

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

▶ See separate instructions.

Part I Reporting Issuer

1 Issuer's name U.S. CENTURY BANK			2 Issuer's employer identification number (EIN) 52-2371258		
3 Name of contact for additional information ROB ANDERSON		4 Telephone No. of contact (305) 715-5393		5 Email address of contact rob.anderson@uscentury.com	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact 2301 NW 87TH AVENUE			7 City, town, or post office, state, and ZIP code of contact DORAL, FL 33172		
8 Date of action 06/16/2021			9 Classification and description 1.5 CLASS A VOTING COMMON REVERSE STOCK SPLIT		
10 CUSIP number N/A	11 Serial number(s) N/A		12 Ticker symbol USCB (NASDAQ)		13 Account number(s) N/A

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

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

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

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 368(a)(1)(E)

IRC SECTION 354(a)(1)

IRC SECTION 358(a)(1)

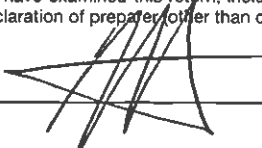
IRC SECTION 1223(1)

18 Can any resulting loss be recognized? ▶ SEE ATTACHMENT

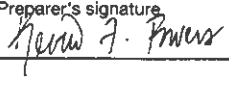
19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ ADJUSTMENT TO SHARE BASIS WOULD BE TAKEN INTO ACCOUNT IN THE TAX YEAR OF THE SHAREHOLDER DURING WHICH THE REVERSE STOCK SPLIT OCCURRED (E.G., 2021 FOR CALENDAR YEAR TAXPAYERS)

THIS INFORMATION DOES NOT CONSTITUTE TAX ADVICE AND PROVIDES A DESCRIPTION OF COMMON TAX CONSEQUENCES, BUT DOES NOT PURPORT TO DESCRIBE ALL TAX CONSEQUENCES THAT MAY APPLY TO ALL TYPES OF SHAREHOLDERS EACH SHAREHOLDER SHOULD CONSULT THEIR OWN TAX ADVISOR REGARDING THE SPECIFIC CONSEQUENCES OF THE REVERSE STOCK SPLIT ON TAX BASIS AND HOLDING PERIOD, INCLUDING APPLICABILITY OF ANY U.S. FEDERAL, STATE AND LOCAL, AND FOREIGN TAX LAWS

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 ▶  Date ▶ 1/14/2022

Print your name ▶ ROB ANDERSON Title ▶ CFO

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	KEVIN F. POWERS		01/14/2022		P00032110
	Firm's name ▶ CROWE LLP	Firm's EIN ▶		35-0921680	
	Firm's address ▶ 62 MEMORIAL RD, STE 100, WEST HARTFORD, CT 06107-2207	Phone no.		860-678-9200	

U.S. CENTURY BANK
EIN: 52-2371258
Attachment to IRS Form 8937

The information contained herein is being provided pursuant to the requirements of IRC Section 6045B and includes a general summary regarding the application of certain U.S. federal income tax laws and regulations relating to the effects of the transaction described below on tax basis in shares.

The information and examples provided below are illustrative only and are being provided pursuant to IRC Section 6045B and as a convenience to shareholders and their tax advisors. Shareholders should consult their tax advisors regarding specific consequences of the transaction, including the applicability and effect of all U.S. federal, state and local tax laws and foreign tax laws.

Part II, Question 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.

Effective June 16, 2021, U.S. Century Bank ("USCB" or the "Company") completed a one-for-five reverse stock split of the Company's issued and outstanding Class A voting common stock (the "Reverse Stock Split"). At the effective time, each five (5) shares of outstanding Class A voting common stock automatically converted into one (1) share of Class A voting common stock.

Fractional shares were not issued in connection with the Reverse Stock Split. Instead, a shareholder who would have otherwise been entitled to receive a fractional share as a result of the reverse stock split received cash in lieu thereof and was deemed for U.S. federal income tax purposes to have received and then immediately sold such fractional share for cash.

Part II, Question 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 Reverse Stock Split is intended to qualify as a tax-free recapitalization under Internal Revenue Code (IRC) §368(a)(1)(E).

- (i) Except as noted below with respect to any cash received in lieu of fractional shares, no gain or loss is recognized by shareholders for U.S. federal income tax purposes, pursuant to IRC §354(a)(1).
- (ii) The aggregate tax basis of shares received by a shareholder as a result of the Reverse Stock Split (including fractional shares for which cash was received) will be equal to the shareholder's aggregate tax basis of the shares surrendered therefor, pursuant to IRC §358(a)(1).¹
- (iii) The holding period of shares received by a shareholder as a result of the Reverse Stock Split will generally include the holding period of the shares surrendered therefor, pursuant to IRC §1223(1).²
- (iv) As noted, if a shareholder received cash in lieu of fractional shares, the shareholder will be deemed to have received and then immediately sold such fractional share for cash, resulting in recognition of gain or loss based on the difference between the amount of cash received and the shareholder's adjusted tax basis in the fractional shares (including basis allocated to the fractional share under IRC §358 in connection with the Reverse Stock Split).

¹ Pursuant to treasury regulations, the basis of surrendered shares of stock should be allocated to the shares of stock received in a manner reflecting, to the greatest extent possible, that a share of stock received is received in respect of shares of stock that were acquired on the same date and at the same price. To the extent it is not possible to allocate basis in this manner, the basis of surrendered shares should be allocated to the shares of stock received in a manner that minimizes disparity in the holding periods of the surrendered shares of stock whose basis is allocated to any particular share of stock received.

² This assumes that pre-split shares were held as capital assets. Different considerations apply for shares not held as capital assets.

Part II, Question 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.

In general, a shareholder's per share tax basis in post-split common shares will be five times greater than the shareholder's per share tax basis in pre-split common shares, with potential adjustment required for any fractional interest received by shareholder due to rounding up to the next largest whole share instead of issuing fractional shares.³

Part II, Question 18: Can any resulting loss be recognized?

Loss may be recognized in respect of cash received in lieu of fractional shares of Class A voting common stock to the extent that the portion of a holder's basis allocated to the fractional share of Class A voting common stock is greater than the amount of cash received in lieu of that fractional share.

³ Special, more complex tax basis considerations may apply to the extent that a shareholder owns multiple classes of Company stock or multiple blocks of Company stock acquired on different dates with different basis amounts. Shareholders who have used the specific identification method to identify their basis in shares of stock combined in the Reverse Stock Split should consult their tax advisors to determine post-split tax basis in shares.