

## Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

**Part I Reporting Issuer**

<b>1</b> Issuer's name		<b>2</b> Issuer's employer identification number (EIN)	
CAREY WATERMARK INVESTORS, INC.		26-2145060	
<b>3</b> Name of contact for additional information	<b>4</b> Telephone No. of contact	<b>5</b> Email address of contact	
JIWEI YUAN	212-492-1100		
<b>6</b> Number and street (or P.O. box if mail is not delivered to street address) of contact		<b>7</b> City, town, or post office, state, and Zip code of contact	
50 ROCKEFELLER PLAZA, 2ND FLOOR		NEW YORK, NY 10020	
<b>8</b> Date of action		<b>9</b> Classification and description	
SEE BELOW		COMMON STOCK	
<b>10</b> CUSIP number	<b>11</b> Serial number(s)	<b>12</b> Ticker symbol	<b>13</b> Account number(s)
14179A103			

**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 ▶ CAREY WATERMARK INVESTORS, INC. ("TAXPAYER") MADE CASH DISTRIBUTIONS TO ITS SHAREHOLDERS IN EXCESS OF ITS CURRENT AND ACCUMULATED EARNINGS AND PROFITS. SEE PART II, LINE 15 FOR THE AMOUNT OF THESE DISTRIBUTIONS 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 DISTRIBUTIONS REDUCED THE BASIS OF THE SECURITY IN THE HANDS OF THE U.S. SHAREHOLDER(S) AS FOLLOWS:

PER SHARE REDUCTION OF BASIS			
DATE	COMMON STOCK	DATE	COMMON STOCK
01/15/2013	\$0.0004	07/15/2013	\$0.0005
04/15/2013	\$0.0005	10/15/2013	\$0.0004

THE TAXPAYER DECLARES A DAILY DISTRIBUTION BUT DISTRIBUTES QUARTERLY. A U.S. SHAREHOLDER SHOULD FACTOR IN THE AMOUNT OF ITS SHARES OWNED AND THE NUMBER OF DAYS HELD WHEN DETERMINING THE QUANTITATIVE EFFECT ON BASIS.

**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 TAXPAYER'S EARNINGS AND PROFITS WERE CALCULATED UNDER IRC. SEC. 312, AS MODIFIED BY IRC. 857(d) FOR A REAL ESTATE INVESTMENT TRUST, AND THE REGULATIONS THEREUNDER. AMOUNTS IN EXCESS OF EARNINGS AND PROFITS REDUCE THE SHAREHOLDER'S TAX BASIS IN ITS SHARES TO THE EXTENT OF BASIS.

**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. SEC. 301(c)(2)  
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18 Can any resulting loss be recognized? ▶ NO

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19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ THESE ACTIONS ARE EFFECTIVE ON THE DATE OF DISTRIBUTION IDENTIFIED ABOVE.

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**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 ▶ *Stephanie Davis* Date ▶ 3/17/2014  
Print your name ▶ Stephanie Davis Title ▶ SVP

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	STEVE TYLER	<u><i>Steve Tyler</i></u>	03/10/2014		P00743605
	Firm's name ▶ PRICEWATERHOUSECOOPERS LLP	Firm's EIN ▶ 13-4008324			
Firm's address ▶ 1075 PEACHTREE STREET, STE 2600, ATLANTA, GA 30309				Phone no. 678-419-1000	