

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 basis of the security in the hands of the United States Taxpayers as follows:

Date Paid	Return of Capital Per Share
01/07/2014	\$.102753
04/08/2014	\$.117975
07/08/2014	\$.117975
10/10/2014	\$.117975

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 the 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.

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 **▶** Frank Costanzo Date **▶** 1/15/15

Print your name **▶** Frank Costanzo Title **▶** Vice President of 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>	01/15/2015		P00021417
Firm's name	Firm's EIN		Firm's address	
<u>PricewaterhouseCoopers LLP</u>	<u>13-4008324</u>		<u>200 Public Square, Suite 1800, Cleveland, OH 44114-2301</u>	
Firm's address	Phone no.			
<u>200 Public Square, Suite 1800, Cleveland, OH 44114-2301</u>	<u>216-875-3000</u>			

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

JSA