

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

TEMPORARY
FORM D

1440842

OMB APPROVAL
OMB NUMBER: 3235-0076
Expires: March 31, 2009
Estimated average burden
hours per response.....4.00



09037159

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6) AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

SEC
Mail Processing
Section

Name of Offering (check if this is an amendment and name has changed, and indicate change.)
ARC INCOME PROPERTIES, LLC \$19.5 MILLION AGGREGATE PRINCIPAL NOTES DUE IN 2011

Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6)
Type of Filing: New Filing Amendment

MAR 18 2009

A. BASIC IDENTIFICATION DATA

Washington DC
121

1. Enter the information requested about the issuer

Name of Issuer (Check if this is an amendment and name has changed, and indicate change.)
ARC Income Properties, LLC

Address of Executive Offices 106 York Road, Jenkintown, PA 19046	(Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code) (215) 887-2189
Address of Principal Business Operations (if different from Executive Offices) 405 Park Avenue, New York, NY 10022	(Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code) (212) 415-6500

Brief Description of Business

ARC Income Properties, LLC was formed to sell the Notes to accredited investors in the Offering. The Company will use all of the net proceeds from the Offering to acquire and pay related expenses for 100% of the membership interests in each of 33 property-owning companies, which together own a portfolio of 73 bank branches triple-net leased to RBS Citizens, National Association and Citizens Bank of Pennsylvania

Type of Business Organization

- corporation limited partnership, already formed other (please specify): limited liability company
- business trust limited partnership, to be formed

Actual or Estimated Date of Incorporation or Organization: Month Year Actual Estimated

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: CN for Canada; FN for other foreign jurisdiction)

GENERAL INSTRUCTIONS Note: This is a special Temporary Form D (17 CFR 239.500T) that is available to be filed instead of Form D (17 CFR 239.500) only to issuers that file with the Commission a notice on Temporary Form D (17 CFR 239.500T) or an amendment to such a notice in paper format on or after September 15, 2008 but before March 16, 2009. During that period, an issuer also may file in paper format an initial notice using Form D (17 CFR 239.500) but, if it does, the issuer must file amendments using Form D (17 CFR 239.500) and otherwise comply with all the requirements of § 230.503T.

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 100 F Street, N.E., Washington, D.C. 20549.

Copies Required: Two (2) copies of this notice must be filed with the SEC, one of which must be manually signed. The copy not manually signed must be photocopy of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those state that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Schorsch, Nicholas S.

Business or Residence Address (Number and Street, City, State, Zip Code)

American Realty Capital II, LLC, 106 York Road, Jenkintown, PA 19046

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Kahane, William M.

Business or Residence Address (Number and Street, City, State, Zip Code)

American Realty Capital II, LLC, 405 Park Avenue, New York, NY 10022

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

American Realty Capital II, LLC

Business or Residence Address (Number and Street, City, State, Zip Code)

106 York Road, Jenkintown, PA 19046

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Budko, Peter M.

Business or Residence Address (Number and Street, City, State, Zip Code)

American Realty Capital II, LLC, 405 Park Avenue, New York, NY 10022

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Block, Brian S.

Business or Residence Address (Number and Street, City, State, Zip Code)

American Realty Capital II, LLC, 106 York Road, Jenkintown, PA 19046

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Weil, Michael

Business or Residence Address (Number and Street, City, State, Zip Code)

American Realty Capital II, LLC, 106 York Road, Jenkintown, PA 19046

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

B. INFORMATION ABOUT OFFERING

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?..... Yes No

Answer also in Appendix, Column 2, if filing under ULOE.

2. What is the minimum investment that will be accepted from any individual? \$25,000

3. Does the offering permit joint ownership of a single unit?..... Yes No

4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.

Full Name (Last name first, if individual)

Realty Capital Securities, LLC

Business or Residence Address (Number and Street, City, State, Zip Code)

Three Copley Plaza, Suite 3300, Boston, MA 02116

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)..... All States

AL	AK	AZ	AR	CA	CO	CT	DE	DC	FL	GA	HI	ID
IL	IN	IA	KS	KY	LA	ME	MD	MA	MI	MN	MS	MO
MT	NE	NV	NH	NJ	NM	NY	NC	ND	OH	OK	OR	PA
RI	SC	SD	TN	TX	UT	VT	VA	WA	WV	WI	WY	PR

Full Name (Last name first, if individual)

Investors Capital Corporation

Business or Residence Address (Number and Street, City, State, Zip Code)

230 Broadway East 203, Lynnfield, MA 01940

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)..... All States

AL	AK	AZ	AR	CA	CO	CT	DE	DC	FL	GA	HI	ID
IL	IN	IA	KS	KY	LA	ME	MD	MA	MI	MN	MS	MO
MT	NE	NV	NH	NJ	NM	NY	NC	ND	OH	OK	OR	PA
RI	SC	SD	TN	TX	UT	VT	VA	WA	WV	WI	WY	PR

Full Name (Last name first, if individual)

TransAm Securities, Inc.

Business or Residence Address (Number and Street, City, State, Zip Code)

1111 Douglas Avenue, Altamonte Springs, FL 32714

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)..... All States

AL	AK	AZ	AR	CA	CO	CT	DE	DC	FL	GA	HI	ID
IL	IN	IA	KS	KY	LA	ME	MD	MA	MI	MN	MS	MO
MT	NE	NV	NH	NJ	NM	NY	NC	ND	OH	OK	OR	PA
RI	SC	SD	TN	TX	UT	VT	VA	WA	WV	WI	WY	PR

Full Name (Last name first, if individual)

Omni Brokerage, Inc.

Business or Residence Address (Number and Street, City, State, Zip Code)

10542 South Jordan Gateway, Salt Lake City, UT 84095

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)..... All States

AL	AK	AZ	AR	AR	CA	CO	CT	DE	DC	FL	GA	HI	ID
IL	IN	IA	KS	KS	KY	LA	ME	MD	MA	MI	MN	MS	MO
MT	NE	NV	NH	NH	NJ	NM	NY	NC	ND	OH	OK	OR	PA
RI	SC	SD	TN	TN	TX	UT	VT	VA	WA	WV	WI	WY	PR

Full Name (Last name first, if individual)

RSG Capital Corporation

Business or Residence Address (Number and Street, City, State, Zip Code)

7499 West Atlantic Ave, Suite 208, Delray Beach, FL 33446

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)..... All States

AL	AK	AZ	AR	CA	CO	CT	DE	DC	FL	GA	HI	ID
IL	IN	IA	KS	KY	LA	ME	MD	MA	MI	MN	MS	MO
MT	NE	NV	NH	NJ	NM	NY	NC	ND	OH	OK	OR	PA
RI	SC	SD	TN	TX	UT	VT	VA	WA	WV	WI	WY	PR

Full Name (Last name first, if individual)

Calton & Associates, Inc.

Business or Residence Address (Number and Street, City, State, Zip Code)

14497 N. Dale Mabry Highway, Suite 215, Tampa, FL 33618

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)..... All States

AL	AK	AZ	AR	CA	CO	CT	DE	DC	FL	GA	HI	ID
IL	IN	IA	KS	KY	LA	ME	MD	MA	MI	MN	MS	MO
MT	NE	NV	NH	NJ	NM	NY	NC	ND	OH	OK	OR	PA
RI	SC	SD	TN	TX	UT	VT	VA	WA	WV	WI	WY	■

Full Name (Last name first, if individual)

Uinta Investments, Inc.

Business or Residence Address (Number and Street, City, State, Zip Code)

4201 East Harvard Avenue, Gilbert, AZ 85234

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)..... All States

AL	AK	AZ	AR	CA	CO	CT	DE	DC	FL	GA	HI	ID
IL	IN	IA	KS	KY	LA	ME	MD	MA	MI	MN	MS	MO
MT	NE	NV	NH	NJ	NM	NY	NC	ND	OH	OK	OR	PA
RI	SC	SD	TN	TX	UT	VT	VX	WA	WV	WI	WY	PR

Full Name (Last name first, if individual)

American Investors Capital

Business or Residence Address (Number and Street, City, State, Zip Code)

2682 Bishop Drive, Suite 123, San Ramon, CA 94583

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)..... All States

AL	AK	AZ	AR	CA	CO	CT	DE	DC	FL	GA	HI	ID
IL	IN	IA	KS	KY	LA	ME	MD	MA	MI	MN	MS	MO
MT	NE	NV	NH	NJ	NM	NY	NC	ND	OH	OK	OR	PA
RI	SC	SD	TN	TX	UT	VT	VX	WA	WV	WI	WY	■

Full Name (Last name first, if individual)

Cullum & Burks Securities

Business or Residence Address (Number and Street, City, State, Zip Code)

13355 Noel Road, Suite 1300, Dallas, TX 75240

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)..... All States

AL	AK	AZ	AR	CA	CO	CT	DE	DC	FL	GA	HI	ID
IL	IN	IA	KS	KY	LA	ME	MD	MA	MI	MN	MS	MO
MT	NE	NV	NH	NJ	NM	NY	NC	ND	OH	OK	OR	PA
RI	SC	SD	TN	TX	UT	VT	VA	WA	WV	WI	WY	■

Full Name (Last name first, if individual)

Foothills Securities, Inc.

Business or Residence Address (Number and Street, City, State, Zip Code)

150 E. Dana St., Mountain View, CA 94041

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)..... All States

AL	AK	AZ	AR	CA	CO	CT	DE	DC	FL	GA	HI	ID
IL	IN	IA	KS	KY	LA	ME	MD	MA	MI	MN	MS	MO
MT	NE	NV	NH	NJ	NM	NY	NC	ND	OH	OK	OR	PA
RI	SC	SD	TN	TX	UT	VT	VX	WA	WV	WI	WY	PR

Full Name (Last name first, if individual)

Peak Securities Corporation

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)..... All States

<input checked="" type="checkbox"/> AL	AK	<input checked="" type="checkbox"/> AZ	<input checked="" type="checkbox"/> AR	<input checked="" type="checkbox"/> CA	<input checked="" type="checkbox"/> CO	<input checked="" type="checkbox"/> CT	DE	<input checked="" type="checkbox"/> DC	<input checked="" type="checkbox"/> FL	<input checked="" type="checkbox"/> GA	HI	ID
<input checked="" type="checkbox"/> IL	<input checked="" type="checkbox"/> IN	IA	<input checked="" type="checkbox"/> KS	KY	LA	ME	<input checked="" type="checkbox"/> MD	<input checked="" type="checkbox"/> MA	<input checked="" type="checkbox"/> MI	<input checked="" type="checkbox"/> MN	MS	<input checked="" type="checkbox"/> MO
MT	NE	<input checked="" type="checkbox"/> NV	NH	<input checked="" type="checkbox"/> NJ	<input checked="" type="checkbox"/> NM	<input checked="" type="checkbox"/> NY	<input checked="" type="checkbox"/> NC	ND	<input checked="" type="checkbox"/> OH	<input checked="" type="checkbox"/> OK	OR	<input checked="" type="checkbox"/> PA
RI	SC	SD	TN	<input checked="" type="checkbox"/> TX	<input checked="" type="checkbox"/> UT	VT	<input checked="" type="checkbox"/> VA	WA	<input checked="" type="checkbox"/> WV	<input checked="" type="checkbox"/> WI	WY	PR

Full Name (Last name first, if individual)

Newbridge Securities Corporation

Business or Residence Address (Number and Street, City, State, Zip Code)

1451 Cypress Creek Road, Suite 204, Fort Lauderdale, FL 33309

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)..... All States

AL	AK	AZ	AR	CA	CO	CT	DE	DC	FL	GA	HI	ID
IL	IN	IA	KS	KY	LA	ME	MD	MA	MI	MN	MS	MO
MT	NE	NV	NH	NJ	NM	NY	NC	ND	OH	OK	OR	PA
RI	SC	SD	TN	TX	UT	VT	VA	WA	WV	WI	WY	PR

Full Name (Last name first, if individual)

Stephen A. Kohn & Associates

Business or Residence Address (Number and Street, City, State, Zip Code)

3230 South Vance Street, Suite 210, Lakewood, CO 80227

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)..... All States

AL	AK	<input checked="" type="checkbox"/> AZ	AR	<input checked="" type="checkbox"/> CA	<input checked="" type="checkbox"/> CO	<input checked="" type="checkbox"/> CT	DE	DC	<input checked="" type="checkbox"/> FL	GA	HI	<input checked="" type="checkbox"/> ID
<input checked="" type="checkbox"/> IL	IN	IA	KS	KY	LA	ME	MD	<input checked="" type="checkbox"/> MA	<input checked="" type="checkbox"/> MI	<input checked="" type="checkbox"/> MN	MS	MO
MT	NE	<input checked="" type="checkbox"/> NV	NH	NJ	NM	<input checked="" type="checkbox"/> NY	NC	ND	<input checked="" type="checkbox"/> OH	OK	<input checked="" type="checkbox"/> OR	PA
RI	SC	SD	TN	TX	UT	VT	VA	<input checked="" type="checkbox"/> WA	WV	WI	WY	PR

Full Name (Last name first, if individual)

Western International Securities, Inc.

Business or Residence Address (Number and Street, City, State, Zip Code)

70 S. Lake Ave., Ste. 700, Pasadena, CA 91101

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)..... All States

AL	AK	AZ	AR	CA	CO	CT	DE	DC	FL	GA	HI	ID
IL	IN	IA	KS	KY	LA	ME	MD	MA	MI	MN	MS	MO
MT	NE	NV	NH	NJ	NM	NY	NC	ND	OH	OK	OR	PA
RI	SC	SD	TN	TX	UT	VT	VA	WA	WV	WI	WY	

Full Name (Last name first, if individual)

Cue Financial Group, Inc.

Business or Residence Address (Number and Street, City, State, Zip Code)

3200 N. Central Ave., Suite 200, Phoenix, AZ 85012

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)..... All States

<input checked="" type="checkbox"/> AL	<input checked="" type="checkbox"/> AK	<input checked="" type="checkbox"/> AZ	<input checked="" type="checkbox"/> AR	<input checked="" type="checkbox"/> CA	<input checked="" type="checkbox"/> CO	<input checked="" type="checkbox"/> CT	<input checked="" type="checkbox"/> DE	<input checked="" type="checkbox"/> DC	<input checked="" type="checkbox"/> FL	<input checked="" type="checkbox"/> GA	<input checked="" type="checkbox"/> HI	<input checked="" type="checkbox"/> ID
<input checked="" type="checkbox"/> IL	<input checked="" type="checkbox"/> IN	<input checked="" type="checkbox"/> IA	<input checked="" type="checkbox"/> KS	<input checked="" type="checkbox"/> KY	<input checked="" type="checkbox"/> LA	ME	MD	MA	MI	MN	MS	MO
<input checked="" type="checkbox"/> MT	<input checked="" type="checkbox"/> NE	<input checked="" type="checkbox"/> NV	NH	<input checked="" type="checkbox"/> NJ	<input checked="" type="checkbox"/> NM	<input checked="" type="checkbox"/> NY	<input checked="" type="checkbox"/> NC	<input checked="" type="checkbox"/> ND	<input checked="" type="checkbox"/> OH	<input checked="" type="checkbox"/> OK	<input checked="" type="checkbox"/> OR	<input checked="" type="checkbox"/> PA
RI	<input checked="" type="checkbox"/> SC	<input checked="" type="checkbox"/> SD	<input checked="" type="checkbox"/> TN	<input checked="" type="checkbox"/> TX	UT	VT	<input checked="" type="checkbox"/> VA	<input checked="" type="checkbox"/> WA	<input checked="" type="checkbox"/> WV	<input checked="" type="checkbox"/> WI	<input checked="" type="checkbox"/> WY	PR

Full Name (Last name first, if individual)

Waterford Investor Services, Inc.

Business or Residence Address (Number and Street, City, State, Zip Code)

1201 S. Highland Ave., Suite 2, Clearwater, FL 33756

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)..... All States

<input checked="" type="checkbox"/> AL	AK	<input checked="" type="checkbox"/> AZ	AR	<input checked="" type="checkbox"/> CA	CO	CT	DE	DC	<input checked="" type="checkbox"/> FL	<input checked="" type="checkbox"/> GA	<input checked="" type="checkbox"/> HI	ID
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RI	<input checked="" type="checkbox"/> SC	SD	<input checked="" type="checkbox"/> TN	TX	UT	VT	<input checked="" type="checkbox"/> VA	WA	<input checked="" type="checkbox"/> WV	WI	WY	PR

Full Name (Last name first, if individual)

CapWest Securities, Inc.

Business or Residence Address (Number and Street, City, State, Zip Code)

3900 S. Wadsworth Highway, Suite 590, Lakewood, CO 80235

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)..... All States

AL	AK	AZ	AR	CA	CO	CT	DE	DC	FL	GA	HI	ID
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MT	NE	NV	NH	NJ	NM	NY	NC	ND	OH	OK	OR	PA
RI	SC	SD	TN	TX	UT	VT	VA	WA	WV	WI	WY	●

Full Name (Last name first, if individual)

Synergy Investments

Business or Residence Address (Number and Street, City, State, Zip Code)

8320 University Executive Park Drive, Suite 112, Charlotte, NC 28262

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)..... All States

AL	AK	AZ	AR	CA	CO	CT	DE	DC	FL	GA	HI	ID
IL	IN	IA	KS	KY	LA	●	MD	MA	MI	MN	MS	MO
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RI	SC	SD	TN	TX	UT	VT	VA	WA	WV	WI	WY	PR

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt	\$ 19,500,000	\$12,399,994
Equity	\$ 0	\$ 0
<input type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including warrants)	\$ 0	\$ 0
Partnership Interests	\$ 0	\$ 0
Other (Specify) Notes	\$ 0	\$ 0
Total	\$ 19,500,000	\$12,399,994

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	Aggregate Number Investors	Dollar Amount of Purchases
Accredited Investors	146	\$ 12,399,994
Non-accredited Investors	0	\$ 0
Total (for filings under Rule 504 only)	N/A	\$ N/A

Answer also in Appendix, Column 3, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C — Question 1.

Type of Offering	Type of Security	Dollar Amount Sold
Rule 505	N/A	\$ N/A
Regulation A	N/A	\$ N/A
Rule 504	N/A	\$ N/A
Total	N/A	\$ N/A

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees	<input type="checkbox"/> \$ _____
Printing and Engraving Costs	<input type="checkbox"/> \$ _____
Legal Fees	<input checked="" type="checkbox"/> \$359,148
Accounting Fees	<input type="checkbox"/> \$ 0
Engineering Fees	<input type="checkbox"/> \$ 0
Sales Commissions (specify finders' fees separately)	<input type="checkbox"/> \$ 996,990
Other Expenses (other acquisition expenses, financing costs, debt placement costs, title fees, miscellaneous)	<input checked="" type="checkbox"/> \$ 3,392,500
Total	<input checked="" type="checkbox"/> \$ 4,748,638

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

b. Enter the difference between the aggregate offering price given in response to Part C — Question 1 and total expenses furnished in response to Part C — Question 4.a. This difference is the “adjusted gross proceeds to the issuer.”

\$ 7,651,356

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C — Question 4.b above.

	Payments to Officers, Directors, & Affiliates	Payments To Others
Salaries and fees	<input type="checkbox"/> \$ 0	<input type="checkbox"/> \$ 0
Purchase of real estate	<input type="checkbox"/> \$ 0	<input type="checkbox"/> \$ <u>7,651,356</u>
Purchase, rental or leasing and installation of machinery and equipment	<input type="checkbox"/> \$ 0	<input type="checkbox"/> \$ 0
Construction or leasing of plant buildings and facilities	<input type="checkbox"/> \$ 0	<input type="checkbox"/> \$ 0
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	<input type="checkbox"/> \$ 0	<input type="checkbox"/> \$ 0
Repayment of indebtedness	<input type="checkbox"/> \$ 0	<input type="checkbox"/> \$ 0
Working capital	<input type="checkbox"/> \$ 0	<input type="checkbox"/> \$ 0
Other (specify): _____	<input type="checkbox"/> \$ 0	<input type="checkbox"/> \$ 0
_____	<input type="checkbox"/> \$ 0	<input type="checkbox"/> \$ 0
_____	<input type="checkbox"/> \$ 0	<input type="checkbox"/> \$ 0
Column Totals	<input type="checkbox"/> \$ 0	<input type="checkbox"/> \$ _____
Total Payments Listed (column totals added)		<input type="checkbox"/> \$ <u>7,651,356</u>

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type)	Signature	Date
ARC INCOME PROPERTIES, LLC		3/13/09
Name of Signer (Print or Type)	Title of Signer (Print or Type)	
Nicholas S. Schorsch	Chief Executive Officer	

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)