

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 §301\(c\)](#)

[IRC §316](#)

18 Can any resulting loss be recognized? ▶ [N/A](#)

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ _____

[HCP, Inc., a Real Estate Investment Trust, declared and paid quarterly cash distributions to its common shareholders during its fiscal year commencing January 1, 2016 and ending December 31, 2016. Additionally, the Company distributed the common stock of Quality Care Properties, Inc. \("QCP"\) on October 31, 2016.](#)

Sign Here

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.

Signature ▶ /s/ Timothy A. Hall (original Signature is on file) Date ▶ 01-17-2017

Print your name ▶ TIMOTHY A. HALL Title ▶ SENIOR VICE PRESIDENT - TAX

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no.	

HCP, Inc.
FEIN: 33-0091377
Attachment to Form 8937

Record Date	Distribution Payable Date	Form	Total Distributions Per Share	Reduction of Basis in Common Stock Per Share
02/08/16	2/23/16	Cash	0.575000	0.466739
05/09/16	05/24/16	Cash	0.575000	0.466739
08/08/16	08/23/16	Cash	0.575000	0.466739
10/24/16	10/31/16	Property	6.170000	5.008315
11/10/16	11/25/16	Cash	0.370000	0.300336
Totals:			8.265000	6.708868