# Report of Organizational Actions Affecting Basis of Securities

## Part I  Reporting Issuer

<table>
<thead>
<tr>
<th>Issuer’s name</th>
<th>Issuer’s employer identification number (EIN)</th>
</tr>
</thead>
<tbody>
<tr>
<td>UCP, INC.</td>
<td>90-0978085</td>
</tr>
<tr>
<td>INVESTOR RELATIONS</td>
<td>303-268-8398</td>
</tr>
<tr>
<td>69 AL MADEN BLVD, SUITE 400</td>
<td><a href="mailto:InvestorRelations@centurycommunities.com">InvestorRelations@centurycommunities.com</a></td>
</tr>
<tr>
<td>AUGUST 4, 2017</td>
<td>CLASS A COMMON STOCK</td>
</tr>
<tr>
<td>CUSIP number</td>
<td>Serial number(s)</td>
</tr>
<tr>
<td>90265Y106</td>
<td></td>
</tr>
</tbody>
</table>

## 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 ❯ **SEE ATTACHMENT TO FORM 8937**

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 ❯ **SEE ATTACHMENT TO FORM 8937**

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 ❯ **SEE ATTACHMENT TO FORM 8937**
17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ≥

APPLICABLE LAW:
- I.R.C. Section 366(a)

18 Can any resulting loss be recognized? ≥ PLEASE SEE FORM 8-K FILED WITH THE SEC ON AUGUST 4, 2017 AND CONSULT YOUR TAX ADVISOR WITH ADDITIONAL QUESTIONS.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ≥ FOR SHAREHOLDERS WHO REPORT TAXABLE INCOME BASED ON A CALENDAR YEAR END, THE REPORTABLE YEAR IS 2017.

Signature ≥ Date ≥

Print your name ≥ Title: Chief Accounting Officer

Paid Preparer Use Only

Print/Type preparer's name ≥ Preparer's signature ≥ Date ≥ Check if self-employed ≥ PTIN

Firm's name ≥ DELOITE TAX LLP

Firm's address ≥ 655 WEST BROADWAY, SUITE 700 SAN DIEGO, CA 92101

Firm's EIN ≥ 88-1065772

Phone no ≥ 619-232-6500

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

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Part II – Line 14

On August 4, 2017, pursuant to the Agreement and Plan of Merger dated April 10, 2017 (the “Merger Agreement”), by and among Century Communities, Inc., a Delaware corporation (“Century Communities”), Casa Acquisition Corp., a Delaware corporation and a wholly-owned subsidiary of Century Communities ("Merger Sub"), and UCP, Inc., a Delaware corporation ("UCP"), UCP merged with and into Merger Sub (the “Merger”), at which time the separate corporate existence of UCP ended, and Merger Sub survived the Merger as the surviving corporation.

Part II – Line 15

In connection with the Merger, each share of Class A Common Stock, par value $0.01 per share, of UCP (which we refer to as “UCP Class A Common Stock”) outstanding immediately prior to the consummation of the Merger was converted into the right to receive (i) $5.32 in cash, without any interest thereon, and (ii) 0.2309 of a duly authorized, fully paid and non-assessable share of common stock, par value $0.01 per share, of Century Communities (which we refer to as “Century Communities Common Stock”).

Part II – Line 16

At the effective time of the Merger (the “Effective Time”), each share of the UCP Class A Common Stock issued and outstanding immediately prior to the Effective Time, was converted into the right to receive (i) $5.32 in cash, without any interest thereon, and (ii) 0.2309 of a duly authorized, fully paid and non-assessable share of Century Communities Common Stock. No fractional shares of Century Communities Common Stock were issued in the Merger, and UCP’s stockholders received cash in lieu of any fractional shares. The per share price was $25.80 for Century Communities Common Stock, which was the closing price of Century Communities Common Stock on August 3, 2017.