

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

▶ See separate instructions.

Part I Reporting Issuer

| | | | |
|--|-----------------------------------|---|-----------------------------|
| 1 Issuer's name | | 2 Issuer's employer identification number (EIN) | |
| INDUSTRIAL PROPERTY TRUST INC. | | 61-1577639 | |
| 3 Name of contact for additional information | 4 Telephone No. of contact | 5 Email address of contact | |
| JONATHAN MCCASKILL | 303-228-2200 | | |
| 6 Number and street (or P.O. box if mail is not delivered to street address) of contact | | 7 City, town, or post office, state, and Zip code of contact | |
| 518 17TH STREET, SUITE 1700 | | DENVER, CO 80202 | |
| 8 Date of action | | 9 Classification and description | |
| 01/20/2017 | | STOCK | |
| 10 CUSIP number | 11 Serial number(s) | 12 Ticker symbol | 13 Account number(s) |
| 45632A306, 45632A207 | | | |

Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ QUARTERLY DISTRIBUTIONS WERE PAID TO SHAREHOLDERS OF RECORD ON THE FOLLOWING DATES:
 JANUARY 15, 2016; APRIL 4, 2016; JULY 5, 2016; OCTOBER 5, 2016. NONTAXABLE RETURN OF CAPITAL ("ROC") WAS DETERMINED ON JANUARY 20, 2017.

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ THE DISTRIBUTIONS PAID TO CLASS A SHAREHOLDERS WERE \$0.0958 NONTAXABLE ROC PER SHARE PER QUARTER, OR \$0.3831 NONTAXABLE ROC PER SHARE FOR THE FOUR QUARTERS COMBINED. THE DISTRIBUTIONS PAID TO CLASS T SHAREHOLDERS WERE \$0.0782, \$0.0785, \$0.0786, AND \$0.0785 NONTAXABLE ROC PER SHARE PER QUARTER FOR QUARTERS 1, 2, 3, AND 4 RESPECTIVELY, OR \$0.3137 NONTAXABLE ROC PER SHARE FOR THE FOUR QUARTERS COMBINED.

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ DETAILED TAXABLE INCOME CALCULATIONS WERE USED TO DETERMINE THE RETURN OF CAPITAL AMOUNTS FOR THE DISTRIBUTIONS PAID TO SHAREHOLDERS.

Part II Organizational Action (continued)

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

18 Can any resulting loss be recognized? ▶ NO

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ DISTRIBUTIONS ARE FOR THE TAX YEAR ENDED DECEMBER 31, 2016.

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here Signature ▶ /s/ JONATHAN MCCASKILL Date ▶ 1/27/17

Print your name ▶ JONATHAN MCCASKILL Title ▶ VICE PRESIDENT, TAX

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