

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

▶ See separate instructions.

Part I Reporting Issuer			
1 Issuer's name Capmark Financial Group Inc.		2 Issuer's employer identification number (EIN) 91-1902188	
3 Name of contact for additional information	4 Telephone No. of contact	5 Email address of contact	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact 116 Welsh Road		7 City, town, or post office, state, and Zip code of contact Horsham, PA 19044	
8 Date of action June 21, 2013		9 Classification and description Common Stock	
10 CUSIP number	11 Serial number(s)	12 Ticker symbol OTC Symbol: CPMK	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 ▶

Capmark Financial Group Inc. (the "Company") announced that its Board of Directors has declared a cash distribution of \$2.50 per share to holders of the Company's common stock (the "Distribution"). The Distribution was paid on June 21, 2013. A portion of the Distribution will be in excess of the Company's earnings and profits.

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 ▶

Based on current projections, the Company estimates that \$0.10625 per share (or approximately 4.25%) of the Distribution will be a taxable dividend and approximately \$2.39375 per share represents a return of capital. As such, the basis of the security should be reduced by \$2.39375 per share in accordance with IRC Section 301(c)(2).

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 amount of the Distribution considered a dividend distribution is limited to the anticipated earnings and profits available for distribution as of the end of the year allocable to the Distribution in accordance with Treas. Reg. Section 1.316-2(b).

Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶
Internal Revenue Code Sections 301, 312, and 316 and the related Treasury Regulations.

18 Can any resulting loss be recognized? ▶ **Not Applicable**

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶
The Distribution was made during the tax year ending December 31, 2013. This form is being filed based on reasonable assumptions about facts that cannot be determined before the due date of this form in accordance with Treasury Regulation 1.6045B-1(a)(2)(ii).

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 ▶ *Thomas L. Fairfield* Date ▶ *8/12/13*

Print your name ▶ *THOMAS L. FAIRFIELD* Title ▶ *Chief Operating Officer*

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶				Firm's EIN ▶
	Firm's address ▶				Phone no.