

**NYSE LISTING AND TENDER OFFER**

**CLOSING CHECKLIST**

DOCUMENT OR ACTION	
<b>NYSE Listing</b>	
1.	NYSE Listing Application
	a. Reserve ticker symbol
	b. Obtain CIK number
	c. Obtain CUSIP number
2.	Certification re: Corporate Governance Documents
	a. Copy of Audit Committee Charter
	b. Copy of Nominating & Corporate Governance Committee Charter
	c. Copy of Compensation Committee Charter
	d. Copy of Amended and Restated Code of Business Conduct and Ethics
	e. Copy of Corporate Governance Guidelines
3.	Pay Application Fee
4.	Pay Registration Fee
5.	Listing Agreement
6.	Written confirmation from Transfer Agent that the security to be listed is eligible for a Direct Registration Program
7.	File Form 8-A
8.	Request that NYSE file its Form 8-A certification with the SEC
9.	Interview market makers
10.	Notice of Issuance from NYSE
11.	Respond to comments from NYSE
12.	Amended and Restated Bylaws

DOCUMENT OR ACTION	
13.	Articles of Amendment re: Name Change
14.	Second Amended and Restated Charter
15.	2014 Outperformance Award Agreement
16.	Subordinated Incentive Listing Fee Note
17.	Amendment to Restricted Share Program
18.	Sixth Amended and Restated Advisory Agreement
19.	Fourth Amended and Restated OP Agreement
20.	Notice to stockholders re: amendment and suspension of DRIP and termination of share repurchase program
21.	Memo re: trading restrictions / temporary blackouts for directors and officers, employees and respective families
22.	Confirm that D&O insurance will continue to provide sufficient coverage after listing
23.	EDGAR codes for Section 16 filers
24.	Form 3s and 4s for Section 16 filers
25.	Confirm Transfer Agent process complete
26.	Revise website terms and conditions and privacy policy
27.	Board resolutions (listing, tender offer, etc.)
28.	Board resolutions (amendments to credit agreement, OP agreement, etc.)
29.	Form 8-K re: name change and FAQs
30.	Form 8-K re: amended agreements and bylaws
31.	Press release re Listing on NYSE
32.	Press release re commencement of tender offer

<b>DOCUMENT OR ACTION</b>	
33.	Press release re television appearances
34.	Contribution and Exchange Agreement
<b>Tender Offer</b>	
1.	Schedule TO and Offer to purchase
2.	Letter of Transmittal
3.	Notice of guaranteed delivery
4.	Form of letter to stockholders
5.	Form of letter to brokers, dealers, commercial banks, trust companies and other nominees
6.	Form of letter to clients (including instructions and forms)
7.	Form of notice of withdrawal for registered stockholders
8.	Form of notice of withdrawal for DTC participants
9.	Form of WSJ/NYT advertisement
10.	Credit Agreement
11.	Press release announcing preliminary results of tender offer and Form 8-K
12.	Press release announcing final results of tender offer and Form 8-K
13.	Establish satisfaction or waiver of any funding conditions
14.	Press release announcing satisfaction or waiver of funding conditions
15.	[Form of letter to Stockholders /Custodians for stockholders expressing an interest in other ARC alternative investment products]
16.	Settlement of Tendered Shares
17.	“Sweep up” of fractional shares
<b>Shelf Registration Statement</b>	

DOCUMENT OR ACTION	
1.	File Form S-3ASR
2.	Legal opinion re legality of securities
3.	Legal opinion re tax matters
4.	Consent of independent accounting firm
5.	Form of “open-ended” indenture
6.	Ratio of earnings to fixed charges exhibit 12.1