

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

▶ See separate instructions.

Part I Reporting Issuer

1 Issuer's name CNL HEALTHCARE PROPERTIES, INC.		2 Issuer's employer identification number (EIN) 27-2876363	
3 Name of contact for additional information CLIENT SERVICES	4 Telephone No. of contact 866-650-0650	5 Email address of contact clientservicesinquiries@cnl.com	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact 450 SOUTH ORANGE AVENUE		7 City, town, or post office, state, and Zip code of contact ORLANDO, FL 32801	
8 Date of action 12/15/2014		9 Classification and description COMMON STOCK	
10 CUSIP number 12612C108	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 DECEMBER 15, 2014, THE TAXPAYER MADE A NONTAXABLE STOCK DISTRIBUTION OF .002500 SHARES TO ITS SHAREHOLDERS OF RECORD ON OCTOBER 1, 2014, NOVEMBER 1, 2014, AND DECEMBER 1, 2014 (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 \$10.58 PER SHARE.

Part II Organizational Action (continued)

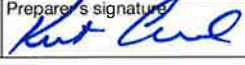
17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶
IRC SECTIONS: 305(a) and 307(a). Treasury Regulation 1.307-1

18 Can any resulting loss be recognized? ▶ NO

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶
THESE ACTIONS ARE EFFECTIVE ON THE DATE OF THE DISTRIBUTION IDENTIFIED 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 ▶ 12/16/2014
Print your name ▶ ASHLEY H. PEEPER 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
	KENT CRITTENDEN		12/16/14		P00023844
	Firm's name ▶ CNL FINANCIAL GROUP	Firm's EIN ▶ 27-4169415		Phone no. 407-650-1000	
Firm's address ▶ P.O. BOX 4920, ORLANDO, FL 32802-4920					