

## Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

**Part I Reporting Issuer**

|  |                                   |   |                             |
|--|-----------------------------------|---|-----------------------------|
| <b>1</b> Issuer's name   |                                   | <b>2</b> Issuer's employer identification number (EIN)              |                             |
| COTTONWOOD RESIDENTIAL INC.  |                                   | 27-1083451  |                             |
| <b>3</b> Name of contact for additional information  | <b>4</b> Telephone No. of contact | <b>5</b> Email address of contact                                   |                             |
| AARON TORRIENTE  | 801-278-0700                      |   |                             |
| <b>6</b> Number and street (or P.O. box if mail is not delivered to street address) of contact |                                   | <b>7</b> City, town, or post office, state, and ZIP code of contact |                             |
| 6340 SOUTH 3000 EAST, SUITE 500  |                                   | SALT LAKE CITY, UT 84121  |                             |
| <b>8</b> Date of action  |                                   | <b>9</b> Classification and description                             |                             |
| JANUARY 15, 2018   |                                   | PREFERRED AND COMMON STOCK  |                             |
| <b>10</b> CUSIP number   | <b>11</b> Serial number(s)        | <b>12</b> Ticker symbol   | <b>13</b> Account number(s) |
|  |                                   |   |                             |

**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 ▶ THE TAXPAYER MADE CASH DISTRIBUTIONS TO ITS SHAREHOLDERS IN EXCESS OF ITS CURRENT AND ACCUMULATED EARNINGS AND PROFITS. SEE THE ATTACHMENTS FOR THE AMOUNTS AND PAYMENT DATES OF THESE DISTRIBUTIONS.

**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 ▶ THE AMOUNT OF COMMON AND PREFERRED DISTRIBUTIONS IN 2017 ARE AS FOLLOWS:

|                | PER SHARE DISTRIBUTION | PER SHARE REDUCTION IN BASIS |
|----------------|------------------------|------------------------------|
| PREFERRED-2016 | \$0.64985              | \$0.64985                    |
| PREFERRED-2017 | \$0.37603              | \$0.37603                    |
| COMMON         | \$0.88979              | \$0.88979                    |

ANY NONTAXABLE INCOME IN EXCESS OF A SHAREHOLDER'S BASIS SHOULD BE TREATED AS A GAIN FROM THE SALE OR EXCHANGE OF PROPERTY.

**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 TAXPAYER'S EARNINGS AND PROFITS WERE CALCULATED UNDER IRC SECTION 312 AS MODIFIED BY IRC SECTION 857(d) FOR A REAL ESTATE INVESTMENT TRUST AND THE REGULATIONS THEREUNDER. DISTRIBUTION IN EXCESS OF THE PORTION OF THE EARNINGS AND PROFITS ALLOCABLE TO THE COMMON SHARES REDUCE THE SHAREHOLDERS TAX BASIS IN ITS SHARES TO THE EXTENT OF BASIS.

**Part II Organizational Action (continued)**

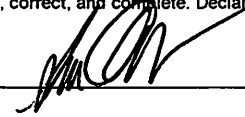
17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ► INTERNAL REVENUE CODE SECTION 316 DEFINES A "DIVIDEND" GENERALLY AS ANY DISTRIBUTION OF PROPERTY MADE BY A CORPORATION TO ITS SHAREHOLDERS OUT OF EARNINGS & PROFITS (AS DEFINED BY INTERNAL REVENUE CODE SECTION 312 AND THE REGULATIONS THEREUNDER). PURSUANT TO INTERNAL REVENUE CODE SECTION 301(C)(2), THE PORTION OF THE DISTRIBUTION WHICH IS NOT A DIVIDEND SHALL BE APPLIED AGAINST AND REDUCE THE ADJUSTED TAX BASIS OF THE STOCK. UNDER INTERNAL REVENUE CODE SECTION 301(C)(3), A DISTRIBUTION WHICH IS NOT A DIVIDEND, TO THE EXTENT THAT IT EXCEEDS THE SHAREHOLDER'S ADJUSTED TAX BASIS OF THE STOCK, SHALL BE TREATED AS GAIN FROM THE SALE OR EXCHANGE OF PROPERTY.

18 Can any resulting loss be recognized? ► THE ORGANIZATIONAL ACTION REPORTED HEREIN DOES NOT RESULT IN ANY LOSSES.

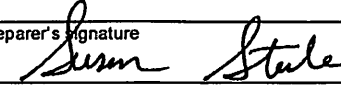
19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ► THE AMOUNT OF NONTAXABLE DISTRIBUTIONS EITHER (I) REDUCES THE SHAREHOLDER'S ADJUSTED TAX BASIS IN HIS/HER STOCK OR (II) TO THE EXTENT THAT IT EXCEEDS THE SHAREHOLDER'S ADJUSTED TAX BASIS IN HIS/HER STOCK ON THE DATES OF THE DISTRIBUTIONS, IS TREATED AS GAIN FROM THE SALE OR EXCHANGE OF PROPERTY IN 2017.

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 ► 1/26/18

Print your name ► SUSAN HALLENBERG Title ► CHIEF FINANCIAL OFFICER

|                               |   |  |                 |   |                   |
|-------------------------------|---|--|-----------------|---|-------------------|
| <b>Paid Preparer Use Only</b> | Print/Type preparer's name<br>SUSAN STEELE                        | Preparer's signature<br> | Date<br>1/25/18 | Check <input type="checkbox"/> if self-employed | PTIN<br>P00852555 |
|                               | Firm's name ► DELOITTE TAX LLP                                    |  |                 | Firm's EIN ► 86-1065772                         |                   |
|                               | Firm's address ► 655 WEST BROADWAY, STE. 700, SAN DIEGO, CA 92101 |  |                 | Phone no. 619-232-6500                          |                   |

**COTTONWOOD RESIDENTIAL, INC.**  
**EIN: 27-1083451**  
**ATTACHMENT TO FORM 8937**

| Security Description    | Record Date | Payment Date | Distribution Per Share |
|-------------------------|-------------|--------------|------------------------|
| Common Non-Voting Stock | 12/31/2016  | 1/9/2017     | \$ 0.075383            |
| Common Non-Voting Stock | 1/31/2017   | 2/9/2017     | 0.075589               |
| Common Non-Voting Stock | 2/28/2017   | 3/9/2017     | 0.068274               |
| Common Non-Voting Stock | 3/31/2017   | 4/9/2017     | 0.075589               |
| Common Non-Voting Stock | 4/30/2017   | 5/9/2017     | 0.073151               |
| Common Non-Voting Stock | 5/31/2017   | 6/9/2017     | 0.075589               |
| Common Non-Voting Stock | 6/30/2017   | 7/9/2017     | 0.073151               |
| Common Non-Voting Stock | 7/31/2017   | 8/9/2017     | 0.075589               |
| Common Non-Voting Stock | 8/31/2017   | 9/9/2017     | 0.075589               |
| Common Non-Voting Stock | 9/30/2017   | 10/9/2017    | 0.073151               |
| Common Non-Voting Stock | 10/31/2017  | 11/9/2017    | 0.075589               |
| Common Non-Voting Stock | 11/30/2017  | 12/9/2017    | 0.073151               |
| <b>Total per share</b>  |             |              | <b>\$ 0.88979</b>      |

|                             |            |           |                   |
|-----------------------------|------------|-----------|-------------------|
| Series 2016 Preferred Stock | 12/31/2016 | 1/7/2017  | \$ 0.055055       |
| Series 2016 Preferred Stock | 1/31/2017  | 2/7/2017  | 0.055205          |
| Series 2016 Preferred Stock | 2/28/2017  | 3/7/2017  | 0.049863          |
| Series 2016 Preferred Stock | 3/31/2017  | 4/7/2017  | 0.055205          |
| Series 2016 Preferred Stock | 4/30/2017  | 5/7/2017  | 0.053425          |
| Series 2016 Preferred Stock | 5/31/2017  | 6/7/2017  | 0.055205          |
| Series 2016 Preferred Stock | 6/30/2017  | 7/7/2017  | 0.053425          |
| Series 2016 Preferred Stock | 7/31/2017  | 8/7/2017  | 0.055205          |
| Series 2016 Preferred Stock | 8/31/2017  | 9/7/2017  | 0.055205          |
| Series 2016 Preferred Stock | 9/30/2017  | 10/7/2017 | 0.053425          |
| Series 2016 Preferred Stock | 10/31/2017 | 11/7/2017 | 0.055205          |
| Series 2016 Preferred Stock | 11/30/2017 | 12/7/2017 | 0.053425          |
| <b>Total per share</b>      |            |           | <b>\$ 0.64985</b> |

|                             |            |           |                   |
|-----------------------------|------------|-----------|-------------------|
| Series 2017 Preferred Stock | 6/30/2017  | 7/7/2017  | \$ 0.061644       |
| Series 2017 Preferred Stock | 7/31/2017  | 8/7/2017  | 0.063699          |
| Series 2017 Preferred Stock | 8/31/2017  | 9/7/2017  | 0.063699          |
| Series 2017 Preferred Stock | 9/30/2017  | 10/7/2017 | 0.061644          |
| Series 2017 Preferred Stock | 10/31/2017 | 11/7/2017 | 0.063699          |
| Series 2017 Preferred Stock | 11/30/2017 | 12/7/2017 | 0.061644          |
| <b>Total per share</b>      |            |           | <b>\$ 0.37603</b> |

The taxpayer was not able to determine the quantitative effect on the shareholder's basis from distributions made on the dates identified above. The taxpayer is filing a timely Form 8937, in accordance with Reg. Sec. 1.6045B-1(a)(2)(ii), within 45 days of making that determination.