

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

▶ See separate instructions.

Part I Reporting Issuer

1 Issuer's name		2 Issuer's employer identification number (EIN)	
COUSINS PROPERTIES INCORPORATED		58-0869052	
3 Name of contact for additional information	4 Telephone No. of contact	5 Email address of contact	
MARLI QUESINBERRY	(404) 407-1000	MARLIQUESINBERRY@COUSINSPROPERTIES.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	
191 PEACHTREE STREET NE, SUITE 500		ATLANTA, GA 30303	
8 Date of action		9 Classification and description	
2/22/2016,5/27/2016,9/6/2016,10/7/2016		CASH AND STOCK DISTRIBUTION TO COMMON SHAREHOLDERS	
10 CUSIP number	11 Serial number(s)	12 Ticker symbol	13 Account number(s)
222795106		CUZ	

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 ▶ COUSINS PROPERTIES INCORPORATED PAID CASH DISTRIBUTIONS TO COMMON SHAREHOLDERS IN 2016 AS FOLLOWS:

- 1) ON FEBRUARY 22, 2016 - \$0.08 PER SHARE TO SHAREHOLDERS OF RECORD FEBRUARY 5, 2016.
- 2) ON MAY 27, 2016 - \$0.08 PER SHARE TO SHAREHOLDERS OF RECORD MAY 13, 2016.
- 3) ON SEPTEMBER 6, 2016 - \$0.08 PER SHARE TO SHAREHOLDERS OF RECORD AUGUST 23, 2016.

ADDITIONALLY, COUSINS PROPERTIES INCORPORATED DISTRIBUTED ONE SHARE OF COMMON STOCK OF PARKWAY, INC. (TICKER SYMBOL: "PKY") ON OCTOBER 7, 2016 FOR EVERY EIGHT SHARES OF COUSINS PROPERTIES INCORPORATED COMMON STOCK OWNED BY COMMON SHAREHOLDERS OF RECORD OCTOBER 6, 2016. THIS DISTRIBUTION IS BEING VALUED AT \$2.613075 PER COUSINS PROPERTIES INCORPORATED COMMON SHARE, WHICH REFLECTS A VALUE OF \$20.9046 PER PARKWAY, INC. SHARE DISTRIBUTED. THIS VALUE IS THE VOLUME WEIGHTED AVERAGE TRADING PRICE OF PARKWAY, INC. ON OCTOBER 7, 2016 AND IS NOT BINDING ON THE U.S. INTERNAL REVENUE SERVICE OR ANY OTHER TAX AUTHORITY.

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 PORTION OF THE DISTRIBUTION THAT IS CLASSIFIED AS A NONDIVIDEND DISTRIBUTION

REDUCES THE BASIS OF COUSINS PROPERTIES INCORPORATED COMMON STOCK AS FOLLOWS:

PAYMENT DATE:	REDUCTION OF BASIS PER SHARE:
FEBRUARY 22, 2016	\$0.061425
MAY 27, 2016	\$0.061425
SEPTEMBER 6, 2016	\$0.061425
OCTOBER 7, 2016	\$2.006361

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 ▶ COUSINS PROPERTIES INCORPORATED CALCULATED EARNINGS AND PROFITS IN ACCORDANCE WITH I.R.C. SECTION 312,

AS MODIFIED BY I.R.C. SECTION 857(d) FOR A REAL ESTATE INVESTMENT TRUST, AND THE REGULATIONS THEREUNDER. THE AMOUNT OF DISTRIBUTIONS IN EXCESS OF EARNINGS AND PROFITS REDUCE THE SHAREHOLDER'S BASIS IN ITS SHARES TO THE EXTENT OF BASIS. THEREAFTER, GAIN WOULD BE RECOGNIZED.

Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ _____

NONDIVIDEND DISTRIBUTION IS DETERMINED PURSUANT TO I.R.C. SECTION 301(c).

18 Can any resulting loss be recognized? ▶ NO RESULTING LOSS CAN BE RECOGNIZED.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ COUSINS PROPERTIES INCORPORATED, A REAL ESTATE INVESTMENT TRUST, DECLARED AND PAID THREE CASH DIVIDENDS DURING ITS FISCAL YEAR COMMENCING JANUARY 1, 2016 AND ENDING DECEMBER 31, 2016. ADDITIONALLY, COUSINS PROPERTIES INCORPORATED DISTRIBUTED COMMON STOCK OF PARKWAY, INC. ON OCTOBER 7, 2016.

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 ▶ *Kristin Myers* Date ▶ 1/25/17

Print your name ▶ KRISTIN MYERS Title ▶ VP - TAX

Paid Preparer Use Only	Print/Type preparer's name <u>ANDREW K. MAUDE</u>	Preparer's signature <u><i>Andrew K. Maude</i></u>	Date <u>1-25-2017</u>	Check <input type="checkbox"/> if self-employed	PTIN <u>P00706613</u>
	Firm's name ▶ <u>DELOITTE TAX LLP</u>			Firm's EIN ▶ <u>86-1065772</u>	
	Firm's address ▶ <u>191 PEACHTREE ST NE, SUITE 2000, ATLANTA, GA 30303-1924</u>			Phone no. <u>404-220-1500</u>	