

**Report of Organizational Actions  
 Affecting Basis of Securities**

▶ See separate instructions.

**Part I Reporting Issuer**

1 Issuer's name <b>CNL HEALTHCARE PROPERTIES, INC.</b>		2 Issuer's employer identification number (EIN) <b>27-2876363</b>	
3 Name of contact for additional information <b>CLIENT SERVICES</b>	4 Telephone No. of contact <b>866-650-0650</b>	5 Email address of contact <b>clientservicesinquiries@cnl.com</b>	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact <b>450 SOUTH ORANGE AVENUE</b>		7 City, town, or post office, state, and Zip code of contact <b>ORLANDO, FL 32801</b>	
8 Date of action <b>9/13/2013</b>		9 Classification and description <b>COMMON STOCK</b>	
10 CUSIP number <b>12612C108</b>	11 Serial number(s)	12 Ticker symbol	13 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 ▶

**ON SEPTEMBER 13, 2013 THE TAXPAYER MADE A NONTAXABLE STOCK DISTRIBUTION OF .002500 SHARES TO ITS SHAREHOLDERS OF RECORD ON JULY 1, 2013, AUGUST 1, 2013, AND SEPTEMBER 1, 2013 (EACH INDIVIDUALLY A "RECORD DATE").**

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 STOCK DISTRIBUTION IS NOT CURRENTLY INCLUDED AS A COMPONENT OF GROSS INCOME (E.G. IT IS NOT TAXABLE WHEN RECEIVED). UPON RECEIVING A DISTRIBUTION OF STOCK EXEMPT FROM TAX (NEW STOCK), AND AS PROVIDED IN SECTION 307(a), THE STOCKHOLDER MUST ALLOCATE THE BASIS OF THE STOCK WITH RESPECT TO WHICH THE NEW STOCK WAS DISTRIBUTED (THE "OLD STOCK") BETWEEN THE OLD STOCK AND THE NEW STOCK. IF YOU WERE A SHAREHOLDER OF RECORD ON ALL THREE RECORD DATES, THE BASIS OF THE OLD STOCK WOULD BE ALLOCATED 99.25% TO THE OLD STOCK AND 0.75% TO THE NEW STOCK. IF YOU WERE A SHAREHOLDER FOR TWO OF THE RECORD DATES THE BASIS OF THE OLD STOCK WOULD BE ALLOCATED 99.5% TO THE OLD STOCK AND 0.50% TO THE NEW STOCK. IF YOU WERE A SHAREHOLDER FOR ONE RECORD DATE, THE BASIS OF THE OLD STOCK WOULD BE ALLOCATED 99.75% TO THE OLD STOCK AND 0.25% TO THE NEW STOCK. THESE ALLOCATIONS MAY VARY IF YOU ARE A PARTICIPANT IN THE REINVESTMENT PLAN. PLEASE CONSULT WITH YOUR TAX ADVISOR FOR ADDITIONAL GUIDANCE.**

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 ▶

**TREASURY REGULATION 1.307-1 REQUIRES AN ALLOCATION OF BASIS IN PROPORTION TO THE RELATIVE FAIR MARKET VALUES OF THE OLD AND THE NEW STOCK ON THE DATE OF DISTRIBUTION. THE HOLDING PERIOD OF THE NEW STOCK, USED TO DETERMINE WHETHER CAPITAL GAIN OR LOSS ON ANY SALE OR EXCHANGE IS LONG-TERM OR SHORT-TERM, INCLUDES THE PERIOD FOR WHICH THE STOCKHOLDER HELD THE OLD STOCK. THE PUBLIC OFFERING PRICE OF THE STOCK AT THE TIME OF DISTRIBUTION WAS \$10 PER SHARE.**

