

## Whitestone REIT 2013 Dividend Tax Status

The following table presents the federal income tax status of the dividends paid on shares of Whitestone REIT common stock during the year ended December 31, 2013:

Record Date	Payable Date	Total Distribution per Share	Taxable Ordinary Dividend (Box 1a)	Qualified Dividends (Box 1b)	Capital Gain Distribution (Box 2a)	Un- recaptured Section 1250 Gain (Box 2b)	Return of Capital- Non Taxable (Box 3)
12/31/2012	1/8/2013	\$ 0.09500	\$ 0.03653	\$ -	\$0.00019	\$0.0000	\$ 0.05828
1/31/2013	2/8/2013	\$ 0.09500	\$ 0.03653	\$ -	\$0.00019	\$0.0000	\$ 0.05828
2/28/2013	3/8/2013	\$ 0.09500	\$ 0.03653	\$ -	\$0.00019	\$0.0000	\$ 0.05828
4/1/2013	4/9/2013	\$ 0.09500	\$ 0.03653	\$ -	\$0.00019	\$0.0000	\$ 0.05828
4/30/2013	5/9/2013	\$ 0.09500	\$ 0.03653	\$ -	\$0.00019	\$0.0000	\$ 0.05828
5/31/2013	6/10/2013	\$ 0.09500	\$ 0.03653	\$ -	\$0.00019	\$0.0000	\$ 0.05828
7/1/2013	7/9/2013	\$ 0.09500	\$ 0.03653	\$ -	\$0.00019	\$0.0000	\$ 0.05828
8/1/2013	8/9/2013	\$ 0.09500	\$ 0.03653	\$ -	\$0.00019	\$0.0000	\$ 0.05828
9/3/2013	9/11/2013	\$ 0.09500	\$ 0.03653	\$ -	\$0.00019	\$0.0000	\$ 0.05828
10/1/2013	10/9/2013	\$ 0.09500	\$ 0.03653	\$ -	\$0.00019	\$0.0000	\$ 0.05828
11/1/2013	11/8/2013	\$ 0.09500	\$ 0.03653	\$ -	\$0.00019	\$0.0000	\$ 0.05828
12/2/2013	12/11/2013	\$ 0.09500	\$ 0.03653	\$ -	\$0.00019	\$0.0000	\$ 0.05828

In accordance with IRS Code Section 6045B, the company has posted Form 8937, Report of Organizational Actions Affecting Basis of Securities, which may be found at [www.Whitestonereit.com](http://www.Whitestonereit.com). This form provides detailed information on the return of capital portion of the common share distributions.

Whitestone REIT  
 David K. Holeman, (713) 435-2227  
[dholeman@whitestonereit.com](mailto:dholeman@whitestonereit.com)

## Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

**Part I Reporting Issuer**

1 Issuer's name <b>WHITESTONE REIT</b>		2 Issuer's employer identification number (EIN) <b>76-0594970</b>	
3 Name of contact for additional information <b>DAVID K. HOLEMAN</b>	4 Telephone No. of contact <b>713.827.9595</b>	5 Email address of contact <b>DHOLEMAN@WHITESTONEREIT.COM</b>	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact <b>2600 S. GESSNER ROAD, SUITE 500</b>		7 City, town, or post office, state, and Zip code of contact <b>HOUSTON, TX 77063</b>	
8 Date of action <b>12/31/13</b>		9 Classification and description <b>COMMON STOCK DIVIDENDS</b>	
10 CUSIP number <b>966084105</b>	11 Serial number(s) <b>N/A</b>	12 Ticker symbol <b>WSR</b>	13 Account number(s) <b>N/A</b>

**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 ▶ Whitestone REIT is organized and operates as a Real Estate Investment Trust (REIT) as defined under Section 856(a) of the Code. Pursuant to Section 857(a)(1) of the Code, Whitestone REIT is required to distribute 90% of its REIT taxable income during each taxable year for which it has elected to be a REIT. As of December 31, 2013, Whitestone REIT had elected to be taxed as a REIT in accordance with Section 856(c)(1) of the Code. As of December 31, 2013, Whitestone REIT had one class of common stock for which distributions of cash were made that resulted in an adjustment to the basis of that stock in the hands of its respective shareholders. Distributions of cash, a portion of which are treated as a return of capital, were made on the payment dates outlined in the attached schedule. The total distributions made by Whitestone REIT to its shareholders exceeded the amount of its current year and accumulated earnings and profits as determined under Section 312 of the Code. The excess amount of these distributions is treated as a return of capital to the shareholders and they are required to reduce their tax basis in their stock as provided in Section 301(c)(2). The dates upon which shareholders of record were measured are also identified on the attached schedule.

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 ▶ See attached table for quantitative effect of the distributions reported as a return of capital on a per share basis. The percentage of the distributions that was a return of capital was reported to the Corporation's shareholders on their 2013 Forms 1099-DIV.

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 ▶ The calculation for the return of capital portion of dividends made to common stock shareholders of Whitestone REIT during 2013 represents the total distributions made to Whitestone REIT common shareholders less the amount attributed to ordinary income and capital gain.

**Part II Organizational Action** (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ \_\_\_\_\_

Section 301

Section 312

Section 316

Section 857

Section 6042

18 Can any resulting loss be recognized? ▶ **No**

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ **Reportable tax year ended December 31, 2013.**

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 ▶ *David K. Holeman, CFO* Date ▶ *2/6/14*  
Print your name ▶ **David K. Holeman** Title ▶ **CFO**

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	<b>Dean A. Rocheleau</b>	<i>Dean A. Rocheleau</i>	<i>2/4/14</i>		<b>P00053805</b>
	Firm's name ▶ <b>Plante &amp; Moran, PLLC</b>			Firm's EIN ▶	<b>38-1357951</b>
	Firm's address ▶ <b>2601 Cambridge Court, Suite 500, Auburn Hills, MI</b>			Phone no.	<b>248.375.7100</b>

**Whitestone REIT Class B Common Shares**

**FEIN: 76-0594970**

**Form 8937 - Part II, Lines 14 and 15 Supplemental Schedule**

**FYE December 31, 2013**

<b>Record Date</b>	<b>Payable Date</b>	<b>Total Dividend Per Share</b>	<b>Return of Capital</b>
12/31/2012	1/8/2013	0.095	0.61352
1/31/2013	2/8/2013	0.095	0.61352
2/28/2013	3/8/2013	0.095	0.61352
4/1/2013	4/9/2013	0.095	0.61352
4/30/2013	5/9/2013	0.095	0.61352
5/31/2013	6/10/2013	0.095	0.61352
7/1/2013	7/9/2013	0.095	0.61352
8/1/2013	8/9/2013	0.095	0.61352
9/3/2013	9/11/2013	0.095	0.61352
10/1/2013	10/9/2013	0.095	0.61352
11/1/2013	11/8/2013	0.095	0.61352
12/2/2013	12/11/2013	0.095	0.61352

## Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

**Part I Reporting Issuer**

<b>1</b> Issuer's name  WHITESTONE REIT		<b>2</b> Issuer's employer identification number (EIN)  76-0594970	
<b>3</b> Name of contact for additional information  DAVID K. HOLEMAN	<b>4</b> Telephone No. of contact  713.827.9595	<b>5</b> Email address of contact  DHOLEMAN@WHITESTONEREIT.COM	
<b>6</b> Number and street (or P.O. box if mail is not delivered to street address) of contact  2600 S. GESSNER ROAD, SUITE 500		<b>7</b> City, town, or post office, state, and Zip code of contact  HOUSTON, TX 77063	
<b>8</b> Date of action  12/31/13		<b>9</b> Classification and description  COMMON STOCK DIVIDENDS	
<b>10</b> CUSIP number  966084105	<b>11</b> Serial number(s)  N/A	<b>12</b> Ticker symbol  WSR	<b>13</b> Account number(s)  N/A

**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 ▶ Whitestone REIT is organized and operates as a Real Estate Investment Trust (REIT) as defined under Section 856(a) of the Code. Pursuant to Section 857(a)(1) of the Code, Whitestone REIT is required to distribute 90% of its REIT taxable income during each taxable year for which it has elected to be a REIT. As of December 31, 2013, Whitestone REIT had elected to be taxed as a REIT in accordance with Section 856(c)(1) of the Code. As of December 31, 2013, Whitestone REIT had one class of common stock for which distributions of cash were made that resulted in an adjustment to the basis of that stock in the hands of its respective shareholders. Distributions of cash, a portion of which are treated as a return of capital, were made on the payment dates outlined in the attached schedule. The total distributions made by Whitestone REIT to its shareholders exceeded the amount of its current year and accumulated earnings and profits as determined under Section 312 of the Code. The excess amount of these distributions is treated as a return of capital to the shareholders and they are required to reduce their tax basis in their stock as provided in Section 301(c)(2). The dates upon which shareholders of record were measured are also identified on the attached schedule.

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**Part II Organizational Action** (continued)

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


- Section 301
- Section 312
- Section 316
- Section 857
- Section 6042

18 Can any resulting loss be recognized? ▶ **No**

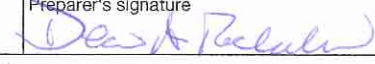
19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ **Reportable tax year ended December 31, 2013.**

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 ▶  Date ▶ **2/6/14**

Print your name ▶ **David K. Holeman** Title ▶ **CFO**

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	<b>Dean A. Rocheleau</b>		<b>2/4/14</b>		<b>P00053805</b>
	Firm's name ▶ <b>Plante &amp; Moran, PLLC</b>	Firm's EIN ▶ <b>38-1357951</b>		Phone no. <b>248.375.7100</b>	
	Firm's address ▶ <b>2601 Cambridge Court, Suite 500, Auburn Hills, MI</b>				

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**FEIN: 76-0594970**

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8/1/2013	8/9/2013	0.095	0.61352
9/3/2013	9/11/2013	0.095	0.61352
10/1/2013	10/9/2013	0.095	0.61352
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12/2/2013	12/11/2013	0.095	0.61352