

## Report of Organizational Actions Affecting Basis of Securities

OMB No. 1545-2224

▶ See separate instructions.

### Part I Reporting Issuer

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

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

Per Share Reduction of Basis	
Date	Common Stock
1/15/2013	\$(0.25)
4/15/2013	\$(0.11)
7/15/2013	\$(0.31)
10/15/2013	\$(0.11)

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 1.5% stock distributions to shareholders of record during each calendar quarter of 2013.

**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 305(a)

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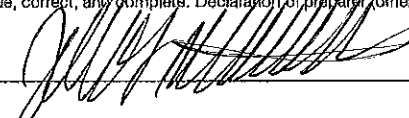
18 Can any resulting loss be recognized? ▶ No

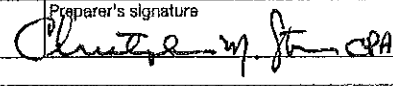
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19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ \_\_\_\_\_

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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 ▶ 1/14/14  
Print your name ▶ Jeffrey Witherell Title ▶ CEO

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