



Transfer Form for Secondary Sales

one	Current Investor (Transferor) Information		
Please print name(s) in which shares are currently registered. *This form must be used to change a SSN/TIN under most circumstances.	Name of Investor/Trustee		Social Security or Tax ID Number*
	Name of Co-Investor/Trustee (if applicable)		Social Security or Tax ID Number*
	Street Address (required)		
	City	State	Zip Code
	Email Address		Phone Number

CNL Healthcare Properties, Inc. may reject any request for transfer of shares, in whole or in part, at its sole discretion.

two

Transfer Amount and Reason for Transfer

Important Notice: The issuer has elected the first-in, first-out (FIFO) method as the default for calculating cost basis for covered shares as defined in the product's offering documents. If you have questions or wish to change the cost basis method, please go to the Company website and download the investor change form.

This transfer is for the amount of _____ shares.

For tax reporting purposes.

If due to death, please provide the date of death: _____

three

Current Investor (Transferor) Signatures

If this account involves a custodian, please forward the Transfer Form to the custodian for its signature and Medallion stamp guarantee with instructions to return the Transfer Form to the transfer agent, DST Systems, Inc.

By executing this Transfer Form, the Transferor represents that the transfer is made in accordance with all applicable federal and state securities laws and regulations. The signature(s) to this Transfer Form must correspond with the name(s) in which you hold the shares, in every particular, without alteration or any change whatsoever.

Signature of Current Investor/Trustee - OR - Executor of Estate	Date
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Signature of Co-Investor/Trustee - OR - Custodian	Date
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We must have the original signature(s) of the registered owner(s)/investor(s).

Power of Attorney given to secondary market makers will not be accepted.

Medallion Signature Guarantee Stamp

Co-Medallion Signature Guarantee Stamp

MEDALLION REQUIRED FOR ALL SIGNATURES

four New Investor (Transferee) Information

Please print name(s) in which shares are to be registered.

Name of Investor/Trustee		Social Security or Tax ID Number*	
Name of Co-Investor/Trustee (if applicable)		Social Security or Tax ID Number*	
Street Address (required)			
City	State	Zip Code	
Email Address		Phone Number	

*If this registration is in a Trust, Plan, or Corporation the SSN/TIN used should be associated with the Trust or other (i.e., Corporation) in Section 5.

Select one.

Citizenship

- U.S. citizen U.S. citizen residing outside the U.S., Resident Alien

Country _____

Select one.

Backup Withholding: Subject to backup withholding? YES NO

For Custodial Accounts Only

Name		Tax ID Number	
Address		Custodian/Brokerage Acct. Number	
City	State	Zip Code	

five New Investor (Transferee) Form of Ownership

Select one:

Non-Qualified – Single Owner

- Individual Individual with *Transfer on Death**

Non-Qualified – Multiple Owners

- Joint Tenant with Rights of Survivorship Community Property
 Joint Tenants with *Transfer on Death**

*Requires *Transfer on Death* form that can be found at www.CNLHealthcareProperties.com.

Non-Qualified – Trust

- Taxable Trust Tax Exempt Trust

Name of Trust	SSN/TIN
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Other

- C Corporation S Corporation Non-Profit Organization Partnership
 Pension Plan Profit Sharing Plan Disregarded Entity Other

Name of Corporation/Plan Name/Estate/Other	Tax ID Number
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Qualified

- Traditional IRA ROTH IRA SEP/IRA
 Rollover IRA Beneficial IRA*

*Beneficial IRA Decedent Name

Non-Qualified – Minor

- Uniform Gift to Minors Act
 State of _____ DOB of Minor _____
 Uniform Transfers to Minors Act
 State of _____ DOB of Minor _____

This information should be compliant with the IRS Form W-9 requirements. Please refer to instructions for Form W-9 at IRS.gov.

six Distribution Instructions

Select one.
Complete this section only to direct distribution payments to a party other than the one indicated in Section 4.

**See prospectus for more details.*

IRA accounts may not direct distributions without the custodian's approval.

Select one.

Direct Deposit (*non-custodian investors only*)

I authorize DST Systems, Inc. or its Agent (together, "DST") to deposit my distribution to my checking or savings account. This authority will remain in force until I notify DST in writing to cancel it. In the event that DST deposits funds erroneously into my account, they are authorized to debit my account for an amount not to exceed the amount of the erroneous deposit.

Financial Institution

Address

City | State | Zip Code

Checking (*please include a voided check*) Savings Brokerage or other

Account Number | Bank ABA Routing Number

seven New Investor (Transferee) Signatures

A. Substitute IRS Form W-9 Certification:
Under penalties of perjury, I certify that:
(1) the number shown on this subscription agreement is my correct taxpayer identification number (or I am waiting for a number to be issued to me) and
(2) I am not subject to backup withholding because (a) I am exempt from backup withholding, or (b) I have not been notified by the Internal Revenue Service (IRS) that I am subject to backup withholding as a result of a failure to report all interest or dividends, or (c) the IRS has notified me that I am no longer subject to backup withholding, and
(3) I am a U.S. citizen or other U.S. person (defined in IRS Form W-9 instructions).
YOU MUST CROSS OUT CERTIFICATION (2) IF YOU HAVE BEEN NOTIFIED BY THE IRS THAT YOU ARE CURRENTLY SUBJECT TO BACKUP WITHHOLDING BECAUSE YOU HAVE FAILED TO REPORT ALL INTEREST AND DIVIDENDS ON YOUR TAX RETURN.
The Internal Revenue Service does not require your consent to any provision of this document other than the certifications required to avoid backup withholding.

B. Taxpayer Securities Laws Confirmation (required):
By executing this transferee form, the transferee represents that the transfer is made in accordance with all applicable federal and state securities laws and regulations.

Signature of New Investor/Trustee | Date

Signature of Co-New Investor/Trustee - OR - Custodian (*if applicable*) | Date

eight Financial Professional or Investor Representative Information

Name of Participating Broker-Dealer or Financial Institution

Name of Financial Professional(s)/Investor Representative(s) | Financial Professional Number

Mailing Address

City | State | Zip Code

Telephone | Fax

Current Investor (Transferor) Acknowledgement

The transfer agent collects this information in connection with its reporting obligations to the Securities and Exchange Commission.

*The transferor (seller) is the entity that is the current owner.

The undersigned transferor(s) (the "Transferor"), in connection with the undersigned's request to transfer shares in CNL Healthcare Properties, Inc. hereby represents and warrants to CNL Healthcare Properties, Inc. that the following statements are true:

- 1. The Transferor* has completed all forms required by CNL Healthcare Properties, Inc.
- 2. The Transferor acknowledges that the shares were purchased for long-term investment.
- 3. The Transferor has agreed upon the requested transfer and agrees that neither CNL Healthcare Properties, Inc., its Board of Directors, or affiliates of CNL Healthcare Properties, Inc. shall be responsible for any loss incurred by Transferor as a result of such transfer. The request for this transfer has net sales proceeds to the seller of

\$		per Share
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- 4. The Transferor has received no representations or warranties from CNL Healthcare Properties, Inc., its Board of Directors, or any affiliates, agents or representatives of CNL Healthcare Properties, Inc.
- 5. The Transferor agrees that the Transferee may revoke its agreement to transfer and shall be released from any obligation in connection therewith until such transfer is recorded on the books and records of CNL Healthcare Properties, Inc.

IN WITNESS WHEREOF, the undersigned has executed this Acknowledgement as of the

day of	, 20
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Signature of Current Investor (Title, <i>if applicable</i>)	Date
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Name Typed or Printed

Witness	Date
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Signature of Co-Investor (<i>if applicable</i>)	Date
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Name Typed or Printed

Witness	Date
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New Investor (Transferee) Acknowledgement

The undersigned transferee (the “Transferee”), in connection with the undersigned’s submission to acquire shares in CNL Healthcare Properties, Inc. hereby represents and warrants to CNL Healthcare Properties, Inc. that the following statements are true:

*The transferee (buyer) is the entity to which the shares are to be transferred.

1. The Transferee* has completed all forms required by CNL Healthcare Properties, Inc.
2. The Transferee has received a copy of the most recent annual report or Form 10-K and any subsequent reports or Form 10-Q or Form 8-K for CNL Healthcare Properties, Inc.
3. The Transferee meets the suitability standards set forth in the Prospectus, as well as any additional suitability standards required by state securities authorities which are applicable to the Transferee.
4. The Transferee is in a financial position appropriate to enable it to realize to a significant extent the benefits of the investment, has adequate means for providing for its current needs and personal contingencies, has sufficient net worth and income to sustain the risks inherent in the investment, including limited liquidity of the investment, and believes the investment is otherwise suitable.
5. The Transferee has received no representations or warranties from CNL Healthcare Properties, Inc., its Board of Directors, or any affiliates, agents or representatives of CNL Healthcare Properties, Inc.
6. The Transferee agrees that the Transferor may revoke its agreement to transfer and shall be released from any obligation in connection therewith until such transfer is recorded on the books and records of CNL Healthcare Properties, Inc.

IN WITNESS WHEREOF, the undersigned has executed this Acknowledgement as of the

day of	, 20
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Signature of New Investor	Date
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Name Typed or Printed

Witness	Date
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Signature of Co-New Investor (<i>if applicable</i>)	Date
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Name Typed or Printed

Witness	Date
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Facilitator Acknowledgement

This form is to be completed and signed by the entity or person that is facilitating the transfer.

The undersigned, in connection with its submission of the enclosed request for transfer of shares in CNL Healthcare Properties, Inc. from _____ (the "Transferor") to _____ (the "Transferee"), hereby represents and warrants to CNL Healthcare Properties, Inc. that the following statements are true:

1. The Transferee has completed all forms required by CNL Healthcare Properties, Inc.
2. The Transferee has received a copy of the most recent annual report or Form 10-K and any subsequent reports or Form 10-Q or Form 8-K for CNL Healthcare Properties, Inc.
3. The Transferee is in a financial position appropriate to enable it to realize to a significant extent the benefits of the investment, has adequate means for providing for its current needs and personal contingencies, has sufficient net worth and income to sustain the risks inherent in the investment, including limited liquidity of the investment, and believes the investment is otherwise suitable.
4. Neither the undersigned nor the Transferee has relied on any representations or warranties from CNL Healthcare Properties, Inc., its Board of Directors, or any affiliates, agents or representatives of CNL Healthcare Properties, Inc.
5. The undersigned agrees that the Transferor or Transferee may revoke their agreements to transfer and shall be released from any obligation in connection therewith until such transfer is recorded on the books and records of CNL Healthcare Properties, Inc.

The undersigned has executed this Acknowledgement as of the

_____ day of _____, 20____

Signature of Facilitator (*Title, if applicable*)

Name Typed or Printed

Name of Organization Represented
