

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)	
UDR, INC.		54-0857512	
3 Name of contact for additional information	4 Telephone No. of contact	5 Email address of contact	
ROGER LATY	(720)348-7626	RLATY@UDR.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	
1745 SHEA CENTER DRIVE, SUITE 200		HIGHLANDS RANCH, CO 80129	
8 Date of action		9 Classification and description	
SEE PART II, LINE 15 BELOW		COMMON STOCK AND SERIES E PREFERRED SHARES	
10 CUSIP number	11 Serial number(s)	12 Ticker symbol	13 Account number(s)
902653104		UDR	

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 ISSUER 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 IN EXCESS OF CURRENT AND ACCUMULATED EARNINGS AND PROFITS REDUCED THE BASIS OF THE SECURITY IN THE HANDS OF A U.S. TAXPAYER, BUT NOT BELOW ZERO, AS FOLLOWS:

DATE	PER SHARE COMMON STOCK BASIS REDUCTION	DATE	PER SHARE PREFERRED STOCK BASIS REDUCTION
1/31/2018	\$0.050315	1/31/2018	\$0.000000
4/30/2018	\$0.052344	4/30/2018	\$0.056678
7/31/2018	\$0.052344	7/31/2018	\$0.056678
10/31/2018	\$0.052344	10/31/2018	\$0.056678

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 ISSUER'S EARNINGS AND PROFITS WERE CALCULATED UNDER IRC SEC. 312 (AS MODIFIED BY IRC SEC. 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. THEREAFTER, GAIN WOULD BE RECOGNIZED.

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

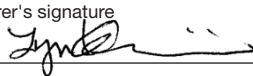
18 Can any resulting loss be recognized? ▶ NO

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ THE ACTIONS ARE EFFECTIVE ON THE DATES OF DISTRIBUTION IDENTIFIED ABOVE IN PART II, LINE 15.

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 ▶ /s/ Roger Laty Date ▶ 2/5/2019

Print your name ▶ ROGER LATY Title ▶ VICE PRESIDENT - TAX

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	<u>LYNN KAWAMINAMI</u>		<u>1/24/19</u>		<u>P00640555</u>
	Firm's name ▶ <u>DELOITTE TAX LLP</u>	Firm's EIN ▶ <u>86-1065772</u>		Phone no. <u>404-220-1500</u>	
	Firm's address ▶ <u>191 PEACHTREE STREET, SUITE 2000, ATLANTA, GA 30303-1924</u>				