ("CVS") located in 9 states - Illinois, South Carolina, Texas, Georgia, Michigan, New York, Arizona, North Carolina and California on September 18, 2009 ("CVS Pharmacy Portfolio I");
- 15 newly-constructed retail stores from CVS located in 11 states – Alabama, Arizona, California, Florida, Georgia, Indiana, Maine, Minnesota, Missouri, North Carolina and Nevada on November 19, 2009 ("CVS Pharmacy Portfolio II");
- a leasehold interest in a build-to-suit Home Depot Distribution Facility from the developer, located in Topeka, Kansas on December 11, 2009;
- 6 recently constructed Bridgestone retail stores from a developer in various locations in Oklahoma and Florida (the "Bridgestone Properties") on various closings in December 2009 (5 locations) and January 2010 (1 location);
- an Advanced Auto location (the "Advanced Auto Property") located in Plainfield, MI on December 30, 2009; and
- 2 Fresenius Medical Care Distribution Facilities (the "Fresenius Properties") located in Apple Valley, CA and Shasta Lake, CA from the developer on January 29, 2010.

The amount of the Year 1 yield based upon the contract purchase price of the acquired properties as compared to the Year 1 total rent is approximately 7.64%, which excludes contractual rent increases occurring in future years.

	Purchase Price (1)	Current Mortgage Debt	Interest Rate (2)	Portfolio-Level Leverage	Rent Year 1	Rent Year 2	Base Rent Increase (Year 2) (3)
Federal Express Distribution Center (PA)	$ 10,207,674	$ 6,965,000	6.29%	68.2%	$ 702,828	$ 702,828	3.78% and 3.65% in years 6 and 11, respectively
Harleysville National Bank Portfolio	41,675,721	31,000,000	6.59%	74.4%	3,003,838	3,063,912	—
Rockland Trust Company Portfolio	33,117,419	23,649,499	4.92%	71.4%	2,305,816	2,340,403	1.5% annually
PNC Bank (formerly National City Bank)	6,853,419	4,412,196	4.89%	64.4%	466,465	466,465	10% after 5 years
Rite Aid Portfolio	18,839,392	12,808,265	6.97%	68.0%	1,404,226	1,404,226	—
PNC Bank Portfolio	44,813,074	32,931,336	5.25%	73.5%	2,960,000	2,960,000	10% after 5 years
Fed Ex Freight Facility (TX) (5)	31,691,989	16,250,000	5.95%	51.3%	2,580,315	2,580,315	1% increase in years 5 and 9
Walgreens Location	3,817,733	1,550,000	6.55%	40.6%	310,000	310,000	—
CVS Pharmacy Portfolio I	40,684,721	23,709,980	6.87%	58.3%	3,387,195	3,387,195	5% increase every 5 years
CVS Pharmacy Portfolio II	59,787,962	33,068,100	6.55% (6)	55.3%	4,983,670	4,983,670	5% increase every 5 years
Home Depot Distribution Facility	23,531,680	13,716,160	6.25%/6.50%(7)	58.3%	1,805,961	1,839,070	2% annually
Bridgestone Firestone Portfolio	15,043,322	—	—	—	1,269,591	1,269,591	6.25% every 5 years
Advanced Auto Location	1,730,235	—	—	—	160,000	160,000	—

Fresenius Portfolio	12,589,087	6,090,000		6.63%	48.4%	1,023,400	1,023,400	Approximately 10% in years 2 and 7
Total Portfolio	$ 344,347,428	$ 206,150,536	6.13%		59.9%	$ 26,363,301	$ 26,491,071	
Investment Grade Tenants (based on Rent - S&P BBB- or better)				90.1%				
Average Remaining Lease Term (years) (4)				16.8				

(1) - Purchase Price includes capitalized closing costs and acquisition fees paid to American Realty Capital Advisors, LLC, as applicable.
(2) - Interest rate includes the effect of in-place hedges.
(3) - Increase does not take into account lease escalations that commence in future years or adjustments based on the Consumer Price Index.
(4) - As of December 31, 2009 - Primary lease term only (excluding renewal option periods).
(5) - Company entered into a one-year bridge equity facility for approximately $15.9 million which was repaid with proceeds from a mortgage note secured in January 2010.
(6) - Weighted average rate as of December 31, 2009 - interest rate on fee simple properties is 6.50%; interest rate on leasehold properties is 6.65%.
(7) - The loan has a four-year term, with the first three years considered the initial term at an interest rate of 6.25%, and a one year extension at an interest rate of 6.50%.

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

Year	Expiring Revenues	Expiring Leases (1)	Square Feet	% of Gross Rev
2009	$ –	–	–	–
2010	–	–	–	–
2011	–	–	–	–
2012	–	–	–	–
2013	–	–	–	–
2014	–	–	–	–
2015	–	–	–	–
2016	242,000	2	21,476	0.9%
2017	179,000	1	12,613	0.6%
2018	4,910,000	59	384,201	17.6%
	$5,331,000	62	418,290	19.1%

(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 section of our Prospectus captioned “Distribution Policy and Distributions” on pages 10 and 148 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. Our daily dividend commenced accruing on April 5, 2008.

On November 5, 2008, the Board of Directors 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, results in an annualized distribution rate of 6.7%.

On October 5, 2009, the Board of Directors approved a special distribution of $0.05 per share payable to shareholders of record on December 31, 2009, in addition to the current 6.7% annualized distribution rate paid monthly. This special distribution was paid on January, 19, 2010.

On January 27, 2010, the Board of Directors approved an increase in its annual cash distribution from $.67 to $.70, paid monthly. Based on a $10.00 share price, this 30 basis point increase, effective April 1, 2010, will result in an annualized distribution rate of 7.0%.

To date, all of the Company’s distributions have been paid with funds generated from operations. There can be no assurance that this will continue to be the case going forward.

The following table summarizes the Company's historical and prospective distribution rate, reflecting the special distribution and increase to the annual rate effective April 1, 2010 noted above:

Period			Annualized Distribution Rate		Number of Months
May 2008 (1)	to	December 2008	6.5%		8
January 2009	to	March 2010	6.7%		15
Special Distribution - January 2010 (2)			0.5%		-
			7.2%	(2)	
April 2010	to	---	7.0%		-

(1) initial distribution was paid in May 2008.
(2) payable to shareholder's of record as of December 31, 2009, resulting in a minimum distribution rate of 7.2% for an investor who owned a common share of the Company for the full year ended December 31, 2009.

The Company determined distributions paid to shareholders in 2009 will be reported as nondividend distributions on Form 1099 for the applicable period. Accordingly, such distributions are generally not subject to ordinary income tax in the related period. This tax characterization is consistent with distributions paid to shareholders in 2008.

The portion of the distribution that is not subject to tax immediately is considered a return of capital for tax purposes and will reduce the tax basis of a shareholder's investment. This defers a portion of applicable taxes until the investment is sold or the Company is liquidated, at which time the shareholder will be taxed at capital gains rates. However, because each investor's tax considerations are different, the Company recommends that investors consult with their tax advisor.

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

	Total	Cash	DRIP
April, 2008	$ –	$ –	$ –
May, 2008	30,260	22,007	8,253
June, 2008	49,637	35,283	14,354
July, 2008	55,043	34,788	20,255
August, 2008	57,583	36,519	21,064
September, 2008	61,396	39,361	22,035
October, 2008	61,425	41,078	20,347
November, 2008	65,496	43,646	21,850
December, 2008	64,444	42,877	21,567
January, 2009	69,263	46,227	23,036
February, 2009	76,027	50,214	25,813
March, 2009	74,915	49,020	25,895
April, 2009	101,281	64,375	36,906
May, 2009	128,867	78,604	50,263
June, 2009	180,039	106,741	73,298
July, 2009	217,325	127,399	89,926

August, 2009	290,230	177,620	112,610
September, 2009	375,926	220,165	155,761
October 2009	455,051	264,729	190,322
November 2009	563,471	328,555	234,916
December 2009	643,125	374,714	268,411
January 2010 (1)	1,498,413	855,282	643,131

(1) Includes the special distribution paid on January 19, 2010 to shareholders of record as of December 31, 2009.

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 generally expects 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.

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Status of Fees Paid and Deferred

The following information is to be added to the section of our Prospectus captioned “Estimated Use of Proceeds” section on pages 4-5 and 36-37 of the Prospectus.

From January 1, 2008 through December 31, 2008, the Company reimbursed the Advisor $0 for organizational and offering expenses and incurred the following fees:

- 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

From January 1, 2009 through December 31, 2009, the Company reimbursed the Advisor $5,617,286 for organizational and offering expenses and incurred the following fees:

- acquisition fees of $1,690,714 paid to the Advisor
- finance coordination fees of $879,626 paid to the Advisor
- property management fees of $0 paid to the Property Manager

From January 1, 2010 through January 26, 2010, the Company reimbursed the Advisor $300,000 for organizational and offering expenses and incurred the following fees:

- acquisition fees of $147,616 paid to the Advisor
- finance coordination fees of $60,900 paid to the Advisor
- asset management fees of $145,000 paid to the Advisor

Amounts paid to the advisor include approximately $3,607,000 of offering cost incurred by the affiliated Advisor and Dealer Manager that exceeds 1.5% of gross offering proceeds earned cumulatively through January 26, 2009. Any organizational or offering expenses that exceeds 1.5% of gross offering proceeds over the term of the offering will be the Advisor’s obligation.

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, 2009, the Company paid $145,000 to the Advisor and will determine if such fees will be waived in subsequent periods on a quarter-to-quarter basis. Such waived fees cumulatively through January 26, 2009 equal approximately $2,775,000. 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 be added to supplement the section of our Prospectus captioned “Real Property Investments” on pages 87-104 of the Prospectus.

CVS Pharmacy Portfolio II

On November 3, 2009, the REIT’s Board of Directors approved the acquisition of the CVS Properties II. On November 19, 2009, the Company acquired a portfolio of fifteen newly-constructed retail stores (the “CVS Properties II”) directly from CVS Pharmacy, Inc. The CVS Properties II contain an aggregate of approximately 199,000 square feet, located in 11 states – Alabama, Arizona, California, Florida, Georgia, Indiana, Maine, Minnesota, Missouri, North Carolina and Nevada. The aggregate purchase price is approximately $60.0 million, inclusive of all closing costs and fees.

The purchase price is comprised of a combination of proceeds from the sale of the Company's common shares and proceeds received from a five-year non-recourse, fixed-rate first mortgage loan totaling approximately $33.1 million. The fixed interest rate is 6.55% for the term of the loan
.

Address	City	State	Total Purchase Price	Compensation to Advisor and Affiliate (1)
5211 Neal Trail Dr.	Walkertown	NC	$ 3,705,204	
612 N. Main St.	Creedmoor	NC	3,380,699	
1888 Ogletree Rd.	Auburn	AL	4,224,431	
4145 NW 53rd Ave.	Gainesville	FL	5,968,893	
50 Duval Station Rd.	Jacksonville	FL	4,429,342	
505 County Road 1100 N	Chesterton	IN	5,925,600	
601 Howard Simmons Rd.	East Ellijay	GA	3,825,510	
300 S. Commercial	Harrisonville	MO	3,757,909	
151 Village Walk Dr.	Holly Springs	NC	3,806,651	
384 Elm St.	Biddeford	ME	3,615,565	
7996 Brooklyn Blvd.	Brooklyn Park	MN	2,706,251	
1905 Marth Berry Blvd.	Rome	GA	3,033,849	
1081 Steamboat Pkwy.	Reno	NV	3,036,074	
180 N Dobson Rd.	Chandler	AZ	3,883,302	
9256 E. Slauson Ave.	Pico Rivera	CA	4,488,682	
Total			$ 59,787,962	$ 910,823

(1) Compensation to advisor and affiliate includes acquisition fees and financing coordination fees.

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The CVS Properties II are net leased to CVS Pharmacy, Inc., pursuant to which CVS Pharmacy, Inc. will be required to pay all operating expenses and capital expenditures in addition to base rent, simultaneously with the acquisition of the properties. The weighted average primary lease term under this net lease arrangement is approximately 24.7 years, having commenced simultaneous with closing, and provides for two fixed-rent options of five years each, plus eight fair market value options of five years each. The average annual base rent on a straight-line basis over the initial lease term is approximately $5.4 million. Annual rent is approximately $5.0 million for the first year of the initial lease term, and annual rent will increase by 5% every five years.

Address	City	State	Total Square Feet Leased	Rent Per Square Foot	Year 1 Rent	Initial Lease Term (Years)
5211 Neal Trail Dr.	Walkertown	NC	12,900	$ 37.72	$ 486,621	25
612 N. Main St.	Creedmoor	NC	12,900	27.91	360,000	25
1888 Ogletree Rd.	Auburn	AL	11,945	23.10	275,894	25
4145 NW 53rd Ave.	Gainesville	FL	13,225	36.78	486,371	25
50 Duval Station Rd.	Jacksonville	FL	13,225	23.19	306,725	25
505 County Road 1100 N	Chesterton	IN	13,225	23.53	311,160	25
601 Howard Simmons Rd.	East Ellijay	GA	13,225	22.89	302,760	25
300 S. Commercial	Harrisonville	MO	13,225	23.60	312,086	25
151 Village Walk Dr.	Holly Springs	NC	12,900	26.70	344,457	25
384 Elm St.	Biddeford	ME	13,013	17.93	233,306	25
7996 Brooklyn Blvd.	Brooklyn Park	MN	13,625	19.25	262,300	25
1905 Marth Berry Blvd.	Rome	GA	13,225	23.70	313,494	20
1081 Steamboat Pkwy.	Reno	NV	15,887	24.55	389,979	24
180 N Dobson Rd.	Chandler	AZ	13,013	25.87	336,617	24
9256 E. Slauson Ave.	Pico Rivera	CA	13,013	20.13	261,900	25
Total			198,546	$ 25.10	$ 4,983,670	24.7

The Company has secured first mortgage indebtedness from Ladder Capital Finance, LLC. The following table outlines the terms of the debt financing incurred in connection with acquisitions of the CVS Properties II. The non-recourse loan will be secured by a mortgage on all of the CVS Properties II.

Mortgage Debt Amount	Rate	Term
$33,068,100	6.55%(1)	five years

(1) Weighted average rate - interest rate on fee simple properties is 6.50%; interest rate on leasehold properties is 6.65%.

The net leases are guaranteed by CVS Caremark Corporation ("CVS"), a pharmacy services company, which provides prescriptions and related healthcare services in the United States. CVS operates through two segments, Pharmacy Services and Retail Pharmacy. The Pharmacy Service segment provides a range of prescription benefit management services, including mail order pharmacy services, specialty pharmacy services, plan design and administration, formulary management, and claims processing. This segment serves primarily employers, insurance companies, unions, government employee groups, managed care organizations and other sponsors of health benefit plans, and individuals. As of December 31, 2008, the Pharmacy Services segment operated 58 retail specialty pharmacy stores, 19 specialty mail order pharmacies, and 7 mail service pharmacies located in 26 states of the United States, Puerto Rico, and the District of Columbia. The Retail Pharmacy Segment sells prescription drugs, over-the-counter drugs, beauty products and cosmetics, photo finishing, seasonal merchandise, greeting cards, and convenience foods through its pharmacy retail stores, and online. This segment also provides health care services. As of December 31, 2008, this segment operated 6,923 retail drugstores located in 41 states and the District of Columbia; and 560 retail health care clinics in 27 states. CVS was founded in 1892 and is headquartered in Woonsocket, Rhode Island. CVS stock is listed on the New York Stock Exchange (NYSE: "CVS"), and has a credit rating of BBB+ by Standard & Poor's.

CVS currently files its financial statements in reports filed with the Securities and Exchange Commission, and the following summary financial data regarding CVS are taken from such filings:

(Amounts in millions)	Nine Months Ended September 30, 2009	For the Fiscal Year Ended Dec. 31, 2008	Dec. 29, 2007	Dec. 30, 2006
Consolidated Statements of Operations				
Net revenues	$ 72,906.9	$ 87,471.9	$ 76,329.5	$ 43,821.4
Gross profit	14,811.9	18,290.4	16,107.7	11,742.2
Net earnings	2,646.2	3,212.1	2,637.0	1,368.9

	As of September 30, 2009	As of the Fiscal Year Ended Dec. 31, 2008	Dec. 29, 2007	Dec. 30, 2006
Consolidated Balance Sheets				
Total assets	$ 61,879.3	$ 60,959.9	$ 54,721.9	$ 20,574.1
Long-term debt	8,756.2	8,057.2	8,349.7	2,870.4
Shareholders' equity	35,674.9	34,574.4	31,321.9	9,917.6

Home Depot Distribution Facility – Topeka, Kansas

On August 25, 2009, the REIT's Board of Directors approved the acquisition of the Home Depot Facility. On December 11, 2009, the Company acquired a leasehold interest in a build-to-suit Home Depot Distribution Facility that will service Home Depot stores in the Kansas City region (the "Home Depot Facility"). The Home Depot Facility is a "Rapid Deployment Center" of approximately 465,600 square feet located in Topeka, KS. The aggregate purchase price is approximately $23.5 million, inclusive of all closing costs and fees. The primary lease term under this net lease arrangement is twenty years, having commenced simultaneous with closing, and provides for two extensions of successive five-year terms. The average annual base rent over the initial lease term is approximately $2.2 million.

The purchase price is comprised of a combination of proceeds from the sale of common shares and proceeds received from a four-year non-recourse, fixed-rate first mortgage loan totaling approximately $13.7 million. The first three years of the loan are considered the initial term with a fixed interest rate of 6.25%, and the loan includes a one-year extension option at an interest rate of 6.50%.

Address	City	State	Total Purchase Price	Compensation to Advisor and Affiliate (1)
5200 SW Wenger Street	Topeka	KS	$ 23,531,680	$ 365,763

(1) Compensation to advisor and affiliate includes acquisition fees and financing arrangement fees.

The Home Depot Facility is net leased to Home Depot U.S.A., Inc. ("Home Depot") pursuant to which Home Depot will be required to pay all operating expenses and capital expenditures in addition to base rent, simultaneously with the acquisition of the properties, and have a primary lease term of 20 years. Annual rent is approximately $1.8 million for the first year of the initial lease term, which increases 2% annually.

Address	City	State	Total Square Feet Leased	Rent Per Square Foot	Year 1 Rent	Initial Lease Term (Years)
5200 SW Wenger Street	Topeka	KS	465,600	$ 3.88	$ 1,805,961	20

The Company has secured first mortgage indebtedness from the seller of the Home Depot Facility, HD Topeka, LLC. The following table outlines the terms of the debt financing incurred in connection with acquisition of the Home Depot Facility. The loan will be secured by a mortgage on the Home Depot Facility.

Mortgage Debt Amount	Rate	Maturity Date
$13,716,160	6.25%(1)	January 2013(1)

(1) The loan has a four-year term, with the first three years considered the initial term, and a one year extension

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Home Depot (NYSE: HD), together with its subsidiaries, operates as a home improvement retail company. As of the fiscal year ended February 1, 2009, Home Depot had $41.2 billion in assets, $71.3 billion in annual revenue with $2.3 billion in annual net income. Home Depot operates 2,233 retail stores worldwide. Home Depot was founded in 1978 and is based in Atlanta, Georgia. The company's Home Depot stores sell building materials, home improvement supplies, and lawn and garden products to do-it-yourself customers, do-it-for-me ("D-I-F-M") customers, home improvement contractors, trades people, and building maintenance professionals. Its stores also offer various installation services for D-I-F-M customers. These installation programs include products such as carpeting, flooring, cabinets, countertops and water heaters. In addition, the company provides professional installation of various products that are sold through its in-home sales programs, such as generators and heating and central air systems. Home Depot is rated BBB+ by S&P.

Home Depot files its financial statements with the Securities and Exchange Commission. The following financial information is taken from such filings.

(Amounts in millions)	Nine Months Ended Nov. 1, 2009	For the Fiscal Year Ended Feb. 1, 2009	Feb. 3, 2008	Jan. 28, 2007
Consolidated Statements of Operations				
Net sales	$ 51,607	$ 71,288	$ 77,349	$ 79,022
Gross profit	17,399	23,990	25,997	26,546
Net earnings	2,319	2,260	4,395	5,761

	As of Nov. 1, 2009	As of the Fiscal Year Ended Feb. 1, 2009	Feb. 3, 2008	Jan. 28, 2007
Consolidated Balance Sheets				
Total assets	$ 43,050	$ 41,164	$ 44,324	$ 52,263
Long-term debt	8,656	9,667	11,383	11,643
Shareholders' equity	19,380	17,777	17,714	25,030

Bridgestone Portfolio

On November 3, 2009, the REIT's Board of Directors approved the acquisition of the Bridestone properties. The REIT acquired a portfolio of six recently-constructed Morgan Tire and Auto ("MTA") stores in December 2009 and January 2010 (the "Bridgestone Properties"). MTA is a wholly owned subsidiary of the Bridgestone Corporation. MTA operates the stores as Hibdon Tires Plus. Bridgestone Retail Operations, LLC, as further described below, guarantees the leases. The portfolio consists of six build-to-suit, freestanding, fee-simple properties. The purchase price for the Bridgestone Properties is approximately $15.0 million including closing costs and fees paid to the advisor. The purchase price was paid with proceeds from the sale of common shares. The Bridgestone Properties are located in Oklahoma and Florida, with an aggregate of 57,236 of square feet. The current sole tenant of the properties is MTA and will remain the sole tenant on a double-net lease basis. Bridgestone Retail Operations, LLC, which is a wholly owned subsidiary of Bridgestone Americas, Inc., will guarantee the property leases.

Address	City	State	Purchase Price	Approximate Compensation to Advisor and Affiliates

560 Shedeck Parkway	Yukon	OK	$2,517,019	
1032 W. Danforth Road	Edmond	OK	2,533,728	
7816 South Olympia Avenue	Tulsa	OK	2,628,549	
Highway I-69 & 96th Street	Owasso	OK	2,432,567	
13405 N. Pennsylvania Ave	Oklahoma City	OK	2,355,038	
1781 Blanding Blvd.	Middleburg	FL	2,576,421	
Total			$15,043,322	$147,625

The Bridgestone Properties are double-net leased to MTA, 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, simultaneously with the acquisition of the properties. The Bridgestone Properties' original lease at commencement was 15 years with an average of 13.4 years currently remaining. The double-net leases contain contractual rental escalations of 6.25% every five years, with the landlord responsible for roof and structure. Annual rent is approximately $1.3 million for the first year of the initial lease term, and annual rent will increase by 6.25% every five years. The lease provides for four renewal options at five years each.

Address	City	State	Total Square Feet Leased	Rent Per Square Foot	Year 1 Rent	Lease Term Remaining (Years)
560 Shedeck Parkway	Yukon	OK	10,118	$ 21.00	$ 212,460	12.8
1032 W. Danforth Road	Edmond	OK	10,118	21.14	213,882	13.6
7816 South Olympia Avenue	Tulsa	OK	10,118	21.92	221,736	13.4
Highway I-69 & 96th Street	Owasso	OK	9,723	21.12	205,311	13.1
13405 N. Pennsylvania Ave	Oklahoma City	OK	9,116	21.80	198,743	13.9
1781 Blanding Blvd.	Middleburg	FL	8,143	26.71	217,459	13.6
Total/ Lease Term Remaining Average			57,336	$ 21.99	$ 1,269,591	13.4

Bridgestone Retail Operations, LLC, the lease guarantor, is a wholly owned subsidiary of Bridgestone Americas, Inc. It consists of more than 2,200 company-owned vehicle service and tire locations across the United States, including Firestone Complete Auto Care, Tires Plus, ExpertTire and Wheel Works store locations. Bridgestone Corp. reports earnings on a consolidated basis and does not provide stand-alone financials on its subsidiaries. For the fiscal year ended December 31, 2008, Bridgestone Corp. posted net sales of $35.5 billion. Bridgestone Corporation is rated "BBB+" by S&P and "A3" by Moody's.

Advanced Auto Property

The REIT acquired an advance auto store in December 2009. The 7,000 square foot facility in Plainfield, MI. was purchased for approximately $1.7 million and was paid for from the proceeds from the sale of common shares. The remaining lease term on the facility is 11.9 years, with an annual rent of approximately $160,000.

Fresenius Medical Distribution Portfolio

On January 27, 2010, the REIT's Board of Directors approved the acquisition of the Fresenius Properties. On January 29, 2010, the Company acquired two build-to-suit distribution facilities from Fresenius Medical Care North America a wholly owned subsidiary of Fresenius Medical Care AG & Co. KGaA to be leased by their wholly owned subsidiary Fresenius USA Manufacturing, Inc. The distribution facilities are each approximately 70,000 square feet, and are located in Apple Valley, CA and Shasta Lake, CA. The aggregate purchase price was approximately $12.6 million, inclusive of all closing costs and fees.

Address	City	State	Purchase Price	Approximate Compensation to Advisor and Affiliates (1)
Navajo Rd and Lafayette Street	Apple Valley	CA	$6,611,592	
3415 Bronze Court	Shasta lake	CA	6,427495	
Total			$12,589,087	$182,733

(1) Compensation to Advisor and affiliate includes acquisition fees and financing arrangement fees.

The primary lease term under this double net lease arrangement whereby the landlord is responsible for roof and structure, is 15 years, with a remaining lease term of approximately 12.5 years, and provides for contractual rent escalations of 10% every 5 years. The lease will also provide for two 5 year renewal options. The average annual base rent on a straight-line basis over the initial lease term is approximately $1.2 million. The leases will be guaranteed by Fresenius National Medical Care Holdings, Inc. (a wholly owned subsidiary of Fresenius Medical Care AG & Co. KGaA) which has a senior unsubordinated rating of BB+ by Standard & Poor's.

Address	City	State	Total Square Feet Leased	Rent Per Square Foot	Year 1 Rent	Lease Term Remaining (Years)
Navajo Rd and Lafayette Street	Apple Valley	CA	70,000	$ 7.15	$ 500,500	12.4
3415 Bronze Court	Shasta lake	CA	70,000	7.47	522,900	12.6
Total/ Lease Term Remaining Average			140,000	$ 7.31	$ 1,023,400	12.5

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The purchase price is comprised of a combination of approximately $6.1 million of proceeds received from a first mortgage loan and proceeds from the sale of common shares.

Mortgage Debt Amount	Rate	Maturity Date
$6,090,000	6.25%	January 31, 2015

Fresenius Medical Services is a kidney dialysis company, operating in both the field of dialysis products and the field of dialysis services operating more than 1,700 outpatient dialysis clinics in the United States. The Renal Therapies Group is responsible for the manufacture and distribution of a variety of dialysis products and equipment, including dialysis machines, dialyzers and other dialysis related supplies.

Fresenius Medical Care AG & Co. KGaA (NYSE: FMS) is the world's largest integrated provider of products and services for individuals with chronic kidney failure, a condition that affects more than 1.77 million individuals worldwide. Through its network of 2,509 dialysis clinics in North America, Europe, Latin America and Asia/Pacific and Africa, Fresenius Medical Care provides dialysis treatment to approximately 193,000 patients around the globe. Fresenius Medical Care is also the world's largest provider of dialysis products such as hemodialysis machines, dialyzers and related disposable products. In the United States, it also performs clinical laboratory testing and provides inpatient dialysis services and other services under contract to hospitals. During the year ended December 31, 2008, it provided 27.9 million dialysis treatments. Fresenius Medical Care is listed on the Frankfurt Stock Exchange (FME, FME3) and the New York Stock Exchange (FMS, FMS/P).

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(Amounts in millions)	Six Months Ended June 30, 2009	Dec. 31, 2008	Year Ended Dec. 31, 2007	Dec. 31, 2006
Statement of Operations				
Net revenue	$ 5,750	$ 10,612	$ 9,720	$ 8,499
Net income	450	818	717	537
	As of June 30, 2009	Dec. 31, 2008	As of Dec. 31, 2007	Dec. 31, 2006
Balance Sheets				
Total assets	$ 15,700	$ 14,920	$ 14,170	$ 13,045
Shareholders’ equity	6,500	5,962	5,575	4,870

Potential Property Investments

The acquisition of each such property is subject to a number of conditions. A significant condition to acquiring any one of these potential acquisitions is our ability to raise sufficient proceeds in this offering to pay a portion of the purchase price. An additional condition to acquiring these properties will be our securing debt financing to pay the balance of the purchase price. Such financing may not be available on acceptable terms or at all.

Our evaluation of a property as a potential acquisition, including the appropriate purchase price, will include our consideration of a property condition report; unit-level store performance; property location, visibility and access; age of the property, physical condition and curb appeal; neighboring property uses; local market conditions, including vacancy rates; area demographics, including trade area population and average household income; neighborhood growth patterns and economic conditions; and the presence of demand generators.

We will decide whether to acquire properties generally based upon:

- satisfaction of the conditions to the acquisitions contained in the respective contracts;
- no material adverse change occurring relating to the properties, the tenants or in the local economic conditions;
- our receipt of sufficient net proceeds from the offering of our common stock to the public and financing proceeds to make these acquisitions; and
- our receipt of satisfactory due diligence information including appraisals, environmental reports and tenant and lease information.

Our advisor has identified the properties described below as potential suitable investments for us. The acquisition of the properties is subject to a number of conditions. A significant condition to acquiring the potential acquisition is our ability to raise sufficient proceeds in this offering to pay all or a portion of the purchase price.

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Pending Acquisitions

Reckit Benkiser Warehouse Facility

The Company intends to acquire a build-to-suit warehouse facility for Rickit Benkiser ("RB"). The warehouse facility is approximately 574,000 square feet, located in Tooele, UT, near Salt Lake City, UT. The aggregate purchase price is approximately $32.0 million, inclusive of all closing costs and fees. The primary lease term under this net lease arrangement is 12.7 years, with a remaining lease term of approximately 12 years, and provides for annual rent escalations of 2% each year. The lease will also provide for three 5 year renewal options. The average annual base rent on a straight-line basis over the initial lease term is approximately $2.7 million.

The purchase price is will be financed by approximately 50% mortgage financing and 50% from proceeds from the sale of common shares.

RB is a world leader in household, health and personal care products. RB is a multinational corporation with operations in over 60 countries, manufacturing facilities in over 40 countries and sales of its products in over 180 countries. Today, RB is the global No. 1 or No. 2 in the majority of its fast-growing categories, driven by an exceptional rate of innovation.

RB has a strong portfolio led by 17 global Powerbrands which are: Finish, Lysol, Dettol, Vanish, Woolite, Calgon, Airwick, Harpic, Bang, Mortein, Veet, Nurofen, Clearasil, Strepsils Gaviscon, Mucinex and French's. The 17 Powerbrands account for over two thirds of RB's net revenue. RB has an investment grade rating of A+ by Standard and Poor's.

RB is a UK listed company and is part of the top 25 of the FTSE 100, with a market cap exceeding £20bn.. The following financial information is taken information published by the company.

(Amounts in millions)(1)	Six Months Ended June 30, 2009	Year Ended Dec. 31, 2008	Dec. 31, 2007	Dec. 31, 2006
Profit and Loss Account				
Total operating income	$ 5,650	$ 12,214	$ 10,580	$ 9,149
Operating profit	1,223	2,791	2,468	1,677
Retained profit	406	1,259	1,161	689

	As of June 30, 2009	As of Dec. 31, 2008	Dec. 31, 2007	Dec. 31, 2006
Balance Sheets				
Total assets	$ 14,101	$ 13,423	$ 11,644	$ 11,236
Long-term debt	10	6	10	22
Shareholders' equity	5,313	4,815	4,733	3,655

(1) Amounts reflect a conversion from British Pounds to U.S. Dollars at a conversion rate specific to each period presented.

Jack in the Box Portfolio

The Company intends to acquire 5 freestanding Jack in the Box restaurants. The restaurants total approximately 12,000 square feet, and are located in Missouri, Texas, Oregon and Washington. The aggregate purchase price is approximately $10.2 million, inclusive of all closing costs and fees. The primary lease term under this net lease arrangement is 20 years which will commence upon the purchase of the property and provides for contractual rent escalations based on the lesser of accumulated Consumer Price Index over the prior five year period or 10% every 5 years. The lease will also provide for four 5 year renewal options. The average annual base rent on a straight-line basis over the initial lease term is approximately $0.8 million, excluding future CPI adjustments, if any. The leases will be guaranteed by Fresenius National Medical Care Holdings, Inc. (a wholly owned subsidiary of Fresenius Medical Care AG & Co. KGaA) which has a senior unsubordinated rating of BB+ by Standard & Poor’s.

The purchase price is will be financed by approximately 56% mortgage financing and 44% from proceeds from the sale of common shares.

Jack in the Box is among the nation's leading fast-food hamburger chains and was the first major chain to develop and expand the concept of drive-thru dining and emphasize on-the-go convenience. Most Jack in the Box restaurants have indoor dining areas and are open 18-24 hours a day. Jack in the Box pioneered a number of firsts in the quick-serve industry. It was the first major fast-food chain that started as a drive-thru, and it was also the first to introduce menu items that are now staples on most fast-food menu boards, including a breakfast sandwich and portable salad. Today, Jack in the Box offers a broad selection of distinctive, innovative products targeted at the fast-food consumer, including hamburgers, specialty sandwiches, salads, low-carb meals, and ice cream shakes.

Jack in the Box, Inc. (NASDAQ: JACK) is an American fast-food restaurant founded in 1951 in San Diego, California, where it is still headquartered today. Jack in the Box, Inc. operates and franchises Jack in the Box restaurants, one of the nation's largest hamburger chains primarily serving the West Coast of the United States. Most of the restaurants are in California, followed by Texas, Arizona, Washington, and Nevada. During the fiscal year ended September 27, 2009 (fiscal 2009), Jack in the Box had 2,212 restaurants in 18 states, of which 1,190 were company-operated and the remaining 1,022 were franchise-operated. Jack in the Box, Inc. has approximately 43,000 employees.

(Amounts in millions)	Year Ended			
	Sept. 27, 2009	Sept. 28, 2008	Sept. 30, 2007	Oct. 1, 2006
Statement of Operations				
Total revenue	$ 2,471	$ 2,540	$ 2,513	$ 2,381
Operating income	231	216	217	177
Net income	118	119	126	107

	As of			
	Sept. 27, 2009	Sept. 28, 2008	Sept. 30, 2007	Oct. 1, 2006
Balance Sheets				
Total assets	$ 1,456	$ 1,498	$ 1,375	$ 1,520
Total liabilities	931	1,041	965	810
Shareholders' equity	525	457	410	711

Dealer Manager

The information is to supplement the section of our Prospectus captioned "Dealer Manager" on pages 51-52 of the Prospectus.

Effective January 28, 2010, Bradford Watt resigned as co-President of Realty Capital Securities, LLC.

Certain Relationships and Related Transactions.

The information is to supplement the section of our Prospectus captioned "Dealer Manager" on pages 53-54 of the Prospectus.

Louisa Quarto is the president and secretary of Realty Capital Securities, LLC.

Section 1031 Exchange Program

The following information is to supplement the section of our Prospectus captioned "Section 1031 Exchange Program" on pages 84-85 of the Prospectus.

To date, cash payments of $5,412,950 have been accepted by the Operating Partnership.

Incorporation of Certain Information by Reference

The following information is added to supplement the section of our Prospectus captioned "Incorporation of Certain Information by Reference" on page 171 of the Prospectus.

- Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2009, filed with the SEC on November 16, 2009.

AMERICAN REALTY CAPITAL
AMERICAN REALTY CAPITAL TRUST, INC.

Maximum Offering of 150,000,000 Shares of Common Stock

American Realty Capital Trust, Inc. is a Maryland corporation that qualifies as a real estate investment trust, or REIT. We will invest primarily in freestanding, single-tenant retail properties net leased to investment grade and other creditworthy tenants.

We are offering up to 150,000,000 shares of our common stock, $0.01 par value per share, in our primary offering for $10.00 per share, with discounts available for certain categories of purchasers. We also are offering up to 25,000,000 shares pursuant to our distribution reinvestment plan at a purchase price equal to the higher of $9.50 per share or 95% of the estimated value of a share of our common stock. We will offer these shares until January 25, 2011 which is three years after the effective date of this offering. We reserve the right to reallocate the shares of our common stock we are offering between the primary offering and the distribution reinvestment plan. We are registering options to purchase 1,000,000 shares of common stock, as well as the 1,000,000 shares of common stock issuable upon exercise of such options pursuant to our stock option plan for our independent directors.

See Risk Factors for a description of some of the risks you should consider before buying shares of our common stock. These risks include the following:

We may be considered a blind pool because we own a limited number of investments and have not identified most of the investments we will make with proceeds from this offering. You will be unable to evaluate the economic merit of our future investments before we make them and there may be a substantial delay in receiving a return, if any, on your investment.

There are substantial conflicts among us and our sponsor, advisor, dealer manager and property manager, such as the fact that our principal executive officers own a majority interest in our advisor, our dealer-manager and our property manager, and our advisor and other affiliated entities may compete with us and acquire properties suitable to our investment objectives.

No public market currently exists, and one may never exist, for shares of our common stock. If you are able to sell your shares, you would likely have to sell them at a substantial discount.

Until we generate operating cash flow sufficient to pay distributions to our stockholders, we may make distributions from the proceeds of this offering or from borrowings in anticipation of future cash flow, which may constitute a return of capital, reduce the amount of capital we ultimately invest in properties and negatively impact the value of your investment. Until we generate operating cash flow sufficient to pay distributions to stockholders, our Advisor may waive the reimbursement of certain expenses and payment of certain fees.

If we fail to qualify, or maintain the requirements, to be taxed as a REIT, it would reduce the amount of income available for distribution and limit our ability to make distributions to our stockholders.

You may not own more than 9.8% in value of the outstanding shares of our stock or more than 9.8% in value or number of shares (whichever is more restrictive) of any class or series of our outstanding shares of stock.

We may incur substantial debt, which could hinder our ability to pay distributions to our stockholders or could decrease the value of your investment in the event that income on, or the value of, the property securing the debt falls, but we will not incur debt to the extent it will restrict our ability to qualify as a REIT.

We are dependent on our advisor to select investments and conduct our operations. Adverse changes in the financial condition of our advisor or our relationship with our advisor could adversely affect us.

We will pay substantial fees and expenses to our advisor, its affiliates and participating broker-dealers, which payments increase the risk that you will not earn a profit on your investment.

This is a best efforts offering and we might not sell all of the shares being offered.
We are not yet a REIT and may be unable to qualify as a REIT.

These are speculative securities and this investment involves a high degree of risk. You should purchase these securities only if you can afford a complete loss of your investment.

Neither the Securities and Exchange Commission, the Attorney General of the State of New York nor any other state securities regulator has approved or disapproved of our common stock, determined if this prospectus is truthful or complete or passed on or endorsed the merits of this offering. Any representation to the contrary is a criminal offense.

The use of projections in this offering is prohibited. Any representation to the contrary, and any predictions, written or oral, as to the amount or certainty of any future benefit or tax consequence that may flow from an investment in this program is not permitted. All proceeds from this offering are funds held in trust until subscriptions are accepted and funds are released.

	Price to Public	Selling Commissions	Dealer Manager Fee	Net Proceeds (Before Expenses)
Primary Offering				
Per Share	$ 10.00	$ 0.70	$ 0.30	$ 9.00
Total Maximum	$ 1,500,000,000	$ 105,000,000	$ 45,000,000	$ 1,350,000,000
Distribution Reinvestment Plan				
Per Share	$ 9.50	$	$	$ 9.50
Total Maximum	$ 237,500,000	$	$	$ 237,500,000

The dealer manager of this offering, Realty Capital Securities, LLC, is a member firm of the Financial Industry Regulatory Authority (FINRA), is our affiliate and will offer the shares on a best efforts basis. The minimum investment amount generally is $1,000. See the Plan of Distribution section of this prospectus for a description of compensation that may be received by our dealer manger and other broker-dealers in this offering. As of July 1, 2009 we have sold the minimum of 4,500,000 shares of our common stock necessary to release all subscribers funds from escrow. All subscription payments have been released to us. As of October 20, 2009, we have sold 10,118,192 shares of our common stock.

November 10, 2009

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SUITABILITY STANDARDS

An investment in our common stock involves significant risk and is only suitable for persons who have adequate financial means, desire a relatively long-term investment and who will not need immediate liquidity from their investment. Initially, we will not have a public market for our common stock, and we cannot assure you that one will develop, which means that it may be difficult for you to sell your shares. This investment is not suitable for persons who require immediate liquidity or guaranteed income, or who seek a short-term investment.

In consideration of these factors, we have established suitability standards for initial stockholders and subsequent purchasers of shares from our stockholders. These suitability standards require that a purchaser of shares have, excluding the value of a purchaser s home, furnishings and automobiles, either:

a net worth of at least $250,000; or

a gross annual income of at least $70,000 and a net worth of at least $70,000.

The minimum purchase is 100 shares ($1,000), except in certain states as described below. Purchases in amounts above the $1,000 minimum and all subsequent purchases may be made in whole or fractional shares, again subject to the limitations described below for certain states. You may not transfer fewer shares than the minimum purchase requirement. In addition, you may not transfer, fractionalize or subdivide your shares so as to retain less than the number of shares required for the minimum purchase. In order to satisfy the minimum purchase requirements for retirement plans, unless otherwise prohibited by state law, a husband and wife may jointly contribute funds from their separate IRAs, and jointly meet suitability standards, provided that each such contribution is made in increments of $100.00 or ten (10) whole shares. You should note that an investment in shares of our company will not, in itself, create a retirement plan and that, in order to create a retirement plan, you must comply with all applicable provisions of the Internal Revenue Code.

The minimum purchase for Maine, New York, Tennessee and North Carolina residents is 250 shares ($2,500), except for IRAs which must purchase a minimum of 100 shares ($1,000). The minimum purchase for Minnesota residents is 250 shares ($2,500), except for IRAs and other qualified retirement plans which must purchase a minimum of 200 shares ($2,000). Following an initial subscription for at least the required minimum investment, any investor may make additional purchases in increments of at least 100 shares ($1,000), except for purchases made by residents of Maine and Minnesota, whose additional investments must meet their state s minimum investment amount, and purchases of shares pursuant to our distribution reinvestment plan and automatic purchase plan, which may be in lesser amounts.

Several states have established suitability requirements that are more stringent than the standards that we have established and described above. Shares will be sold only to investors in these states who meet the special suitability standards set forth below:

Kentucky Investors must have either (a) a net worth of $250,000 or (b) a gross annual income of at least $70,000 and a net worth of at least $70,000, with the amount invested in this offering not to exceed 10% of the Kentucky investor s liquid net worth.

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 Massachusetts, Ohio, Iowa, Pennsylvania or Oregon resident s net worth.

Michigan 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 resident s net worth.

Tennessee In addition to the suitability requirements described above, investors maximum investment in our shares and our affiliates shall not exceed 10% of the resident s net worth.

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Kansas In addition to the suitability requirements described above, it is recommended that investors should invest no more than 10% of their liquid net worth in our shares and securities of other real estate investment trusts. Liquid net worth is defined as that portion of net worth (total assets minus total liabilities) that is comprised of cash, cash equivalents and readily marketable securities.
Missouri In addition to the suitability requirements described above, no more than ten percent (10%) of any one (1) Missouri investor's liquid net worth shall be invested in the securities registered by us for this offering with the Securities Division.
California In addition to the suitability requirements described above, investors maximum investment in our shares will be limited to 10% of the investor's net worth (exclusive of home, home furnishings and automobile).
Alabama and Mississippi In addition to the suitability standards above, shares will only be sold to Alabama and Mississippi residents that represent that they have a liquid net worth of at least 10 times the amount of their investment in this real estate investment program and other similar programs.
In all states listed above, net worth is to be determined excluding the value of a purchaser s home, furnishings and automobiles.

Each sponsor, participating broker-dealer, authorized representative or any other person selling shares on our behalf is required to:

make every reasonable effort to determine that the purchase of shares is a suitable and appropriate investment for each investor based on information provided by such investor to the broker-dealer, including such investor s age, investment objectives, income, net worth, financial situation and other investments held by such investor; and
maintain records for at least six years of the information used to determine that an investment in the shares is suitable and appropriate for each investor.
In making this determination, your participating broker-dealer, authorized representative or other person selling shares on our behalf will, based on a review of the information provided by you in the subscription agreement (Appendix A), consider whether you:

meet the minimum income and net worth standards established in your state;
can reasonably benefit from an investment in our common stock based on your overall investment objectives and portfolio structure;
are able to bear the economic risk of the investment based on your overall financial situation; and
have an apparent understanding of:
the fundamental risks of an investment in our common stock;
the risk that you may lose your entire investment;
the lack of liquidity of our common stock;
the restrictions on transferability of our common stock;
the background and qualifications of our advisor; and
the tax consequences of an investment in our common stock.
In the case of sales to fiduciary accounts, the suitability standards must be met by the fiduciary account, by the person who directly or indirectly supplied the funds for the purchase of the shares or by the beneficiary of the account. Given the long-term nature of an investment in our shares, our investment objectives and the relative illiquidity of our shares, our suitability standards are intended to help ensure that shares of our common stock are an appropriate investment for those of you who become investors.

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In order to ensure adherence to the suitability standards above, requisite criteria must be met, as set forth in the Subscription Agreement in the form attached hereto as Appendix A. In addition, our advisor and dealer manager must make every reasonable effort to determine that the purchase of our shares (including the purchase of our shares through the automatic purchase plan) is a suitable and appropriate investment for an investor. In making this determination, our advisor and dealer manager will rely on relevant information provided by the investor, including information as to the investor s age, investment objectives, investment experience, income, net worth, financial situation, other investments, and any other pertinent information. Executed Subscription Agreements will be maintained in our records for six years.

RESTRICTIONS IMPOSED BY THE USA PATRIOT ACT AND RELATED ACTS

In accordance with the Uniting and Strengthening America by Providing Appropriate Tools Required to Intercept and Obstruct Terrorism Act of 2001, as amended (the USA PATRIOT Act), the units offered hereby may not be offered, sold, transferred or delivered, directly or indirectly, to any Prohibited Partner, which means anyone who is:

a designated national, specially designated national, specially designated terrorist, specially designated global terrorist, foreign terrorist organization, or blocked person within the definitions set forth in the Foreign Assets Control Regulations of the U.S. Treasury Department;

acting on behalf of, or an entity owned or controlled by, any government against whom the U.S. maintains economic sanctions or embargoes under the Regulations of the U.S. Treasury Department;

within the scope of Executive Order 13224 Blocking Property and Prohibiting Transactions with Persons who Commit, Threaten to Commit, or Support Terrorism, effective September 24, 2001;

subject to additional restrictions imposed by the following statutes or regulations and executive orders issued thereunder: the Trading with the Enemy Act, the Iraq Sanctions Act, the National Emergencies Act, the Antiterrorism and Effective Death Penalty Act of 1996, the International Emergency Economic Powers Act, the United Nations Participation Act, the International Security and Development Cooperation Act, the Nuclear Proliferation Prevention Act of 1994, the Foreign Narcotics Kingpin Designation Act, the Iran and Libya Sanctions Act of 1996, the Cuban Democracy Act, the Cuban Liberty and Democratic Solidarity Act and the Foreign Operations, Export Financing and Related Programs Appropriation Act or any other law of similar import as to any non-U.S. country, as each such act or law has been or may be amended, adjusted, modified or reviewed from time to time; or

designated or blocked, associated or involved in terrorism, or subject to restrictions under laws, regulations, or executive orders as may apply in the future similar to those set forth above.

AMERICAN REALTY CAPITAL TRUST, INC.

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QUESTIONS AND ANSWERS ABOUT THIS OFFERING

Below we have provided some of the more frequently asked questions and answers relating to an offering of this type. Please see Prospectus Summary and the remainder of this prospectus for more detailed information about this offering.

Q: What is a REIT?

A: In general, a real estate investment trust (REIT) is a company that:

pays distributions to investors of at least 90% of its taxable income;

avoids the double taxation treatment of income that generally results from investments in a corporation because a REIT generally is not subject to federal corporate income taxes on its net income, provided certain income tax requirements are satisfied; and

combines the capital of many investors to acquire a large-scale diversified real estate portfolio under professional management.

Q: How do you differentiate yourself from your competitors who offer non-traded public REIT shares or real estate limited partnership units?

A: We intend to focus on acquiring a diversified portfolio of freestanding, single-tenant retail and commercial properties that are net leased to investment grade and other creditworthy tenants. The net leases with our tenants allow us to pass through all operating and capital expenses items directly to our tenant. The tenant is billed directly for all expense items and capital costs and the tenant pays such costs directly to the provider without having to go through us. Multi-tenant retail and commercial properties, unlike our net lease properties, are subject to much greater volatility in operating results due to unexpected increases in operating costs or unforeseen capital and repair expenses. Our leases allow us to pass through these costs to the tenant.

We intend to build a portfolio where 50% or more of our distributions are from rents guaranteed by investment grade tenants. We believe that in addition to simply having investment grade tenants in your portfolio, the majority of the properties must be tenanted by investment grade (S&P rated BBB- or better) companies in order to maximize the investors risk-adjusted return. While we intend to pay distributions equivalent to those of our competitors, we believe that the risk-adjusted returns on our portfolio are superior to those of our competitors due to the high concentration of investment grade tenants, the duration of our leases, i.e., 15 years and greater, and the net lease structure of these leases.

Additionally, since we acquire long term leases with minimum, non-cancellable lease terms of ten or more years, the majority of which will be fifteen years or greater, we are less subject to vacancy risk and tenant turnover than our competitors who invest in multi-tenant properties. This allows us to better withstand periods of economic uncertainty versus properties with a number of short term leases. Our individual investments also tend to be smaller because we buy freestanding single-tenant properties versus multi-tenant properties such as malls, shopping centers and office buildings. This allows us to achieve much greater diversification by geography, tenant mix and property type. By achieving such diversification, we are less likely to be negatively affected by economic downturns in local markets.

Q: Generally, what are the terms of your leases?

A: We will seek to acquire properties that have leases with investment grade and other creditworthy tenants. We expect that our leases generally will be triple-net leases, which means that the tenant is responsible for all costs and expenses related to the use and operation of the property, including, but not limited to, the cost of maintenance, repairs, property taxes and insurance, utilities and all other operating and capital costs. In certain of these leases, we will be responsible for the repair and/or replacement of specific structural and load bearing components of a property, such as the roof or structure of the building. We expect that our leases generally will have terms of ten or more years, oftentimes with multiple renewal options. We may, however, enter into leases that have a shorter term.

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Q: How will you determine creditworthiness of prospective tenants and select potential investments?

A: We will determine creditworthiness pursuant to various methods, including reviewing financial data and other information about the tenant. In addition, we may use an industry credit rating service to determine the creditworthiness of potential tenants and any personal guarantor or corporate guarantor of each potential tenant. We will compare the reports produced by these services to the relevant financial and other data collected from these parties before consummating a lease transaction. Such relevant data from potential tenants and guarantors include income and cash flow statements and balance sheets for current and prior periods, net worth or cash flow of guarantors, and business plans and other data we deem relevant.

Our Advisor considers relevant real property and financial factors in selecting properties, including condition and location of the property, its income-producing capacity and the prospects for its long-term appreciation. Acquisitions or originations of loans are evaluated for the quality of income, and the quality of the borrower and the security for the loan or the nature and possibility of the acquisition of the underlying real estate asset. Investments in other real estate-related securities will adhere to similar principles. In addition, we consider the impact of each investment as it relates to our portfolio as a whole.

Q: What is the experience of your officers and directors both in real estate in general and with net leased assets in particular?

A: Nicholas S. Schorsch, our chairman and chief executive officer, founded and formerly served as President, CEO and Vice-Chairman of American Financial Realty Trust since its inception as a REIT in September 2002 until August 2006. American Financial Realty Trust is a publicly traded REIT listed on the NYSE that invests exclusively in office, bank branches and other operationally critical real estate assets that are net leased to tenants in the financial service industry such as banks and insurance companies. Through American Financial Resource Group and its successor corporation, now American Financial Realty Trust, Mr. Schorsch has executed in excess of 1,000 acquisitions, both in acquiring businesses and real estate properties with transactional value of approximately $5 billion. In 2003, Mr. Schorsch received an Entrepreneur of the Year award from Ernst & Young.

William M. Kahane, our President, Chief Operating Officer and Treasurer, began his career as a real estate lawyer practicing in the public and private sectors from 1974-1979. From 1981-1992 Mr. Kahane worked at Morgan Stanley & Co., specializing in real estate, becoming a Managing Director in 1989. In 1992, Mr. Kahane left Morgan Stanley to establish a real estate advisory and asset sales business known as Milestone Partners which continues to operate today. Mr. Kahane is currently a Managing Director of GF Capital Management & Advisors LLC, a New York based merchant banking firm, where he directs the company s real estate investments. GF Capital offers comprehensive wealth management services through its subsidiary TAG Associates LLC, a leading multi-client family office and portfolio management services company with approximately $5 billion of assets under management.

Peter M. Budko, our Executive Vice President and Chief Investment Officer, founded and formerly served as Managing Director and Group Head of the Structured Asset Finance Group, a division of Wachovia Capital Markets, LLC from 1997-2006. The Structured Asset Finance Group structures and invests in real estate that is net leased to corporate tenants. While at Wachovia, Mr. Budko acquired over $5 billion of net leased real estate assets. From 1987-1997, Mr. Budko worked in the Corporate Real Estate Finance Group at NationsBank Capital Market (predecessor to Bank of America Securities) becoming head of the group in 1990.

Brian S. Block has served as Executive Vice President and Chief Financial Officer since September 2007. He is also Executive Vice President and Chief Financial Officer of American Realty Capital, LLC and American Realty Capital Properties, LLC. Mr. Block is responsible for the accounting, finance and reporting functions at ARC. He has extensive experience in SEC reporting requirements as well as REIT tax compliance matters. Mr. Block has been instrumental in developing ARC s infrastructure and positioning the organization for growth. Mr. Block began his career in public accounting at Ernst & Young and Arthur Andersen from 1994 to 2000. Subsequently, Mr. Block was the Chief Financial Officer of a venture capital-backed technology company for several years prior to joining AFRT in

2002. While at

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AFRT, Mr. Block served as Chief Accounting Officer from 2003 to 2007 and oversaw the financial, administrative and reporting functions of the organization. He is a certified public accountant and is a member of the AICPA and PICPA. Mr. Block serves on the REIT Committee of the Investment Program Association.

Michael Weil, our Executive Vice President and Secretary, was formerly the Senior Vice President of Sales and Leasing for American Financial Realty Trust, where he was responsible for the disposition and leasing activity for a 33 million square foot portfolio. Under the direction of Mr. Weil, his department was the sole contributor in the increase of occupancy and portfolio revenue through the sales of over 200 properties and the leasing of over 2.2 million square feet, averaging 325,000 square feet of newly executed leases per quarter.

Please also see herein the section Adverse Business Developments and Conditions.

Q: What is your environmental review policy?

A: We generally will not purchase any property unless and until we also obtain what is generally referred to as a Phase I environmental site assessment and are generally satisfied with the environmental status of the property. However, we may purchase a property without obtaining such assessment if our advisor determines it is not warranted. A Phase I environmental site assessment basically consists of a visual survey of the building and the property in an attempt to identify areas of potential environmental concerns. In addition, a visual survey of neighboring properties is conducted to assess surface conditions or activities that may have an adverse environmental impact on the property. Furthermore, local governmental agency personnel are contacted who perform a regulatory agency file search in an attempt to determine any known environmental concerns in the immediate vicinity of the property. A Phase I environmental site assessment does not generally include any sampling or testing of soil, ground water or building materials from the property, and may not reveal all environmental hazards on a property. We expect that in most cases we will request, but will not always obtain, a representation from the seller that, to its knowledge, the property is not contaminated with hazardous materials. Additionally, many of our leases contain clauses that require a tenant to reimburse and indemnify us for any environmental contamination occurring at the property.

Q: Do you expect to enter into joint ventures?

A: Possibly. We may enter into joint ventures on property types that meet our overall investment strategy and return criteria that would otherwise not be available to us because the current owners may be reluctant to sell a 100% interest in their property. We may also enter into a joint venture with a third party who has control over a particular investment opportunity but does not have sufficient equity capital to complete the transaction. We may enter into joint ventures with our affiliates or with third parties. Generally, we will only enter into a joint venture in which we will control the decisions of the joint venture. If we do enter into joint ventures, we may assume liabilities related to the joint venture that exceed the percentage of our investment in the joint venture.

Q: Will distributions be taxable as ordinary income?

A: Yes and no. Generally, distributions that you receive, including distributions that are reinvested pursuant to our distribution reinvestment plan, will be taxed as ordinary income to the extent the distribution is from current or accumulated earnings and profits. We expect that some portion of your distributions may not be subject to tax in the year received because depreciation expense reduces taxable income but does not reduce cash available for distribution. The portion of your distribution that is not subject to tax immediately is considered a return of capital for tax purposes and will reduce the tax basis of your investment. This defers a portion of your tax until your investment is sold or we are liquidated, at which time you will be taxed at capital gains rates. However, because each investor s tax considerations are different, we recommend that you consult with your tax advisor. You also should review the section of this prospectus entitled Federal Income Tax Considerations.

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Q: How does a best efforts offering work?

A: When shares are offered to the public on a best efforts basis, the brokers participating in the offering are only required to use their best efforts to sell the shares and have no firm commitment or obligation to purchase any of the shares. Therefore, we may not sell all of the shares that we are offering.

Q: What will you do with the money raised in this offering before you invest the proceeds in real estate?

A: Until we invest the net proceeds of this offering in real estate, we may use a portion of the proceeds to fund distributions and we may invest in short-term, highly liquid or other authorized investments, such as money market mutual funds, certificates of deposit, commercial paper, interest-bearing government securities and other short-term investments. We may not be able to invest the proceeds in real estate promptly and such short-term investments will not earn as high of a return as we expect to earn on our real estate investments.

Q: What is an UPREIT ?

A: UPREIT stands for Umbrella Partnership Real Estate Investment Trust. We use an UPREIT structure because a sale of property directly to a REIT generally is a taxable transaction to the selling property owner. In an UPREIT structure, a seller of a property that desires to defer taxable gain on the sale of its property may transfer the property to the UPREIT in exchange for limited partnership units in the UPREIT and defer taxation of gain until the seller later exchanges its UPREIT units on a one-for-one basis for REIT shares. If the REIT shares are publicly traded, at the time of the exchange of units for shares, the former property owner will achieve liquidity for its investment. Using an UPREIT structure may give us an advantage in acquiring desired properties from persons who may not otherwise sell their properties because of unfavorable tax results.

Q: Who can buy shares?

A: Generally, you may buy shares pursuant to this prospectus provided that you have either (a) a net worth of at least $70,000 and a gross annual income of at least $70,000, or (b) a net worth of at least $250,000. For this purpose, net worth does not include your home, home furnishings and automobiles. Residents of certain states may have a different standard. You should carefully read the more detailed description under Suitability Standards immediately following the cover page of this prospectus.

Q: Who should buy shares?

A: An investment in our shares may be appropriate for you if you meet the minimum suitability standards mentioned above, seek to diversify your personal portfolio with a finite-life real estate-based investment, which among its benefits hedges against inflation and the volatility of the stock market, seek to receive current income, seek to preserve capital, wish to obtain the benefits of potential long-term capital appreciation, and are able to hold your investment for a time period consistent with our liquidity plans. Persons who require immediate liquidity or guaranteed income, or who seek a short-term investment, are not appropriate investors for us, as our shares will not meet those needs.

Q: May I make an investment through my IRA, SEP or other tax-deferred account?

A: Yes. You may make an investment through your individual retirement account (IRA), a simplified employee pension (SEP) plan or other tax-deferred account. In making these investment decisions, you should consider, at a minimum, (a) whether the investment is in accordance with the documents and instruments governing your IRA, plan or other account, (b) whether the investment satisfies the fiduciary requirements associated with your IRA, plan or other account, (c) whether the investment will generate unrelated business taxable income (UBTI) to your IRA, plan or other account, (d) whether there is sufficient liquidity for such investment under your IRA, plan or other account, (e) the need to value the assets of your IRA, plan or other account annually or more frequently, and (f) whether the investment would constitute a prohibited transaction under applicable law.

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Q: Is there any minimum investment required?

A: Yes. Generally, you must invest at least $1,000. Investors who already own our shares can make additional purchases for less than the minimum investment. You should carefully read the more detailed description of the minimum investment requirements appearing under Suitability Standards immediately following the cover page of this prospectus.

Q: What type of reports on my investment will I receive?

A: We will provide you with periodic updates on the performance of your investment with us, including:

- following our commencement of distributions to stockholders, four quarterly or 12 monthly distribution reports;
- three quarterly financial reports only by written request;
- an annual report;
- an annual Form 1099; if applicable and
- supplements to the prospectus during the offering period, via mailings or website access.

We will provide this information to you via one or more of the following methods, in our discretion and with your consent, if necessary:

- U.S. mail or other courier;
- facsimile;
- electronic delivery; or
- posting, or providing a link, on our affiliated website, which is *www.americanrealtycap.com.*

Q: When will I get my detailed tax information?

A: If applicable your Form 1099 tax information will be placed in the mail by January 31 of each year.

Q: How do I subscribe for shares?

A: If you choose to purchase shares in this offering and you are not already a stockholder, you will need to complete and sign a subscription agreement, like the one contained in this prospectus as Appendix A, for a specific number of shares and pay for the shares at the time you subscribe.

Q: Who is the transfer agent?

A: The name and address of our transfer agent is:

DST Systems, Inc.
430 W 7th St
Kansas City, MO 64105-1407
Phone (866) 771-2088
Fax (877) 694-1113

To ensure that any account changes are made promptly and accurately, all changes including your address, ownership type and distribution mailing address should be directed to the transfer agent.

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Q: Who can help answer my questions?

A: If you have more questions about the offering or if you would like additional copies of this prospectus, you should contact your registered representative or contact:

Realty Capital Securities, LLC
Three Copley Place
Suite 3300
Boston, MA 02116
1-877-373-3522
www.americanrealtycap.com

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PROSPECTUS SUMMARY

This prospectus summary highlights material information contained elsewhere in this prospectus. Because it is a summary, it may not contain all of the information that is important to you. To understand this offering fully, you should read the entire prospectus carefully, including the Risk Factors section and the financial statements, before making a decision to invest in our common stock.

Status of the Offering

We commenced our initial public offering of 150,000,000 shares of common stock on January 25, 2008. As of October 20, 2009, we had issued 10,118,192 shares of common stock, including 339,077 shares issued in connection with an acquisition in March 2008. Total gross proceeds from these issuances were $99.5 million. As of October 20, 2009, the aggregate value of all share issuances and subscriptions outstanding was $101.1 million based on a per share value of $10.00 (or $9.50 per share for shares issued under the DRIP). We will offer these shares until January 25, 2011, provided that the offering will be terminated if all of the shares are sold before then. As of July 1, 2009, we have sold the minimum of 4,500,000 shares of our common stock required to release the remaining subscription funds from escrow, and all subscription payments have been released to us.

American Realty Capital Trust, Inc.

American Realty Capital Trust, Inc. is a Maryland corporation, incorporated on August 17, 2007 that qualifies as a REIT. We expect to use the net proceeds from this offering to acquire and operate a portfolio of commercial real estate primarily consisting of freestanding, single-tenant properties net leased to investment grade and other creditworthy tenants located throughout the United States and Commonwealth of Puerto Rico. Because we have invested in a limited number of properties and have not yet identified any specific additional properties to purchase, other than as described in the Investment Objectives and Policies section herein, we may be considered to be a blind pool.

Our corporate offices are located at 106 York Road, Jenkintown, PA 19046. Our telephone number is 215-887-2189. Our fax number is 215-887-2585, and the e-mail address of our investor relations department is *investorservices@americanrealtycap.com*.

Our executive offices are located at 405 Park Avenue, New York, New York 10022. Our telephone number is 212-415-6500 and our fax number is 212-421-5799.

Our regional sales offices are located at Three Copley Place, Suite 3300, Boston, MA 02116. Our telephone number is 877-373-2522 and our fax number is 857-350-9597.

Additional information about us and our affiliates may be obtained at *www.americanrealtycap.com,* but the contents of that site are not incorporated by reference in or otherwise a part of this prospectus.

REIT Status

If we qualify as a REIT, we generally will not be subject to federal income tax on income that we distribute to our stockholders. Under the Internal Revenue Code, a REIT is subject to numerous organizational and operational requirements, including a requirement that it distribute at least 90% of its annual taxable income to its stockholders. If we fail to qualify for taxation as a REIT in any year, our income will be taxed at regular corporate rates, and we may be precluded from qualifying for treatment as a REIT for the four-year period following our failure to qualify. Even if we qualify as a REIT for federal income tax purposes, we may still be subject to state and local taxes on our income and property and to federal income and excise taxes on our undistributed income.

Advisor

American Realty Capital Advisors, LLC, a Delaware limited liability company, is our advisor and is responsible for managing our affairs on a day-to-day basis and for identifying and making acquisitions on our behalf.

Management

We operate under the direction of our board of directors, the members of which are accountable to us and our stockholders as fiduciaries. Currently, we have five directors, Nicholas S. Schorsch, William M. Kahane,

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Leslie D. Michelson, William G. Stanley and Robert H. Burns. Each of the latter three is independent of American Realty Capital Advisors, LLC. Each of our executive officers and two of our directors are affiliated with American Realty Capital Advisors, LLC. Our charter, which requires that a majority of our directors be independent of us, our sponsor, American Realty Capital Advisors, LLC, or any of our or their affiliates, provides that our independent directors will be responsible for reviewing the performance of American Realty Capital Advisors, LLC and must approve other matters set forth in our charter. See the Conflicts of Interest Certain Conflict Resolution Procedures section of this prospectus. Our directors will be elected annually by the stockholders.

Operating Partnership

We expect to own substantially all of our real estate properties through American Realty Capital Operating Partnership, L.P., our operating partnership. We may, however, own properties directly, through subsidiaries of American Realty Capital Operating Partnership, L.P. or through other entities. We are the sole general partner of American Realty Capital Operating Partnership, L.P. and American Realty Capital Advisors, LLC is the initial limited partner of American Realty Capital Operating Partnership, L.P. Our ownership of properties in American Realty Capital Operating Partnership, L.P. is referred to as an UPREIT. This UPREIT structure may enable sellers of properties to transfer their properties to American Realty Capital Operating Partnership, L.P. in exchange for limited partnership units of American Realty Capital Operating Partnership, L.P. and defer potential gain recognition for tax purposes with respect to such transfers of properties. The holders of units in American Realty Capital Operating Partnership, L.P. may have their units redeemed for cash or, at our option, shares of our common stock. At present, we have no plans to acquire any specific properties in exchange for units of American Realty Capital Operating Partnership, L.P.

Summary Risk Factors

Following are some of the risks relating to your investment:

Our advisor and its affiliates will face conflicts of interest, including significant conflicts among us and our advisor, since (a) our principal executive officers own a majority interest in our advisor, our dealer manager and our property manager, (b) our advisor and other affiliated entities may compete with us and acquire properties suitable to our investment objectives, and (c) our advisor s compensation arrangements with us and other American Realty Capital-sponsored programs may provide incentives that are not aligned with the interests of our stockholders.

This may be considered a blind pool offering since we own a limited number of properties and, other than as described in the Investment Objectives and Policies section herein, we have not identified any specific additional properties to acquire with the proceeds of this offering. As a result, you will be unable to evaluate the economic merit of all of our future investments prior to our making them and there may be a substantial delay in receiving a return, if any, on your investment.

Our charter generally prohibits you from acquiring or owning, directly or indirectly, more than 9.8% in value of the outstanding shares of our stock or more than 9.8% of the number or value (whichever is more restrictive) of any class or series of our outstanding shares of stock and contains additional restrictions on the ownership and transfer of our shares. Therefore, your ability to control the direction of our company will be limited.

No public market currently exists for shares of our common stock and one may never exist. If you are able to sell your shares, you would likely have to sell them at a substantial discount from their public offering price.

This is a best efforts offering and we might not sell all of the shares being offered. If we raise substantially less than the maximum offering, we may not be able to invest in a diverse portfolio of properties, and the value of your investment may vary more widely with the performance of specific properties. There is a greater risk that you will lose money in your investment if we cannot diversify our portfolio of investments by geographic location, tenant mix and property type. Given the relatively small size of our expected individual real estate investments, we could expect to acquire a diverse portfolio by purchasing at least $45,000,000 in real estate assets. We anticipate that the

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average acquisition price of an individual property would be in the range of $3,000,000 to $5,000,000, and with our anticipated leverage, we could achieve this level of diversification by raising $16,000,000 or selling 1,600,000 shares.

We may incur substantial debt, which could hinder our ability to pay distributions to our stockholders or could decrease the value of your investment in the event that income on, or the value of, the property securing the debt falls, but we will not incur debt to the extent it will restrict our ability to qualify as a REIT.

Until the proceeds from this offering are invested and generating operating cash flow sufficient to make distributions to our stockholders, we may pay all or a substantial portion of our distributions from the proceeds of this offering or from borrowings in anticipation of future cash flow, which may constitute a return of your capital, reduce the amount of capital we ultimately invest in properties, and negatively impact the value of your investment.

If we fail to continue to qualify as a REIT for federal income tax purposes or if we qualify and subsequently lose our REIT status, our operations and ability to make distributions to our stockholders would be adversely affected.

We are dependent on our advisor to select investments and conduct our operations. Adverse changes in the financial condition of our advisor or our relationship with our advisor could adversely affect us.

We will pay substantial fees and expenses to our advisor, its affiliates and participating broker-dealers, which payments increase the risk that you will not earn a profit on your investment.

Our board of directors has the authority to designate and issue one or more classes or series of preferred stock without stockholder approval, with rights and preferences senior to the rights of holders of common stock, including rights to payment of distributions. If we issue any shares of preferred stock, the amount of funds available for the payment of distributions on the common stock could be reduced or eliminated.

Before you invest in us, you should carefully read and consider the more detailed Risk Factors section of this prospectus.

Description of Investments

American Realty Capital Trust shall seek to build a diversified portfolio comprised primarily of free-standing single-tenant bank branch, convenience store, retail, office and industrial properties that are double-net and triple-net leased to investment grade (S&P BBB- or better) and other creditworthy tenants. Triple-net (NNN) leases typically require the tenant to pay substantially all of the costs associated with operating and maintaining the property such as maintenance, insurance, taxes, structural repairs and all other operating and capital expenses. Double-net (NN) leases typically provide that the landlord is responsible for maintaining the roof and structure, or other structural aspects of the property, while the tenant is responsible for all remaining expenses associated with the property. We will seek to build a portfolio where at least 50% of the portfolio will be comprised of properties leased to investment grade tenants. While most of our investment will be directly in such properties, we may also invest in entities that own or invest in such properties. We shall strive to assemble a portfolio of real estate that is diversified by industry, geography, tenants, credits, and use. We do not anticipate any single tenant or geographic concentration to comprise more than 10% of our portfolio. We anticipate that our portfolio will consist primarily of freestanding, single-tenant properties net leased for use as bank branches, convenience stores, retail, office and industrial establishments. Although we expect our portfolio will consist primarily of freestanding, single-tenant properties, we will not forgo opportunities to invest in other types of real estate investments that meet our overall investment objectives. Additionally, we expect to further diversify our portfolio by making first mortgage, bridge or mezzanine loans on single-tenant net-leased properties. We will acquire or invest in properties and loans located only in the United States and the Commonwealth of Puerto Rico.

Our advisor, American Realty Capital Advisors, LLC, will make recommendations to our board of directors for our investments. All acquisitions of commercial properties will be evaluated for tenant

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creditworthiness and the reliability and stability of their future income and capital appreciation potential. We will consider the risk profile, credit quality and reputation of potential tenants and the impact of each particular acquisition as it relates to the portfolio as a whole. Our board of directors will exercise its fiduciary duties to our stockholders in determining to approve or reject each of these investment recommendations. See the section of this prospectus captioned Investment Objectives and Policies Real Property Investments for a more detailed descriptions. As we acquire properties, we will supplement this prospectus to describe material changes to our portfolio.

We operate under the direction of our board of directors, the members of which are accountable to us and our stockholders as fiduciaries. The board is responsible for the overall management and control of our affairs. The board has retained American Realty Capital Advisors, LLC to manage our day-to-day affairs and the acquisition and disposition of our investments, subject to the board s supervision. As described in greater detail under Our Advisor, below, our advisor will be responsible for making investment decisions where the purchase price of a particular property is less than $15,000,000 and the investment does not exceed stated leverage limitations. Where such leverage limitations are exceeded, or where the purchase price is equal to or greater than $15,000,000, investment decisions will be made by our board of directors.

Because, other than as described in the Investment Objectives and Policies section herein, we have not yet identified any specific properties to purchase, we are considered to be a blind pool. As we acquire properties, we will supplement this prospectus to describe material changes to our portfolio.

Estimated Use of Proceeds of This Offering

Depending primarily on the number of shares we sell in this offering, we estimate for each share sold in this offering approximately $8.71 (assuming no shares available under our distribution reinvestment plan are sold) will be available for the purchase of real estate. We will use the remainder of the offering proceeds to pay the costs of the offering, including selling commissions and the dealer manager fee, and to pay a fee to our advisor for its services in connection with the selection and acquisition of properties. We will not pay selling commissions or a dealer manager fee on shares sold under our distribution reinvestment plan. The table below sets forth our estimated use of proceeds from this offering:

	Maximum Offering (Not Including Distribution Reinvestment Plan)	Minimum Offering (Not Including Distribution Reinvestment Plan)		
	Amount	Amount	Percent	
Gross Offering Proceeds	$1,500,000,000	$7,500,000	100	%
Less Public Offering Expenses:				
Selling Commissions and Dealer Manager Fee	150,000,000	750,000	10.0	%
Organization and Offering Expenses	22,500,000	112,500	1.5	%
Amount Available for Investment	1,327,500,000	6,637,500	88.5	%
Acquisition and Development:				
Acquisition and Advisory Fees	13,275,000	66,375	0.885	%
Acquisition Expenses	6,000,000	30,000	0.4	%
Initial Working Capital Reserve	1,500,000	7,500	0.1	%

Amount Invested in Properties	$1,306,725,000	$6,533,625	87.115 %

Investment Objectives

Our primary investment objectives are:

- to provide current income for you through the payment of cash distributions; and
- to preserve, protect and return your invested capital.

We also seek capital gain from our investments. Our core investment strategy for achieving these objectives is to acquire, own and manage a portfolio of free standing commercial properties that are leased to a diversified group of creditworthy companies on a single tenant, net lease basis. Net leases generally require

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the tenant to pay substantially all of the costs associated with operating and maintaining the property such as maintenance, insurance, taxes, structural repairs and all other operating and capital expenses (referred to as triple-net leases). See the Investment Objectives and Policies section of this prospectus for a more complete description of our investment policies and investment restrictions.

Conflicts of Interest

American Realty Capital Advisors, LLC, as our advisor, will experience conflicts of interest in connection with the management of our business affairs, including the following:

The management personnel of American Realty Capital Advisors, LLC, each of whom may in the future make investment decisions for other American Realty Capital-sponsored programs and direct investments, must determine which investment opportunities to recommend to us or another American Realty Capital-sponsored program or joint venture, and must determine how to allocate resources among us and any other future American Realty Capital-sponsored programs;
American Realty Capital Advisors, LLC may structure the terms of joint ventures between us and other American Realty Capital-sponsored programs;
Advisors, LLC, to manage and lease some or all of our properties;
American Realty Capital Advisors, LLC and its affiliates will have to allocate their time between us and other real estate programs and activities in which they may be involved in the future; and
American Realty Capital Advisors, LLC and its affiliates will receive fees in connection with transactions involving the purchase, financing, management and sale of our properties, and, because our advisor does not maintain a significant equity interest in us and is entitled to receive substantial minimum compensation regardless of performance, our advisor s interests are not wholly aligned with those of our stockholders.

Our officers and two of our directors also will face these conflicts because of their affiliation with American Realty Capital Advisors, LLC. These conflicts of interest could result in decisions that are not in our best interests. See the Conflicts of Interest section of this prospectus for a detailed discussion of the various conflicts of interest relating to your investment, as well as the procedures that we have established to mitigate a number of these potential conflicts.

The following chart shows the ownership structure of the various American Realty Capital entities that are affiliated with American Realty Capital Advisors, LLC.

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(1) The investors in this offering will own registered shares of common stock in American Realty Capital Trust, Inc.
(2) The Individuals are our Sponsors, Nicholas S. Schorsch, William M. Kahane, Peter M. Budko, Brian S. Block, and Michael Weil, whose ownership in the affiliates is represented by direct and indirect interests.
(3) American Realty Capital II, LLC currently owns 20,000 shares of our common stock, which represents less than 0.2% of our outstanding common stock as of October 20, 2009.
(4) American Realty Capital Trust, Inc. and American Realty Capital Operating Partnership, L.P. have entered into a Dealer Manager Agreement with Realty Capital Securities, LLC, which will serve as our dealer manager.
(5) American Realty Capital Trust, Inc. and American Realty Capital Operating Partnership, L.P. have entered into an Advisory Agreement with American Realty Capital Advisors, LLC, which will serve as our advisor.
(6) American Realty Capital Trust, Inc. and American Realty Capital Operating Partnership, L.P. have entered into a Property Management Agreement with American Realty Capital Properties, LLC, which serves as our property manager.

Prior Offering

For a summary of the prior offerings of our Sponsors see the section of this prospectus captioned Prior Offering Summary.

Terms of The Offering

We are offering an aggregate of 150,000,000 shares of common stock in our primary offering on a best-efforts basis at $10.00 per share. Discounts are available for certain categories of purchasers as described in the Plan of Distribution section of this prospectus. We also are offering 25,000,000 shares of common stock under our distribution reinvestment plan at $9.50 per share, subject to certain limitations, as described in the Summary of Distribution Reinvestment Plan section of this prospectus. We will offer shares of common stock in our primary offering until the earlier of January 25, 2011, which is three years from the effective date of this offering, or the date we sell 150,000,000 shares. We may sell shares under the distribution reinvestment plan beyond the termination of our primary offering until we have sold 25,000,000 shares through the reinvestment of distributions, but only if there is an effective registration statement with respect to the shares. Under the Securities Act of 1933, as amended (the Securities Act), and in some states, we may not be able to continue the offering for these periods without filing a new registration statement, or in the case of shares sold under the distribution reinvestment plan, renew or extend the registration statement in such state. We may terminate this offering at any time prior to the stated termination date. We reserve the right to reallocate the shares of our common stock we are offering between the primary offering and the distribution reinvestment plan.

We have sold the minimum amount of 4,500,000 shares of our common stock required for the release of all funds from escrow as of July 1, 2009. All subscription payments placed in escrow have been released to us.

Compensation to Advisor and its Affiliates

Our Advisor, American Realty Capital Advisors, LLC and its affiliates will receive compensation and reimbursement for services relating to this offering and the investment and management of our assets. The most significant items of compensation are included in the table below. The selling commissions and dealer manager fee may vary for different categories of purchasers. See the Plan of Distribution section of this prospectus. The table below assumes the shares are sold through distribution channels associated with the highest possible selling commissions and dealer manager fees. No effect is given to any shares sold through our distribution reinvestment plan.

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Type of Compensation	Determination of Amount	Estimated Amount for Minimum Offering (750,000 shares)/Maximum Offering (150,000,000 shares)
Selling Commission	We will pay to Realty Capital Securities, LLC 7% of gross proceeds of our primary offering; we will not pay any selling commissions on sales of shares under our distribution reinvestment plan; Realty Capital Securities, LLC will reallow all selling commissions to participating broker-dealers.	\$525,000 / \$105,000,000
Dealer Manager Fee	We will pay to Realty Capital Securities, LLC 3% of gross proceeds of our primary offering; we will not pay a dealer manager fee with respect to sales under our distribution reinvestment plan; Realty Capital Securities, LLC may reallow all or a portion of its dealer manager fees to participating broker-dealers.	\$225,000 / \$45,000,000
Other Organization and Offering Expenses	We will reimburse American Realty Capital Advisors, LLC up to 1.5% of gross offering proceeds for organization and offering expenses.	\$112,500 / \$22,500,000
	Operational Stage	
Acquisition Fees	We will pay to American Realty Capital Advisors, LLC 1% of the contract purchase price of each property acquired.	\$66,375 / \$13,275,000
Acquisition Expenses	We will reimburse American Realty Capital Advisors, LLC for acquisition expenses (including, personnel costs) incurred in acquiring property. We expect these fees to be approximately 0.5% of the purchase price of each property. In no event will the total of all acquisition and advisory fees and acquisition expenses payable with respect to a particular investment exceed 4% of the contract purchase price.	\$30,000 / \$6,000,000
Asset Management Fees	We will pay American Realty Capital Advisors, LLC a yearly fee equal to 1% of the contract purchase price of each property plus costs and expenses incurred by the advisor in providing asset management services, payable semiannually, based on assets held by us on the measurement date, adjusted for appropriate closing dates for individual property acquisitions.	Not determinable at this time. Because the fee is based on a fixed percentage of aggregate asset value there is no maximum dollar amount of this fee.

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Type of Compensation	Determination of Amount	Estimated Amount for Minimum Offering (750,000 shares)/Maximum Offering (150,000,000 shares)
Property Management and Leasing Fees	For the management and leasing of our properties, we will pay to American Realty Capital Properties, LLC, an affiliate of our advisor, a property management fee (a) 2% of gross revenues from our single tenant properties and (b) 4% of gross revenues from our multi-tenant properties, plus, in each case, market-based leasing commissions applicable to the geographic location of the property. We also will reimburse American Realty Capital Properties, LLC s costs of managing the properties. American Realty Capital Properties, LLC or its affiliates may also receive a fee for the initial leasing of newly constructed properties, which would generally equal one month s rent. In the unlikely event that American Realty Capital Properties, LLC assists a tenant with tenant improvements, a separate fee may be charged to, and payable by, us. This fee will not exceed 5% of the cost of the tenant improvements. The aggregate of all property management and leasing fees paid to our affiliates plus all payments to third parties for such fees will not exceed the amount that other nonaffiliated management and leasing companies generally charge for similar services in the same geographic location as determined by a survey of brokers and agents in such area.	Not determinable at this time. Because the fee is based on a fixed percentage of gross revenue and/or market rates, there is no maximum dollar amount of this fee.
Operating Expenses	We will reimburse our advisor s costs of providing administrative services, subject to the limitation that we will not reimburse our advisor for any amount by which our operating expenses (including the asset management fee) at the end of the four preceding fiscal quarters exceeds the greater of (a) 2% of average invested assets, or (b) 25% of net income other than any additions to reserves for depreciation, bad debt or other similar non-cash reserves and excluding any gain from the sale of assets for that period. Additionally, we will not reimburse our advisor for personnel costs in connection with services for which the advisor receives acquisition fees or real estate commissions.	Not determinable at this time.
Financing Coordination Fee	If our advisor provides services in connection with the origination or refinancing of any debt that we obtain, and use to acquire properties or to make other permitted investments, or that is assumed, directly or indirectly, in	Not determinable at this time. Because the fee is based on a fixed percentage of any debt

	connection with the acquisition of properties, we will pay the advisor a financing coordination fee equal to 1% of the amount available and/or outstanding under such financing, subject to certain limitations.	financing, there is no maximum dollar amount of this fee.

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Type of Compensation	Determination of Amount	Estimated Amount for Minimum Offering (750,000 shares)/Maximum Offering (150,000,000 shares)
	Liquidation/Listing Stage	
Real Estate Commissions	A brokerage commission paid on the sale of property, not to exceed the lesser of one-half of reasonable, customary and competitive real estate commission or 3% of the contract price for property sold (inclusive of any commission paid to outside brokers), in each case, payable to our advisor if our advisor or its affiliates, as determined by a majority of the independent directors, provided a substantial amount of services in connection with the sale.	Not determinable at this time. Because the commission is based on a fixed percentage of the contract price for a sold property, there is no maximum dollar amount of these commissions.
Subordinated Participation in Net Sale Proceeds (payable only if we are not listed on an exchange)	15% of remaining net sale proceeds after return of capital contributions plus payment to investors of a 6% cumulative, non-compounded return on the capital contributed by investors. We cannot assure you that we will provide this 6% return, which we have disclosed solely as a measure for our advisor s and its affiliates incentive compensation.	Not determinable at this time. There is no maximum amount of these payments.
Subordinated Incentive Listing Fee (payable only if we are listed on an exchange, which we have no intention to do at this time)	15% of the amount by which our adjusted market value plus distributions exceeds the aggregate capital contributed by investors plus an amount equal to an 6% cumulative, non-compounded annual return to investors. We cannot assure you that we will provide this 6% return, which we have disclosed solely as a measure for our advisor s and its affiliates incentive compensation.	Not determinable at this time. There is no maximum amount of this fee.

Status of Fees Paid and Deferred

Through December 31, 2008, the Company reimbursed the Advisor $0 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

From January 1, 2009 through September 30, 2009, the Company reimbursed the Advisor $3,916,836 and $197,731 for organizational and offering expenses and acquisition cost, respectively. Such amounts include $2,424,506 of offering cost incurred by the affiliated Advisor and Dealer Manager that exceeds 1.5% of gross offering proceeds earned as of September 30, 2009. From January 1, 2009 through September 30, 2009, the Company incurred:

acquisition fees of $742,536 paid to the Advisor
finance coordination fees of $411,784 paid to the Advisor

property management fees of $0 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 June 30, 2009, the Company paid no such fees to the Advisor and will determine if such fees will be waived in subsequent periods on a quarter-to-quarter basis. Such

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waived fees for the period ended December 31, 2008 and six months ended June 30, 2009 equal approximately $733,000 and $771,000, respectively. 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.

Distributions

To maintain our qualification as a REIT, we are required to make aggregate annual distributions to our stockholders of at least 90% of our annual taxable income (which does not necessarily equal net income as calculated in accordance with accounting principles generally accepted in the United States of America (GAAP)). Our board of directors may authorize distributions in excess of those required for us to maintain REIT status depending on our financial condition and such other factors as our board of directors deems relevant. We expect to calculate our monthly distributions based upon daily record and distribution declaration dates so investors may be entitled to distributions immediately upon purchasing our shares. 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. 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 was calculated based on stockholders of record each day during the applicable period at a rate of $0.00178082191 per day, and equaled a daily amount that, if paid each day for a 365-day period, equaled a 6.5% annualized rate based on the share price of $10.00. 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%. For the period from January 1, 2008 through October 20, 2009 distributions paid totaled $2,414,456, inclusive of $933,631 of common shares issued under the distribution reinvestment plan. As of October 20, 2009, 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 October 5, 2009, the Board of Directors of the Company approved a special distribution of $0.05 per share payable to shareholders of record on December 31, 2009. This special distribution will be paid in January 2010, and shall be paid in addition to the current annualized distribution of $0.67 per share. In the event we do not have enough cash to make distributions in the future, we may borrow, use proceeds from this offering, issue additional securities or sell assets in order to fund distributions.

See the section of this prospectus captioned Description of Shares Distribution Policy and Distributions for a description of our distributions.

Listing or Liquidation

We will seek to list our shares of common stock for trading on the New York Stock Exchange, NASDAQ Stock Market or any successor exchange or market when and if our independent directors believe listing would be in the best interest of our stockholders. However, at this time, we have no intention to list our shares. We do not anticipate that there will be any market for our common stock unless and until our shares are listed. If we do not list our shares of common stock on the New York Stock Exchange or NASDAQ Stock Market by December 1, 2018, we intend to either:

- seek stockholder approval of an extension or amendment of this listing deadline; or seek stockholder approval of the liquidation of our corporation.

If we seek and do not obtain stockholder approval of an extension or amendment to the listing deadline, we intend then to adopt a plan of liquidation and commence an orderly liquidation of our properties.

Distribution Reinvestment Plan

Pursuant to our distribution reinvestment plan, you may have the distributions you receive from us reinvested in additional shares of our common stock. The purchase price per share under our distribution reinvestment plan will be the higher of 95% of the fair market value per share as determined by our board of

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directors and $9.50 per share. No sales commissions or dealer manager fees will be paid on shares sold under our distribution reinvestment plan. If you participate in the distribution reinvestment plan, you will not receive the cash from your distributions, other than special distributions that are designated by our board of directors. As a result, you may have a tax liability with respect to your share of our taxable income, but you will not receive cash distributions to pay such liability. We may terminate the distribution reinvestment plan at our discretion at any time upon ten days prior written notice to you. Additionally, we will be required to discontinue sales of shares under the distribution reinvestment plan on the earlier of January 25, 2011, which is three years from the effective date of this offering, or the date we sell all of the shares registered for sale under the distribution reinvestment plan, unless we file a new registration statement with the Securities and Exchange Commission and applicable states. We reserve the right to reallocate the shares of our common stock we are offering between the primary offering and the distribution reinvestment plan.

Share Repurchase Program

Our board of directors has adopted a share repurchase program that enables our stockholders to sell their shares to us in limited circumstances. Our share repurchase program permits you to sell your shares back to us after you have held them for at least one year, subject to the significant conditions and limitations described below.

Our common stock is currently not listed on a national securities exchange and we will not seek to list our stock until such time as our independent directors believe that the listing of our stock would be in the best interest of our stockholders. In order to provide stockholders with the benefit of interim liquidity, stockholders who have held their shares for at least one year and who purchased their shares from us or received the shares through a non-cash transaction, not in the secondary market, may present all or a portion consisting of the holder s shares to us for repurchase at any time in accordance with the procedures outlined below. At that time, we may, subject to the conditions and limitations described below, redeem the shares presented for repurchase for cash to the extent that we have sufficient funds available to us to fund such repurchase. We will not pay to our board of directors, advisor or its affiliates any fees to complete any transactions under our share repurchase program.

During the term of this offering and any subsequent public offering of our shares, the purchase price per share will depend on the length of time you have held such shares as follows: after one year from the purchase date 96.25% of the amount you actually paid for each share; and after two years from the purchase date - 97.75% of the amount you actually paid for each share; and after three years from the purchase date 100% of the amount you actually paid for each share; (in each case, as adjusted for any stock dividends, combinations, splits, recapitalizations and the like with respect to our common stock). At any time we are engaged in an offering of shares, the per share price for shares purchased under our repurchase plan will always be equal to or lower than the applicable per share offering price. Thereafter, the per share purchase price will be based on the greater of $10.00 or the then-current net asset value of the shares as determined by our board of directors (as adjusted for any stock dividends, combinations, splits, recapitalizations and the like with respect to our common stock). Our board of directors will announce any purchase price adjustment and the time period of its effectiveness as a part of its regular communications with our stockholders. Our board of directors shall use the following criteria for determining the net asset value of the shares: value of our assets (estimated market value) less the estimated market value of our liabilities, divided by the number of shares. The Board, with advice from the Advisor, (i) will make internal valuations of the market value of its assets based upon the current capitalization rates of similar properties in the market, recent transactions for similar properties acquired by the Company and any extensions, cancellations, modifications or other material events affecting the leases, changes in rents or other circumstances related to such properties, (ii) review internal appraisals prepared by the Advisor following standard commercial real estate appraisal practice and (iii) every three years or earlier, in rotation will have all of the properties appraised by an external appraiser. Upon the death or disability of a stockholder, upon request, we will waive the one-year holding requirement. Shares repurchased in connection with the death or disability of a stockholder will be repurchased at a purchase price equal to the price actually paid for the shares during the offering, or if not engaged in the offering, the per share purchase price will be based on the greater of $10.00 or the then-current net asset value of the shares as determined by our board of directors (as adjusted for any stock dividends, combinations, splits,

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recapitalizations and the like with respect to our common stock). In addition, we may waive the holding period in the event of a stockholder s bankruptcy or other exigent circumstances.

On November 12, 2008, the Company s board of directors modified the Share Repurchase Program (SRP) to fund purchases under the SRP, not only from the Distribution Reinvestment Plan (DRIP), but also from operating funds of the Company. Accordingly, purchases under the SRP, subject to the terms of the SRP, may be funded from the proceeds from the sale of shares under the DRIP, from proceeds of the sale of shares in a public offering, and with other available allocated operating funds. However, purchases under the SRP by the Company will be limited in any calendar year to 5% of the weighted average number of shares outstanding during the prior year. The other terms and conditions of the SRP remain unchanged.

We will redeem our shares on the last business day of the month following the end of each quarter. Requests for repurchases must be received on or prior to the end of the quarter in order for us to repurchase the shares as of the end of the next month. You may withdraw your request to have your shares repurchased at any time prior to the last day of the applicable quarter. Shares presented for repurchase will continue to earn daily distributions up to and including the repurchase date.

Our board of directors may choose to amend, suspend or terminate our share repurchase program upon 30 days notice at any time.

Description of Shares

Uncertificated Shares

Our board of directors has authorized the issuance of shares of our stock without certificates. We expect that, unless and until our shares are listed on the New York Stock Exchange or NASDAQ Stock Market, we will not issue shares in certificated form. Our transfer agent maintains a stock ledger that contains the name and address of each stockholder and the number of shares that the stockholder holds. With respect to uncertificated stock, we will continue to treat the