

**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)	
BLUEROCK RESIDENTIAL GROWTH REIT, INC.		26-3136483	
<b>3</b> Name of contact for additional information	<b>4</b> Telephone No. of contact	<b>5</b> Email address of contact	
CHRISTOPHER VOHS	248-226-5700	CVOHS@BLUEROCKMI.COM	
<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	
27777 FRANKLIN ROAD, SUITE 900		SOUTHFIELD, MI 48034	
<b>8</b> Date of action		<b>9</b> Classification and description	
QUARTERLY DISTRIBUTIONS		SERIES D PREFERRED STOCK	
<b>10</b> CUSIP number	<b>11</b> Serial number(s)	<b>12</b> Ticker symbol	<b>13</b> Account number(s)
09627J656		BRG PrD	

**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 quarterly cash distributions to its shareholders in excess of its current accumulated earnings and profits.

Declaration Date	Record Date	Payable Date
12/07/2018	12/24/2018	01/04/2019
03/08/2019	03/25/2019	04/05/2019
06/07/2019	06/25/2019	07/05/2019
09/13/2019	09/25/2019	10/04/2019

**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 basis of the security in the hand of the United States Taxpayers

as follows:

Date Paid	Quarterly Distribution	Nontaxable Distribution
01/04/2019	\$0.445313	\$0.414786
04/05/2019	\$0.445313	\$0.414786
07/05/2019	\$0.445313	\$0.414786
10/04/2019	\$0.445313	\$0.414786

Therefore, the tax basis of each share of preferred stock held throughout 2019 is reduced by \$1.659144.

**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, which supports the calculation of nontaxable distributions paid with respect to preferred stock during 2019.

**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 Section 301(c)(2) provides that the portion of the preferred stock distribution which is not a dividend shall be applied against and reduce the adjusted basis of the stock.

18 Can any resulting loss be recognized? ▶ No tax loss is recognized by shareholders as a result of receiving the 2019 nontaxable distributions.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ Nontaxable distributions have been reported to shareholders on their 2019 Federal Form 1099-DIV with respect to their preferred stock holdings in the company.

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 ▶ 2/24/2020

Print your name ▶ CHRISTOPHER VOHS Title ▶ CHIEF FINANCIAL OFFICER

<b>Paid Preparer Use Only</b>	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.