

Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

Part I Reporting Issuer

1 Issuer's name		2 Issuer's employer identification number (EIN)	
CNL GROWTH PROPERTIES, INC.		26-3859644	
3 Name of contact for additional information	4 Telephone No. of contact	5 Email address of contact	
CLIENT SERVICES	866-650-0650	clientservicesinquiries@cni.com	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact		7 City, town, or post office, state, and Zip code of contact	
450 SOUTH ORANGE AVENUE		ORLANDO, FL 32801	
8 Date of action		9 Classification and description	
See below		COMMON STOCK	
10 CUSIP number	11 Serial number(s)	12 Ticker symbol	13 Account number(s)
12625D 101			

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 ▶ **For the 2015 tax year, CNL Growth Properties, Inc. (Taxpayer) paid two special cash distributions to its common stockholders. Of the total cash distributions made in 2015, 46.53% were in excess of Taxpayer's current and accumulated earnings and profits.**

The special cash distributions were made on the following dates: February 24, 2015, December 16, 2015.

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 ▶ **46.53% of the value received will reduce the basis in your stock. As required, the Taxpayer will provide Form 1099-DIV annually. You can refer to the Form 1099-DIV for specific information.**

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 ▶ **Taxpayer's earnings and profits were calculated under the provisions of Internal Revenue Code (IRC) Section 312 and the Regulations thereunder. Amounts distributed in excess of the earnings and profits reduce the stockholder's 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 ▶ IRC Section 301(c)(2).

18 Can any resulting loss be recognized? ▶ NO

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ The actions are effective on the dates indicated above.

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 ▶ 02/16/16

Print your name ▶ Kent Crittenden

Title ▶ Vice President of Tax

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
<u>MICHELLE CINDER</u>		<u>2.16.16</u>		<u>P01325438</u>
Firm's name ▶ <u>CNL Financial Group</u>	Firm's EIN ▶ <u>27-4169415</u>		Phone no. <u>407-650-1000</u>	
Firm's address ▶ <u>P.O. Box 4920 Orlando FL 32802-4920</u>				