

Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

Part I Reporting Issuer

1 Issuer's name Plymouth Opportunity REIT, Inc.		2 Issuer's employer identification number (EIN) 27-5466153	
3 Name of contact for additional information Donna Sperounis	4 Telephone No. of contact 617-340-3827	5 Email address of contact donna@plymouthrei.com	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact 260 Franklin Street, 19th floor		7 City, town, or post office, state, and Zip code of contact Boston, MA 02210	
8 Date of action see below		9 Classification and description Stock- Common	
10 CUSIP number	11 Serial number(s)	12 Ticker symbol	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 ▶ **The taxpayer made a stock distribution to its shareholders on October 15, 2012. The stock distribution is a tax-free transaction for federal income tax purposes under Section 305(a) of the Internal Revenue Code. The stock distribution did not reduce the total equity of the taxpayer. The adjusted tax basis of the common stock was reduced by the stock distribution. See Part II, Line 15 for the amount of the reduction in the basis per share of the stock distribution.**

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 stock distribution reduced the basis of the security in the hands of US taxpayer(s) as follows:

Per share reduction of Basis	
Date	Common Stock
10/15/2012	\$(0.13)

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 made one 1.5% stock distribution to shareholders of record on October 15, 2012.**

Part II Organizational Action (continued)

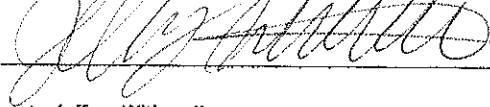
17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶

18 Can any resulting loss be recognized? ▶

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶

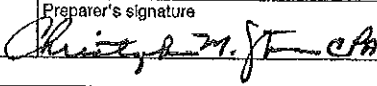
Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here

Signature ▶  Date ▶ 1-21-14

Print your name ▶ Jeffrey Witherell Title ▶ CEO

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
Christopher M. Stevens		1/21/14		00241643
Firm's name ▶ Marcum LLP	Firm's EIN ▶ 11-1986323		Phone no. (617)969-3300	
Firm's address ▶ 117 Kendrick Street, Suite 800, Needham, MA 02494				