

## Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

**Part I Reporting Issuer**

1 Issuer's name  DDR Corp.		2 Issuer's employer identification number (EIN)  34-1723097	
3 Name of contact for additional information  Craig A. Schultz	4 Telephone No. of contact  216-755-5500	5 Email address of contact  cschultz@ddr.com	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact  3300 Enterprise Parkway, Attn: Tax Dept		7 City, town, or post office, state, and Zip code of contact  Beachwood, OH 44122	
8 Date of action  See Below		9 Classification and description  Common	
10 CUSIP number  23317H102	11 Serial number(s)	12 Ticker symbol  DDR	13 Account number(s)

**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 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 United States taxpayers as follows:

Date Paid	Return of Capital Per Share
01/06/2012	\$.067806
04/03/2012	\$.101709
07/06/2012	\$.101709
10/02/2012	\$.101709

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 IRS Section 312, as modified by IRS Section 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 Section 301 (c) (2) .

18 Can any resulting loss be recognized? ▶ No .

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ These actions are effective on the dates of the distributions identified above.

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 ▶ Craig A. Schultz Date ▶ 1/14/13

Print your name ▶ Craig A. Schultz Title ▶ SR VP OF Strategic Finance & Tax

**Paid Preparer Use Only**

Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
Jill H. Loftus	<u>Jill H. Loftus</u>	<u>1/14/13</u>		P00021417
Firm's name	Firm's EIN		Firm's address	
▶ PricewaterhouseCoopers LLP	▶ 13-4008324		▶ 200 Public Square, Suite 1800, Cleveland, OH 44114-2301	
Firm's address	Phone no.			
▶ 200 Public Square, Suite 1800, Cleveland, OH 44114-2301	▶ 216-875-3000			

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