

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)	
CBL & ASSOCIATES PROPERTIES, INC.		62-1545718	
3 Name of contact for additional information	4 Telephone No. of contact	5 Email address of contact	
FARZANA KHALEEL	423-855-0001	FARZANA.KHALEEL@CBLPROPERTIES.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	
2030 HAMILTON PLACE BLVD., SUITE 500		CHATTANOOGA, TN 37421-6000	
8 Date of action		9 Classification and description	
1/16/2017, 4/17/2017, 7/17/2017, 10/16/2017		COMMON STOCK - CBL & ASSOCIATES PROPERTIES, INC	
10 CUSIP number	11 Serial number(s)	12 Ticker symbol	13 Account number(s)
124830-10-0		CBL	

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 COMPANY PAID CASH DISTRIBUTIONS ON COMMON STOCK IN 2017. THE DISTRIBUTION DATES WERE THE FOLLOWING:

RECORD DATES: DECEMBER 30, 2016; MARCH 30, 2017; JUNE 30, 2017; OCTOBER 2, 2017;
PAYMENT DATES: JANUARY 16, 2017 = (0.1840004 PER SHARE); APRIL 17, 2017 = (0.265 PER SHARE); JULY 17, 2017 = (0.265 PER SHARE); OCTOBER 16, 2017 = (0.265 PER SHARE)

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 COMPANY HAS MADE CASH DISTRIBUTIONS ON COMMON STOCK THAT ARE 14.6257754% NON-TAXABLE RETURN OF CAPITAL AND 85.3742246% TAXABLE.
THE NON-TAXABLE RETURN OF CAPITAL REDUCES THE TAX BASIS, BUT NOT BELOW ZERO, ON A PER SHARE BASIS AS FOLLOWS:

JANUARY 16, 2017(0.0269115)
APRIL 17, 2017 (0.0387583)
JULY 17, 2017 (0.0387583)
OCTOBER 16, 2017 (0.0387583)

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 COMPANY DETERMINES ITS ANNUAL EARNINGS AND PROFITS UNDER IRC SECTION 312 (AS MODIFIED BY IRC SECTION 857(D) FOR A REAL ESTATE INVESTMENT TRUST) AND THE REGULATIONS THEREUNDER. THE NONTAXABLE DISTRIBUTIONS WERE CALCULATED AS THE AMOUNT OF CASH DISTRIBUTIONS IN EXCESS OF THE COMPANY'S ANNUAL EARNINGS AND PROFITS.

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 AND 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 CASH DISTRIBUTIONS ON COMMON STOCK WHICH IS NOT A DIVIDEND SHALL BE APPLIED AGAINST AND REDUCE THE ADJUSTED BASIS OF THE STOCK. UNDER INTERNAL REVENUE CODE 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? ► NO TAX LOSS IS RECOGNIZED BY SHAREHOLDERS AS A RESULT OF RECEIVING THE 2017 QUARTERLY CASH DISTRIBUTIONS ON COMMON STOCK.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ► THIS CASH DISTRIBUTION WILL BE REPORTED TO SHAREHOLDERS ON THEIR 2017 FEDERAL FORM 1099-DIV WITH RESPECT TO THEIR COMMON STOCK HOLDINGS IN THE COMPANY. THE AMOUNT OF NONTAXABLE DISTRIBUTIONS ON THE DATES MENTIONED ABOVE 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 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 ► *Farzana Khaleel* Date ► 3/1/18
 Print your name ► Farzana Khaleel Title ► Executive VP - Chief Financial Officer

Paid Preparer Use Only

Print/Type preparer's name EDDIE BOZEMAN	Preparer's signature <i>Eddie Bozeman</i>	Date 2/15/18	Check <input type="checkbox"/> if self-employed	PTIN P00742238
Firm's name ► DELOITTE TAX LLP	Firm's EIN ► 86-1065772		Phone no. 404-220-1500	
Firm's address ► 191 PEACHTREE STREET NE, SUITE 2000 ATLANTA, GA 30303				

Send Form 8937 (including accompanying statements) to: Department of the Treasury, Internal Revenue Service, Ogden, UT 84201-0054