

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

▶ See separate instructions.

**Part I Reporting Issuer**

<b>1</b> Issuer's name  QCR HOLDINGS, INC.			<b>2</b> Issuer's employer identification number (EIN)  42-1397595	
<b>3</b> Name of contact for additional information  JOHN OAKES		<b>4</b> Telephone No. of contact  309-743-7761	<b>5</b> Email address of contact  JOAKES@QCRH.COM	
<b>6</b> Number and street (or P.O. box if mail is not delivered to street address) of contact  3551 7TH STREET			<b>7</b> City, town, or post office, state, and Zip code of contact  MOLINE IL 61265	
<b>8</b> Date of action  MAY 13, 2013		<b>9</b> Classification and description  COMMON STOCK		
<b>10</b> CUSIP number  74727A104	<b>11</b> Serial number(s)  N/A	<b>12</b> Ticker symbol  QCRH	<b>13</b> Account number(s)  N/A	

**Part II Organizational Action** Attach additional statements if needed. See second page 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 ▶ On May 13, 2013 (the "Effective Date"), Community National Bancorporation ("CNBancorp") was merged with and into QCR Acquisition, LLC, a wholly owned subsidiary of QCR Holdings, Inc. ("QCR"), with QCR Acquisition, LLC was the surviving entity, pursuant to the terms and conditions of the Agreement and Plan of Reorganization (the "Merger Agreement"), dated as of February 13, 2013, by and between QCR, QCR Acquisition, LLC and CNBancorp.

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**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 ▶ Pursuant to the Merger Agreement, each share of CNBancorp capital stock outstanding immediately prior to the Effective Date was cancelled and converted into the right to receive 0.40 shares of QCR common stock and \$3.00 cash per share. In addition, cash was paid for any fractional share interests.

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**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 Statement 1

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For Paperwork Reduction Act Notice, see instructions.

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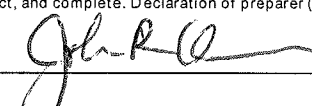

Any tax advice in this written communication was not intended or written to be used, and it cannot be used by the taxpayer, for the purpose of avoiding any penalties that may be imposed by any governmental authority or agency.

**Part II Organizational Action** (continued)

**17** List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based **▶** \_\_\_\_\_  
QCR believes the merger of CNBancorp into QCR Acquisitions, LLC on May 13, 2013 qualifies as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended. In general, the income tax consequences to the former CNBancorp shareholders are determined under the Internal Revenue Code sections 354, 356, 358 and 1221.

**18** Can any resulting loss be recognized? **▶** CNBancorp shareholders generally will not recognize loss for U.S. federal income tax purposes by reason of the merger, except with respect to cash received in lieu of a fractional share of QCR common stock. If a CNBancorp shareholder receives cash in lieu of a fractional share of QCR common stock, the CNBancorp shareholder will be treated as having received a fractional share of QCR common stock pursuant to the merger and then as having exchanged the fractional share of QCR common stock for cash in a redemption by QCR. As a result, the CNBancorp shareholder generally will recognize gain or loss equal to the difference between the amount of cash received and the CNBancorp shareholder's tax basis in the fractional share of QCR common stock as set forth on line 16 above. This gain or loss generally will be a capital gain or loss, and will be a long-term capital gain or loss if, as of the Effective Date, the CNBancorp shareholder's holding period with respect to the fractional share (including the holding period of the CNBancorp common stock surrendered therefor) exceeds one year. Special rules may apply to CNBancorp shareholders who receive their CNBancorp common shares through the exercise of an employee stock option, through a tax qualified retirement plan or otherwise as compensation, and such CNBancorp shareholders are instructed to consult their own tax advisors.

**19** Provide any other information necessary to implement the adjustment, such as the reportable tax year **▶** \_\_\_\_\_  
The merger became effective on May 13, 2013; therefore, the reportable tax year is 2013.

<b>Sign Here</b>	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 <b>▶</b>		Date <b>▶</b>	6/27/13	
	Print your name <b>▶</b>	JOHN OAKES	Title <b>▶</b>	VP/CONTROLLER	
<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	LANCE C. LESLIE		6/24/13		P00529894
	Firm's name <b>▶</b>	DELOITTE TAX LLP	Firm's EIN <b>▶</b>	86-1065772	
	Firm's address <b>▶</b>	4550 E. 53RD STREET, SUITE 110 DAVENPORT IA 52807	Phone no.	563-322-4415	

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

**QCR Holdings, Inc.**  
**Form 8937**

**Statement 1 – Part II, Line 16**

The information contained herein does not constitute tax advice and does not purport to be complete or to describe the consequences that may apply to particular categories of shareholders. Consult your tax advisor to determine the particular tax consequences to you of the transaction. The merger was intended to qualify as a “reorganization” within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended (the “Code”). If the merger is respected as a “reorganization” within the meaning of Section 368(a) of the Code, shareholders generally will not recognize any gain or loss upon receipt of QCR common stock in exchange for CNBancorp common stock, except with respect to cash received.

For federal income tax purposes, the aggregate tax basis of the QCR common shares received by CNBancorp shareholders as a result of the merger (excluding any fractional shares interests deemed received, and redeemed for cash) will be the same as the aggregate tax basis of the CNBancorp shares surrendered in exchange, reduced by the amount of cash received on the exchange, and increased by the amount of any gain recognized upon the exchange.

A former CNBancorp shareholder must allocate the adjusted tax basis of the CNBancorp common shares across the total number of the shareholders’ new QCR common shares received in the merger. By doing this allocation, a tax basis per share can be computed. The actual tax basis will differ with respect to each separate former CNBancorp shareholder and, additionally, tax basis may differ with respect to separate and distinct blocks of common shares owned by any former CNBancorp shareholder. To the extent that a CNBancorp shareholder received cash in lieu of a fractional share of QCR common stock, a portion of the total tax basis must be allocated to the fractional share and such fractional share be deemed to be received and then exchanged for cash. The holding period of any shares of QCR common stock received by CNBancorp shareholders in the merger generally will include the holding period of the shares of CNBancorp common stock exchanged for such shares of QCR common stock.

**Any tax advice included in this written communication was not intended or written to be used, and it cannot be used by the taxpayer, for the purpose of avoiding any penalties that may be imposed by any governmental taxing authority or agency.**