The GC Net Lease REIT, Inc.

GRIFFIN CAPITAL *Guardian of Wealth*™

INVESTMENT AND RISK CONSIDERATIONS, SOURCE INFORMATION

Please read the Prospectus in its entirety before investing for complete information and to learn more about the risks associated with this offering, including the following:

- We have limited operating history and, as of December 31, 2009, own only two properties. We are a "blind pool" because, as of December 31, 2009, we have not identified any additional investments we will make with proceeds from this offering.
- This is a "best efforts" offering and some or all of our shares may not be sold. There is no minimum offering amount, and our ability to diversify our portfolio will depend on our ability to raise funds in this offering.
- No public market currently exists for shares of our common stock and we may not list our shares on a national securities exchange during the next eight to 11 years, if at all. It may be difficult to sell your shares. If you sell your shares, it will likely be at a substantial discount.
- We have no employees and must depend on our advisor to conduct our operations, and there is no guarantee that our advisor will devote adequate time or resources to us.
- We will pay substantial fees and expenses to our advisor in connection with our acquisition of properties, which will reduce cash available for investment and distribution.
- There are substantial conflicts of interest among us and our sponsor, advisor, dealer manager and property manager.
- We may borrow funds, issue new securities or sell assets to make distributions, some of which may constitute a return of capital, and there are no current limits on the amount of distributions to be paid from such funds.
- We may fail to qualify as a REIT, which could adversely affect our operations and our ability to make distributions.
- We may use substantial debt to acquire our properties, especially in the early years, which could hinder our ability to pay distributions to our stockholders or could decrease the value of your investment.

An investment in our shares involves a high degree of risk and investors should purchase shares only if they can afford a complete loss of their investment.

Source Information

It is important to note that none of the indices cited herein are a measure of non-traded REIT performance (including: The Standard and Poor's 500® Index, The Lehman Aggregate Bond Index, The National Association of Real Estate Investment Trusts (NAREIT) Index, The National Council of Real Estate Investment Fiduciaries (NCREIF) Property Index (NPI), The MIT Transactions-Based Index (TBI)). The GC Net Lease REIT, Inc. differs materially from all of these indices in that The GC Net Lease REIT invests primarily in long-term, single-tenant net leased assets, it uses debt, it requires the payment of up front and other fees that typically exceed those of institutional programs, as well as expenses related to being a public company, and an investment in it may not be based solely on the appraised value of the underlying properties. The gross returns of these other indices may not reflect the impact of management and other investment-entity fees and expenses as well as those associated with raising capital, which lower returns. It is not expected that an investment in The GC Net Lease REIT, Inc. will reflect the returns indicated by these other indices.

Please note that there are material differences between our shares and the other types of investments that are compared in the exhibits contained in this brochure. These differences may increase the risk of an investment in our shares relative to the other types of investments presented. Unlike our shares, shares of companies in the Standard and Poor's 500® Index are not limited to commercial real estate related companies and represent a wide cross-section of companies across various industries. Shares of companies in the Standard and Poor's 500® Index are liquid and offer real-time pricing transparency as they are listed for trading on a national exchange. Also, unlike our shares, many of the corporate bonds included in the Lehman Aggregate Bond Index are not limited to commercial real estate related corporate bonds and represent a wide cross-section of corporate bonds across various industries. Furthermore, corporate bonds included in the Lehman Aggregate Bond Index are liquid and offer real-time pricing transparency as they are traded extensively in the secondary markets. Also, unlike our shares, corporate bonds are secured by the underlying assets of the issuers. Furthermore, Treasury Bills are short term (one year or less) government debt instruments that are issued by and backed by the full faith and credit of the United States Department of the Treasury. The liquidity, pricing transparency, credit quality and secured nature of these obligations is often superior and senior to the types of leases to which the types of properties we intend to acquire are subject.

Exhibit 1:. The Consumer Price Index (CPI) utilized is for All Urban Consumers and consists of all urban households in Metropolitan Statistical Areas and in urban places of 2,500 inhabitants or more. The Standard and Poor's 500® Index is a market free float-weighted index of 500 large-cap common stocks. The Lehman Aggregate Bond Index, (now known as the Barclays Capital Aggregate Bond Index) is a market-capitalization weighted index that includes treasury securities, government agency bonds, mortgage-backed bonds, corporate bonds and a small amount of foreign bonds traded in the United States. The National Council of Real Estate Investment Fiduciaries (NCREIF) Property Index (NPI) includes all existing apartment, industrial, office and retail properties that have been acquired on behalf of tax-exempt institutions and held in a fiduciary environment. The NPI is a leading benchmark of institutionally owned, private real estate programs and is based on the unleveraged returns from a large pool of individual, investment grade commercial real estate properties. The market values of the properties in the NPI are determined by appraisals rather than by market-based prices of the programs. The MIT Transactions-Based Index (TBI) measures the performance of commercial real estate based on actual transactions that occur in the marketplace.

Exhibit 2: Past performance is no guarantee of future results. This is for illustrative purposes only and not indicative of any investment. Stocks are represented by the Standard and Poor's 500®, which is an unmanaged group of securities and considered to be representative of the stock market in general. Government Bonds are represented by the five-year United States government bond, and real estate returns are measured by the NCREIF Property Index (NPI). An investment cannot be made directly in an index. The average return and risk are represented by the arithmetic average return and standard deviation, respectively. Standard deviation measures the fluctuation of returns around the arithmetic average return of the investment. The higher the standard deviation, the greater the volatility (and thus risk) of the investment returns. The data assumes reinvestment of all income and does not account for taxes or transaction costs.

Exhibits 3 and 4: The MIT TBI, NPI, Standard and Poor's 500® and Lehman Aggregate Bond Index of corporate bonds are described under Exhibit 1 in this "Source Information" section. The National Association of Real Estate Investment Trusts (NAREIT) Index measures the performance of publicly-traded real estate investment trusts. Treasury Bills are represented by the 30-day United States Treasury Bill.

Exhibits 1 through 4 demonstrate the benefits of investing in commercial real estate due to the historically better performance of commercial real estate properties relative to the other asset classes presented and the portfolio diversification characteristics commercial real estate properties provide based on the relatively low correlation to the other asset classes, specifically demonstrating that diversification of an investor's portfolio to include commercial real estate properties may prove beneficial based on the relatively low correlation between the commercial real estate indices (MIT TBI, NCREIF and NAREIT) and the other asset class indices.

Photographs

Photographs in this brochure are for illustrative purposes only. The properties shown herein are not owned by The GC Net Lease REIT, Inc., but may be owned by prior programs sponsored by Griffin Capital Corporation. They are included because they may be representative of the type of single-tenant, net leased properties to be acquired by The GC Net Lease REIT, Inc.

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Invitation from the President:

Thank you for your time considering an investment in The GC Net Lease REIT, Inc. By way of introduction, I am an investor in my 50s. In our investment portfolio, my wife and I seek balance among stocks, bonds, cash and real estate. We have worked hard to accumulate a nest egg from which to fund the remainder of our children's college education and our retirement years, and hope to have something left for the next Shields generation. Five key goals shape our investment decisions: capital protection and preservation (we have worked too long and too hard to lose what we have accumulated), regular current income, long-term capital appreciation, portfolio diversification and potentially beneficial tax considerations. Sound familiar? I imagine our investment goals may be strikingly similar to yours.

The "griffin" is a mythical animal known as the "Guardian of Wealth." True to the name, we at Griffin Capital take our responsibilities very seriously. We are disciplined investors emphasizing experience, commitment and results. Our objective for The GC Net Lease REIT, Inc. is structured to accomplish, in one vehicle, the key investment goals listed above. Because my personal investment goals are aligned with those of our REIT, I have joined with other members of Griffin Capital to invest over $20 million of equity in this REIT. We find it essential to stand shoulder to shoulder with all of our investors.

Our investment strategy is simple: deliver a competitive return with low volatility. The GC Net Lease REIT, Inc. will invest in a diversified portfolio of "mission-critical" single-tenant, real estate properties leased to creditworthy corporate tenants. That's a mouthful, so I'll try to break it down for you. The leases are often long-term net leases that lend stability to our return, regardless of short-term economic cycles. The leases further provide a measure of inflation protection by means of periodic rental rate increases (either fixed or variable). We focus on growing a larger and more diversified portfolio with the goal of greater overall income stability. We pay careful attention to corporate tenant credit quality, tenant business operations, physical geography, product type and lease duration. If we do our job right, stick to our knitting and acquire assets that fit our formula, we should succeed in creating a diversified portfolio of assets that meets the investment objectives above.

What do we mean by "mission-critical" and "net leased" properties? While a more detailed explanation is found later in this brochure, here are the advantages in simple terms: Mission-critical properties are those that are essential to the operation of a business during any economic cycle, like a warehouse or headquarters, as opposed to a retail location or branch office. Net leased simply refers to the fact the corporate tenant pays us rent, and takes care of other expenses independently (including operating and maintenance expenses, property taxes, insurance, and often capital expenses). That means our net rental income stream is predictable and insulated from expense inflation.

While I have been acquiring and managing real estate assets for over 25 years and at Griffin Capital for 15 years, I am by no means alone. Our senior management team brings a wealth of experience and discipline to the management of the REIT. We initially decided to launch The GC Net Lease REIT, Inc. in 2006, and were anxious to begin. But we realized the market timing was just not right. We feel ***now is the time to invest*** and hope you decide to invest with us.

Of course our offering is not without risks. We highlighted some of the significant risks on the inside cover of this brochure. Please consider these risks, as well as those contained in our offering materials, carefully before investing. If you have any questions with respect to our goals or objectives, please feel free to call me.

Sincerely,

Kevin A. Shields

OFFERING SUMMARY

Investing in "mission-critical," single-tenant office and industrial properties net leased to corporate tenants.

Griffin Capital Securities, Inc. is offering investors shares in The GC Net Lease REIT, Inc. (the "Net Lease REIT"), a publicly-registered, non-traded real estate investment trust. The Net Lease REIT will acquire *mission-critical*, net leased office and industrial assets. Assets will be defined by the following criteria:

- Essential to the ongoing business operations of each corporate tenant
- Diversified by corporate credit and business operations, physical geography, product type and lease duration
- Located in carefully selected primary, secondary and certain tertiary markets
- Subject to long-term leases that provide a consistent and predictable income stream across market cycles, or short-term leases that offer potential for rental rate increases and property appreciation

KEY INVESTMENT CONSIDERATIONS	
Investment Sponsor:	Griffin Capital Corporation
Investment Name:	The GC Net Lease REIT, Inc.
Investment Structure:	Publicly-Registered, Non-Traded, Real Estate Investment Trust
Investment Strategy:	Diversified Portfolio of Mission-Critical, Single-Tenant, Net Leased Real Estate Assets
Offering Size:	$750,000,000
Current Offering Price per Share:	$10.00
Initial Distribution Yield:	6.75%(1)
Sponsor Equity Contribution:	$20,200,000
Minimum Investment:	$1,000
Distribution Reinvestment Plan:	7.5 million shares at (DRIP): $9.50 per share
Share Redemption Program:	92.5% after first year, increasing 2.5% per annum thereafter(2)
Suitability Standards:	Generally, a purchaser of shares must have, excluding the value of a purchaser's home, furnishings and automobiles, either: ❖ a net worth of at least $250,000; or ❖ a gross income of at least $70,000 and a net worth of at least $70,000.(3)

** We cannot assure you we will attain our primary investment objectives.*

(1) The initial distribution rate declared by our Board of Directors is 6.75% annualized assuming the share was purchased for $10. The distribution rate is subject to change by our Board of Directors. Distributions are declared quarterly, by the Board of Directors and calculated daily based on a 6.75% annualized rate, and paid on a monthly basis. During the offering period, a portion of our distributions may be funded from the proceeds of this offering or from borrowings in anticipation of future cash flow, some or all of which may constitute a return of capital. As of the date of our Prospectus, we had funded all distributions using net operating cash flow generated by our properties. We will disclose the sources of future distributions in supplements to our Prospectus. Future distribution declarations are at the sole discretion of the Board.

(2) The share redemption program has limitations including that, during any calendar year, we will not redeem in excess of 5% of the weighted average number of shares outstanding during the prior calendar year. Additionally, our Board of Directors may choose to amend, suspend or terminate our share redemption program upon 30 days notice at any time.

(3) Please see the Prospectus for a full description of suitability standards, including more stringent suitability standards that apply to residents of certain states. Residents of Alabama, Iowa, Kansas, Kentucky, Massachusetts, Michigan, Missouri, Nebraska, Ohio, Oklahoma, Oregon, Pennsylvania and Tennessee should consult the Prospectus for details regarding the more stringent suitability standards that apply to them based on their states of residence.

WHAT is a REIT?

A REIT is a real estate investment trust.

Enacted by Congress in 1960, REIT legislation enables individual investors to combine capital and acquire or finance a diversified portfolio of income-producing real estate properties. If the REIT complies with specific rules and restrictions, it offers the advantage of not being required to pay corporate income taxes. All dividend distributions made by the REIT are taxed only once – at the investor level – either as dividend income or capital gains income or, in certain instances, a non-taxable "return of capital."

What is a publicly-registered, non-traded REIT?

This type of REIT is a public company. It files periodic reports (10Qs and 10Ks) with the SEC like all public companies, but the stock of the REIT is not listed (therefore not traded) on an exchange. Investors seeking competitive returns may wish to consider public, non-traded REITs as an investment alternative. Non-traded REITs are most appropriate for investors with a longer-term investment horizon, as the shares of these REITs are not liquid (you cannot withdraw funds at will).

To qualify, a REIT must meet these criteria:

- Be managed by an independent board of directors or trustees
- Be jointly owned by 100 or more stockholders, without five or fewer investors owning more than 50% of the REIT
- Earn at least 95% of its income from dividends, interest, and property income
- Pay dividends to its shareholders of at least 90% of the REIT's taxable income
- Invest at least 75% of its assets in real estate
- Derive at least 75% of its gross income from rents or mortgage interest

"We want to buy the warehouse, not the store; the headquarters, not the branch office."

WHY Invest in a Commercial Real Estate REIT Portfolio?

Financial advisors often recommend real estate investments as part of a diversified asset allocation plan. A publicly-registered, non-traded REIT is one real estate investment option for those clients seeking to create a well-balanced portfolio. Here are possible benefits derived from investing in a commercial real estate REIT portfolio:

- Regular current income
- Capital protection and preservation
- Long-term appreciation
- Portfolio diversification
- Potentially beneficial tax considerations

Regular Current Income

Each property in The GC Net Lease REIT, Inc. is net leased to a corporate tenant. That means the lease generates current income for the REIT, and the rent payments are not compromised by operating and maintenance expenses, property taxes, insurance premiums and often capital expenses. These expenses are paid directly by the corporate tenants.

Capital Protection and Preservation

Protecting and preserving capital relative to inflation is a key consideration of many investors. Even with an annual inflation rate of only 2.5%, investors need to nearly double their income every 25 years just to keep pace with inflation.

Historically, commercial real estate has provided a hedge against inflation. From 1990 through 2008, the average annual increase in the Consumer Price Index has been 2.7%. During that same period of time, real estate returns have fared much better. In fact, the NPI (NCREIF Property Index), which provides a measure of unleveraged real estate total returns, reflected a total return of 8.2%, which was 5.5% higher than inflation. Net leased real estate assets, a subset of the commercial real estate market, often include either fixed or variable rental rate increases over time, which provides a measure of inflation protection to these investors.

Long-Term Appreciation

The average annual total return from investing in commercial real estate from 1990 through 2008 outpaced returns earned in the S&P 500 and corporate bonds. A commercial real estate property portfolio offers the potential of generating capital appreciation from both rental rate increases over time and appreciation of the underlying owned assets.

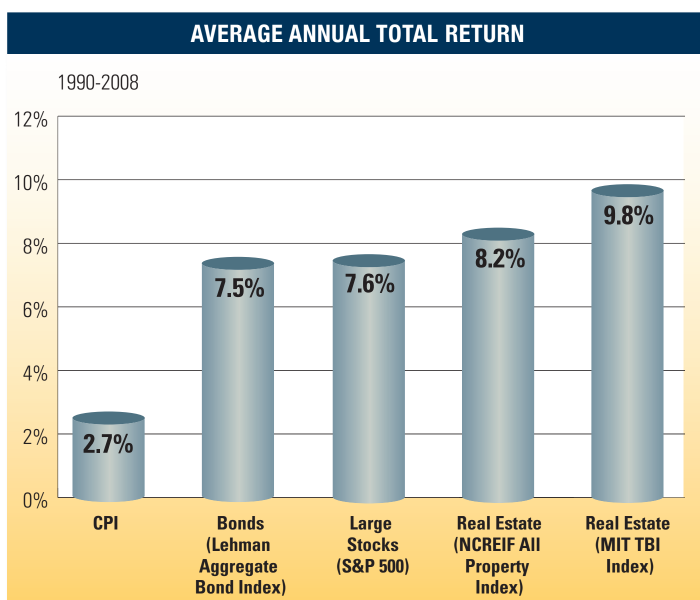


Exhibit 1 (as of 12/31/08)

Our executives have invested over $20 million in The GC Net Lease REIT, Inc. – our interests are keenly aligned with those of our investors.

Portfolio Diversification

Portfolio diversification refers to selecting a mix of assets with a goal of enhancing returns and minimizing risk. Historically, adding commercial real estate to a traditional investment portfolio of stocks, government bonds and cash improved total returns without increasing portfolio risk.

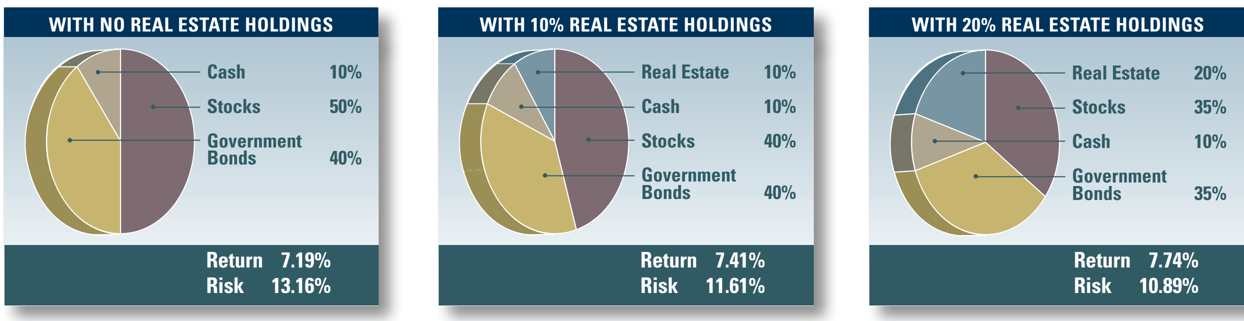


Exhibit 2 (as of 12/31/08)

From 1990 through 2008, total returns on private commercial real estate equity investment (as measured by the MIT Transaction Based Index [TBI] and the NCREIF Index), and public Real Estate Investment Trusts (as measured by the NAREIT Index), outperformed both stocks (as measured by the S&P 500® Index), corporate bonds (as measured by the Lehman Aggregate Bond Index) and Treasury Bills.

	MIT TBI	NCREIF	NAREIT	S&P 500	Corporate Bonds	Treasury Bills
1 Year	-11.8%	-8.3%	-37.7%	-36.1%	5.7%	1.4%
10 Year	9.8%	10.3%	7.4%	-1.3%	5.6%	3.2%
Since 1990	9.8%	8.2%	9.5%	7.6%	7.5%	4.3%

Exhibit 3 (as of 12/31/08)

In addition to long-term market performance, investing in a portfolio of commercial real estate properties offers diversification benefits due to its low correlation to the asset classes shown in Exhibit 2. Combining low-correlated assets in a portfolio can reduce overall portfolio risk. Thus, an investor could gain meaningful portfolio diversification benefits by including a commercial real estate investment option in its portfolio.

	MIT TBI	NCREIF	NAREIT	S&P 500	Corporate Bonds	Treasury Bills
MIT TBI	1.00					
NCREIF	0.70	1.00				
NAREIT	0.22	0.06	1.00			
S&P 500	0.28	0.17	0.27	1.00		
Corporate Bonds	-0.19	-0.35	0.08	0.07	1.00	
Treasury Bills	-0.22	0.00	-0.03	0.28	0.27	1.00

Exhibit 4 (as of 12/31/08)

Potentially Beneficial Tax Considerations

REIT dividend distributions are taxed only at the shareholder level (the REIT itself generates no tax liability). The REIT provides its shareholders a 1099-DIV at the end of every year. This statement breaks out dividend income, capital gains income, and return of capital. Bottom line: Because of the substantial elimination of the Federal "double taxation" on earnings, shareholders of a REIT can boost their net after-tax effective rate of return relative to a traditional investment in corporate stock.

** See "Source Information" for additional information regarding the types of investments compared in these exhibits. The GC Net Lease REIT, Inc. differs materially from all of these indices in that The GC Net Lease REIT, Inc. invests primarily in long-term, single-tenant net leased assets, it uses debt, it requires the payment of up front and other fees that typically exceed those of institutional programs, as well as expenses related to being a public company, and an investment in it may not be based solely on the appraised value of the underlying properties. The gross returns of these other indices may not reflect the impact of management and other investment-entity fees and expenses as well as those associated with raising capital, which lower returns. It is not expected that an investment in The GC Net Lease REIT, Inc. will reflect the returns indicated by these other indices.*

ADVANTAGES OF NET LEASED, MISSION-CRITICAL PROPERTIES

Net leased properties may provide inflation protection

A net lease is a type of commercial real estate lease in which the corporate tenant pays a base rent plus all or a portion of the landlord's operating costs. Since the landlord is freed from paying these costs, the potential revenue from the lease is consistent. One common example is a "triple-net lease," in which the tenant pays the property taxes, insurance and maintenance expenses of the property. The lease may also require the tenant to pay capital improvement expenses. A triple-net lease shields investors from escalating expenses. There are other advantages. The landlord can raise the rent at specific times according to the contract (increases can be fixed or variable). This feature provides investors with a built-in measure of inflation protection.

Why we focus on net leased properties

- The credit quality of the lease payment can be determined.
- Long-term leases provide a consistent and predictable income stream across market cycles.[1]
- Short-term leases offer potential for rental rate increases and property appreciation upon lease renewal.
- Contractual increases in lease payments provide investors with a measure of inflation protection.
- Investors are protected from escalating expenses, which is a second measure of inflation protection.
- The critical nature of the asset to the tenant's business provides greater default protection relative to the tenant's balance sheet debt.

(1) *This does not guarantee that our income will be consistent or predictable.*

Mission-critical real estate can offer stability

Real estate assets are mission-critical if a corporate tenant needs the property in order to conduct ongoing business operations. Consider the importance of distribution and/or manufacturing facilities and office properties. A retail company might open and close specific stores in a given area. But its need for a distribution warehouse and corporate offices remains critical to its ongoing mission.

Mission-critical real estate offers the advantage of greater relative default protection compared to other forms of corporate debt. The credit quality of a lease payment is similar to that of the tenant's senior unsecured bond payments. Simply put, we seek properties the tenant needs to continue to operate, which serves to increase the Net Lease REIT's income stability.

WHY Griffin Capital?

Griffin Capital is a privately owned real estate investment company founded in 1995 and specializing in the acquisition, financing, management and sale of institutional-quality property in the U.S. We offer the following advantages to our investors:

> "We stand shoulder to shoulder with all of our investors."

COMMITMENT

"We invested over $20 million of equity in the Net Lease REIT."

Our senior executives launched the Net Lease REIT by first contributing two single-tenant, net leased properties with equity valued in excess of $20 million in exchange for units in the REIT operating partnership. This action demonstrates our clear commitment to the Net Lease REIT and our shoulder to shoulder alignment with shareholders. These properties are representative of the mission-critical, single-tenant net leased properties the Net Lease REIT will continue to acquire.

EXPERIENCE

"A deep understanding of all real estate classes."

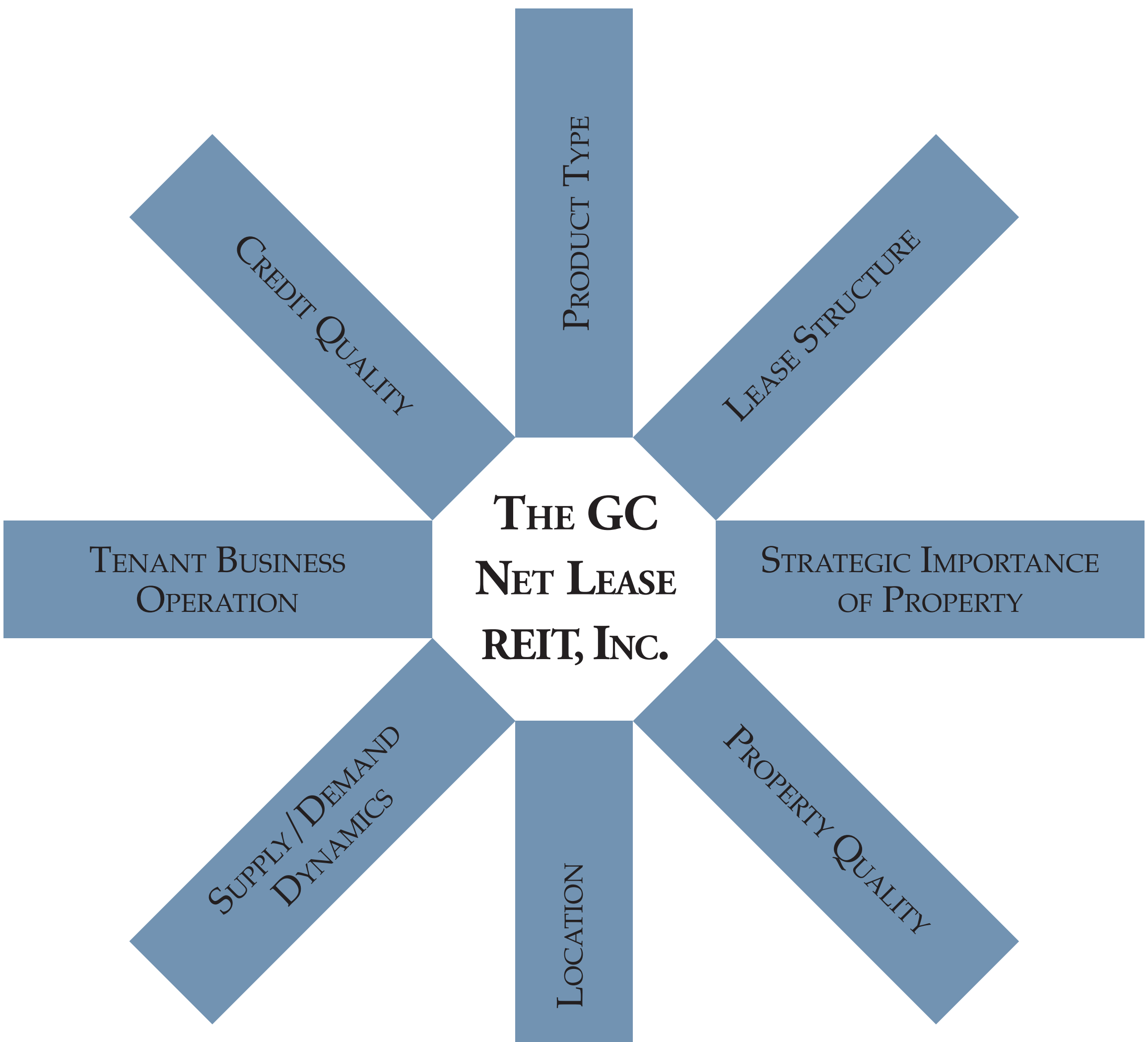
Each Griffin Capital senior executive has more than two decades of real estate experience. As a group, we have completed more than 400 transactions valued in excess of $14 billion. Our company's experience covers the full spectrum of real estate product classes including industrial, office, retail, multi-family and hospitality assets with both multi- and single-tenant occupancy. With extensive experience in asset underwriting, capital markets, asset management and law, Griffin Capital executives offer broad and diverse backgrounds when analyzing and selecting assets for the Net Lease REIT.

DILIGENCE

"A thorough analysis is essential to long-term success."

Before completing an acquisition, Griffin Capital engages in a comprehensive analysis of the following: tenant credit quality; tenant business operations and position within its industry; strategic importance of the property to the tenant's business; geographic location and market supply and demand dynamics; lease structure, duration and relationship to market pricing; and quality of the property. Though our diligence process is exhaustive, it is critical to our long-term success.

Our acquisition process is thorough requiring comprehensive and multi-faceted analysis of many factors including:



GRIFFIN, (grif·fon, grif′ən)

- Legendary guardian of wealth
- Mythical protective animal esteemed in many cultures
- Combines the strength of the lion and the vision of the eagle
- Noble Conduct

GRIFFIN CAPITAL
Guardian of Wealth™

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Shares offered through Griffin Capital Securities, Inc. (Member FINRA and SIPC) Dealer Manager for The GC Net Lease REIT, Inc.