

INLAND REAL ESTATE CORP  
Form DEFR14A  
May 07, 2009

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

**SCHEDULE 14A**

Proxy Statement Pursuant to Section 14(a) of  
the Securities Exchange Act of 1934 (Amendment No. 1)

Filed by the Registrant  X

Filed by a Party other than the Registrant  O

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to Rule 14a-11(c) or Rule 14a-12

INLAND REAL ESTATE CORPORATION  
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
  - (1) Title of each class of securities to which transaction applies:
  - (2) Aggregate number of securities to which transaction applies:
  - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it is determined):
  - (4) Proposed maximum aggregate value of transaction:
  - (5) Total fee paid:
- Fee paid previously with preliminary proxy materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
  - (1) Amount Previously Paid:
  - (2) Form, Schedule or Registration Statement No.:
  - (3) Filing Party:
  - (4) Date Filed:

Inland Real Estate Corporation

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Oak Brook, Illinois 60523

(888) 331-4732

**SUPPLEMENT DATED MAY 7, 2009 TO  
PROXY STATEMENT DATED APRIL 30, 2009**

Certain information related to a pledge of shares beneficially owned by two stockholders was inadvertently omitted from the stock ownership table set forth under the caption "Stock Owned by Certain Beneficial Owners and Management" in the proxy statement dated April 30, 2009 for the June 17, 2009 Annual Meeting of Stockholders of Inland Real Estate Corporation. Of the shares shown in that table as directly owned by Inland Investment Stock Holding Company and Partnership Ownership Corporation, 6,065,453 shares and 100,903 shares, respectively, are pledged as security to financial institutions for lines of credit provided to affiliates of these entities. Mr. Goodwin, who is shown in that table as a beneficial owner of these shares, is neither a party to the loan agreements or pledges nor has he received personally any loan proceeds. None of the 711,946 shares of common stock owned directly, as opposed to beneficially, by Mr. Goodwin have been pledged.

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