

**Report of Organizational Actions
Affecting Basis of Securities**

OMB No. 1545-0123

► See separate instructions.

Part I Reporting Issuer

1 Issuer's name		2 Issuer's employer identification number (EIN)	
UMH PROPERTIES, INC		22-1890929	
3 Name of contact for additional information	4 Telephone No. of contact	5 Email address of contact	
ANNA T. CHEW	732-577-9997	ACHEW@UMH.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	
3499 ROUTE 9 NORTH, SUITE 3-C		FREEHOLD, NJ 07728	
8 Date of action		9 Classification and description	
SEE LINE 15		COMMON STOCK AND PREFERRED STOCK - UMH PROPERTIES, INC	
10 CUSIP number	11 Serial number(s)	12 Ticker symbol	13 Account number(s)
903002103		UMH	

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 PER SHARE AMOUNT OF THESE DISTRIBUTIONS.

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 TAXPAYER PAID CASH DISTRIBUTIONS ON COMMON AND PREFERRED STOCK. 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)	RETURN OF CAPITAL (PER SHARE)		
	COMMON STOCK	Preferred A	Preferred B	Preferred C
03/15/17	\$0.180000	\$0.304841	\$0.295604	\$0.000000
06/15/17	\$0.180000	\$0.304841	\$0.295604	\$0.000000
09/15/17	\$0.180000	\$0.304841	\$0.295604	\$0.099766
12/15/17	\$0.180000	\$0.000000	\$0.295604	\$0.249416

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 DETERMINES EARNINGS AND PROFITS UNDER IRC SECTION 312 (AS MODIFIED BY IRC SECTION 857 (d) FOR A REAL ESTATE INVESTMENT TRUST) AND THE REGULATIONS THEREUNDER. THE EARNINGS AND PROFITS DETERMINATION SUPPORTS THE CALCULATION OF THE RETURN OF CAPITAL AND TAXABLE PORTIONS OF THE CASH DISTRIBUTIONS ON COMMON STOCK AND PREFERRED STOCK PAID ON THE DATES LISTED ABOVE.

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 §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 ▶ SHAREHOLDERS WILL RECEIVE 2017 FEDERAL FORMS 1099-DIV WHICH WILL DETAIL THE TAXABILITY OF THE 2017 CASH DISTRIBUTIONS DESCRIBED ABOVE WITH RESPECT TO THEIR COMMON STOCK AND PREFERRED STOCK HOLDINGS.

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 ▶



Date ▶

1/26/18

Print your name ▶

Anna T. Chew

Title ▶

Vice President

Paid Preparer Use Only

Print/Type preparer's name

K. JOSEPH LEE

Preparer's signature



Date

1/26/18

Check ☐ if self-employed

PTIN

P01341078

Firm's name ▶ PKF O'CONNOR DAVIES, LLP

Firm's EIN ▶ 27-1728945

Firm's address ▶ 665 FIFTH AVENUE, NEW YORK, NY 10022

Phone no. 212-867-8000

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

JSA