

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

**FORM 10-Q**

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

**For the Quarter Ended September 30, 2013**

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the Transition Period From \_\_\_\_\_ to \_\_\_\_\_

Commission File Number: 333-173048

**PLYMOUTH OPPORTUNITY REIT, INC.**

(Exact name of registrant as specified in its charter)

Maryland

(State or other jurisdiction of incorporation or organization)

27-5466153

(I.R.S. Employer Identification No.)

Two Liberty Square, 10th Floor, Boston, MA 02109

(Address of principal executive offices)

(617) 340-3814

(Registrant's telephone number)

Indicate by check mark whether the Registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934. YES \_ NO

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. YES  NO \_

Indicate by check mark whether the Registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (Section 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the Registrant was required to submit and post such files). YES  NO \_

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer \_\_\_ Accelerated filer \_\_\_ Non-accelerated filer \_\_\_ Smaller reporting company

Indicate by check mark whether the Registrant is a shell company (as defined in Exchange Act Rule 12b-2). YES \_ NO

As of November 14, 2013 the Registrant had outstanding 1,064,991 shares of common stock.

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**PLYMOUTH OPPORTUNITY REIT, INC.**  
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PART I FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

PLYMOUTH OPPORTUNITY REIT, INC.  
CONSOLIDATED BALANCE SHEETS  
Unaudited

	September 30, 2013	December 31, 2012
<b>Assets</b>		
Investments in Joint Ventures	\$ 1,356,082	\$ 1,642,027
Cash	4,175,202	174,442
Security Deposit	16,733	16,733
Due From Affiliate	9	9,431
Total Assets	<u>\$ 5,548,026</u>	<u>\$ 1,842,633</u>
<b>Liabilities and Equity</b>		
Accounts Payable	\$ 241,007	\$ —
Accrued Expenses	161,889	381,432
Accrued Directors Fees	—	49,500
Total Liabilities	<u>402,896</u>	<u>430,932</u>
Preferred Stock, \$.01 par value, 10,000,000 shares authorized, none issued and outstanding	—	—
Common Stock, \$.01 par value, 1,000,000,000 shares authorized, 1,064,991 and 367,841 shares issued and outstanding, respectively	10,493	3,678
Common Stock Dividend Distributable	158	—
Total Common Stock	<u>10,651</u>	<u>3,678</u>
Additional Paid-In Capital	9,991,918	3,620,709
Accumulated Deficit	<u>(4,857,439)</u>	<u>(2,212,686)</u>
Total Equity	<u>\$ 5,145,130</u>	<u>\$ 1,411,701</u>
	<u>\$ 5,548,026</u>	<u>\$ 1,842,633</u>

The accompanying notes are an integral part of these consolidated financial statements.

**PLYMOUTH OPPORTUNITY REIT, INC.**  
**CONSOLIDATED INCOME STATEMENTS**  
**Unaudited**

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2013	2012	2013	2012
<b>Income (Loss)</b>				
Equity Investment Income (Loss)	\$ (27,636)	\$ 16,477	\$ (176,898)	\$ 16,477
Realized Gain on Sale of REIT Securities	—	—	—	205
Interest Income	1	—	5	—
Total Income (Loss)	<u>(27,635)</u>	<u>16,477</u>	<u>(176,893)</u>	<u>16,682</u>
<b>Expenses</b>				
Professional Services	325,482	455,260	600,064	455,260
Marketing	65,153	37,000	158,513	37,000
Rent and Lease Costs	38,435	79,821	157,429	79,821
Directors Fees, including Stock Compensation	42,000	—	133,500	—
Commissions and Fees	—	105,900	—	105,900
Insurance	12,439	12,914	93,968	12,914
Salary Reimbursement	61,748	245,402	593,127	245,402
General and Administrative	185,244	27,395	358,052	27,419
Total Expenses	<u>730,501</u>	<u>963,692</u>	<u>2,094,653</u>	<u>963,716</u>
Net Loss	<u>\$ (758,136)</u>	<u>\$ (947,215)</u>	<u>\$ (2,271,546)</u>	<u>\$ (947,034)</u>
Weighted Average Number of Shares Outstanding	<u>632,884</u>	<u>55,699</u>	<u>516,146</u>	<u>66,987</u>
Basic and Diluted Loss Per Share	<u>\$ (1.20)</u>	<u>\$ (17.01)</u>	<u>\$ (4.40)</u>	<u>\$ (14.14)</u>

The accompanying notes are an integral part of these consolidated financial statements.

**PLYMOUTH OPPORTUNITY REIT, INC.**  
**CONSOLIDATED STATEMENTS OF EQUITY**  
**Unaudited**

	<b>Common Stock, \$.01 par value</b>			<b>Additional Paid-In Capital</b>	<b>Accumulated Deficit</b>	<b>Total Equity</b>
	<b>Shares</b>	<b>Amount</b>	<b>Dividend Distributable</b>			
Balance, January 1, 2012	20,000	\$ 200	\$ —	\$ 199,800	\$ 1,070	\$ 201,070
Issuance of common stock for cash	331,500	3,315	—	3,257,664	—	3,260,979
Stock compensation	11,633	116	—	116,214	—	116,330
Stock dividends	4,708	47	—	47,031	(47,078)	—
Net loss	—	—	—	—	(2,166,678)	(2,166,678)
Balance, December 31, 2012	<u>367,841</u>	<u>3,678</u>	<u>—</u>	<u>3,620,709</u>	<u>(2,212,686)</u>	<u>1,411,701</u>
Issuance of common stock for cash net of share issuance costs of \$163,525	598,550	5,986	—	5,815,989	—	5,821,975
Stock compensation	18,300	183	—	182,817	—	183,000
Stock dividends	37,321	216	158	372,833	(373,207)	—
Issuance of common stock for volume discount	16,285	163	—	(163)	—	—
Issuance of common stock for origination fees	26,694	267	—	(267)	—	—
Net loss	—	—	—	—	(2,271,546)	(2,271,546)
Balance, September 30, 2013	<u><u>1,064,991</u></u>	<u><u>\$ 10,493</u></u>	<u><u>\$ 158</u></u>	<u><u>\$ 9,991,918</u></u>	<u><u>\$ (4,857,439)</u></u>	<u><u>\$ 5,145,130</u></u>

The accompanying notes are an integral part of these consolidated financial statements.

**PLYMOUTH OPPORTUNITY REIT, INC.**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**Unaudited**

	<b>Nine Months Ended September 30,</b>	
	<b>2013</b>	<b>2012</b>
<b>Cash from operating activities</b>		
Net loss	\$ (2,271,546)	\$ (947,034)
Realized gain on sale of REIT securities	—	(205)
Changes in due from affiliate	9,422	—
Equity investment loss(income)	176,898	(16,477)
Directors fees – stock compensation	183,000	—
Accounts payable	241,007	—
Accrued expenses	(269,043)	—
Net cash used for operating activities	(1,930,262)	(963,716)
<b>Cash from investing activities</b>		
Investment in Real Estate	—	(1,750,000)
Changes in deposits	—	(100,000)
Proceeds from sale of REIT securities	—	25,630
Net cash used for investing activities	—	(1,824,370)
<b>Cash from financing activities</b>		
Distributions from investments in joint ventures	109,047	—
Proceeds from issuance of common stock	5,985,500	3,235,980
Share issue costs	(163,525)	—
Net cash provided by financing activities	5,931,022	3,235,980
Net increase in cash	4,000,760	447,894
Cash at the beginning of the period	174,442	175,645
Cash at the end of the period	\$ 4,175,202	\$ 623,539
<i>Disclosure of non-cash financing activities:</i>		
<i>Common stock distributed or distributable as dividends:</i>		
Common stock	\$ 374	\$ —
Additional paid-in capital	372,833	—
Fair value of stock dividend	\$ 373,207	\$ —
Issuance of common stock for volume discount	\$ 163	\$ —
Issuance of common stock for origination fees	\$ 267	\$ —

The accompanying notes are an integral part of these consolidated financial statements

**Plymouth Opportunity REIT, Inc.**  
**Notes to Consolidated Financial Statements**

**(1) Business**

Plymouth Opportunity REIT, (the "Company") is a Maryland corporation formed on March 7, 2011. The Company intends to acquire and operate on an opportunistic basis commercial real estate and real estate-related assets that exhibit current income characteristics. In particular, the Company intends to focus on acquiring commercial properties located in markets and submarkets with growth potential and those available from sellers who are distressed or face time-sensitive deadlines. In addition, our opportunistic investment strategy may include investments in real estate-related assets with significant possibilities for short-term capital appreciation, such as those requiring development, redevelopment or repositioning. The Company may acquire, or participate in joint ventures owning a wide variety of commercial properties including office, industrial, retail, hospitality, medical office, single-tenant, multifamily and other real properties.

All references to the Company refer to Plymouth Opportunity REIT, Inc. and its subsidiaries, collectively, unless the context otherwise requires.

The Company has operated in a manner that will allow it to qualify as a REIT for federal income tax purposes. The Company filed its initial Form 1120-REIT as its tax return for the taxable year ended December 31, 2012. The Company utilizes an Umbrella Partnership Real Estate Investment Trust ("UPREIT") organizational structure to hold all or substantially all of its properties and securities through an operating partnership, Plymouth Opportunity OP, LP (the "Operating Partnership").

On March 11, 2011, the Company sold 20,000 shares of common stock to Plymouth Group Real Estate, LLC (the "Sponsor"), at a price of \$200,000, or \$10 per share. As of November 14, 2013, the Company has 1,064,991 shares outstanding for gross offering proceeds of \$9.446 million.

The Company has retained Plymouth Real Estate Investors, Inc. (the "Advisor" or "Plymouth REI") to serve as its advisor. The Advisor is responsible for managing, operating, directing and supervising the operations and administration of the Company and its assets. The Company has retained Plymouth Real Estate Capital, LLC (the "Dealer Manager"), and a member of FINRA, to act as the exclusive Dealer Manager for this offering. The Advisor and the Dealer Manager are affiliates of the Sponsor.

**(2) Summary of Significant Accounting Policies**

***Basis of Presentation***

These interim condensed consolidated financial statements include the accounts of the Company and have been prepared in accordance with U.S. generally accepted accounting principles ("GAAP"). All significant intercompany transactions have been eliminated in consolidation. These interim condensed consolidated financial statements include adjustments of a normal and recurring nature considered necessary by management to fairly present the Company's financial position and results of operations. These interim condensed consolidated financial statements may not be indicative of financial results for the full year. The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect certain reported amounts and disclosure of contingent assets and liabilities. Actual results could differ from those estimates. The interim condensed consolidated financial statements and notes thereto should be read in conjunction with the Company's Annual Report on Form 10-K for the year ended December 31, 2012.

***Equity Method Accounting***

The Company may acquire equity interests in various limited partnerships or other entities. In certain cases where the Company has the ability to exercise significant influence over the borrower, it accounts for its equity interest under the equity method of accounting. Under the equity method of accounting, the Company recognizes the proportional share of the investee's net income or loss as determined under GAAP in the Company's results of operations.

**Plymouth Opportunity REIT, Inc.**  
**Notes to Consolidated Financial Statements**

**(2) Summary of Significant Accounting Policies – (continued)**

*Earnings per Share*

Basic earnings per share are calculated on the basis of weighted-average number of common shares outstanding during the year. Basic earnings per share are computed by dividing income available to common shareholders by the weighted-average common shares outstanding during the period.

**(3) Initial Public Offering**

The Company is offering for sale up to \$642,500,000 in shares of common stock, of which 50,000,000 shares are offered to investors at a price of \$10.00 per share, and of which 15,000,000 shares are offered to participants in the Company's distribution reinvestment plan at a price of \$9.50 per share (the "Initial Public Offering"). The Company commenced the Initial Public Offering on November 1, 2011. As of November 14, 2013, the Company had reached gross offering proceeds of approximately \$9,446 million, which is sufficient to satisfy minimum offering amounts in all states where the Company is conducting its offering except Ohio, Pennsylvania and Tennessee.

The Company has the right to reallocate the shares of common stock offered between the Company's primary public offering and the Company's distribution reinvestment plan. The Dealer Manager is providing dealer manager services in connection with the Initial Public Offering. The Initial Public Offering is a best efforts offering, which means that the Dealer Manager is not required to sell any specific number or dollar amount of shares of common stock in the offering but will use its best efforts to sell the shares of common stock. The Initial Public Offering is a continuous offering that will end within two years of November 1, 2011, unless it is extended in states that permit such an extension. In certain states, the Initial Public Offering must be renewed after one year of offering. On October 18, 2013, our board of directors approved the extension of our Initial Public Offering to November 1, 2014, provided that the Initial Public Offering will be terminated if all 50,000,000 shares are sold before such date (subject to our right to reallocate shares offered pursuant to our distribution reinvestment plan for sale in our Initial Public Offering).

**(4) Related Party Transactions**

The Company is a party to an advisory agreement dated July 27, 2011 with Plymouth REI which entitles Plymouth REI to specified fees upon the provision of certain services with regard to the Initial Public Offering and investment of funds in real estate and real estate related investments, among other services, as well as reimbursement for organization and offering costs incurred by Plymouth REI and its affiliates on behalf of the Company and certain costs incurred by Plymouth REI and its affiliates in providing services to the Company. The Company also entered into an agreement with the Sponsor, an affiliate of the Advisor, to earn an origination fee based on the equity funded to acquire investments.

<b>Type of Compensation</b>	<b>Form of Compensation</b>
Organization and Offering Costs	Reimbursement of organization and offering costs to the Advisor or its affiliates for cumulative organization and offering costs, but only to the extent that the total organizational and offering costs borne by the Company do not exceed 15.0% of gross offering proceeds as of the date of the reimbursement. Total organization and offering costs reimbursed to the Advisor for the nine months ended September 30, 2013 are \$380,244.
Acquisition and Advisory Fees	Reimbursement of acquisition costs and origination fees to the Advisor and its affiliates for expenses actually incurred (including personnel costs) related to selecting, evaluating and acquiring assets on the Company's behalf, regardless of whether the Company actually acquires the related assets.
Asset Management Fee	Monthly asset management fees paid to the Advisor equal to one-twelfth of 1.0% of the sum of the cost of each asset, where cost equals the amount actually paid. Total asset management fees incurred as of September 30, 2013 are \$13,125.



**Plymouth Opportunity REIT, Inc.**  
**Notes to Consolidated Financial Statements**

**(4) Related Party Transactions— (continued)**

Common Stock	Common Stock issuable upon occurrence of certain events will be paid to the Sponsor as an origination fee equal to 3% of the equity funded to acquire the investments. This fee will be payable semi-annually in shares of the Company's common stock, which shares will be valued at a price equal to the price then payable for shares redeemed under the Company's share redemption program, provided such price shall not be less than \$10.00 per share. The aggregate origination fee payable to the Sponsor will not exceed 3% of the net proceeds of the Company's primary offering of shares as of the time of such payment. Total shares issued through September 30, 2013 are 26,694 for a value of \$266,945.
Subscription Processing Fee	Monthly subscription processing fee to the Advisor equal to \$35 per subscription agreement received and processed by the Advisor. The Advisor at its sole discretion may defer all or any portion of the \$35 per subscription agreement fee payable.
Expense Reimbursement	Reimbursement to the Advisor for all expenses paid or incurred by the Advisor in connection with the services provided to the Company, subject to the limitation that the Company will not reimburse our Advisor for any amount by which our operating expenses (including the asset management fee) at the end of the four preceding fiscal quarters exceeds the greater of: (A) 2% of our average invested assets, or (B) 25% of our net income. During the nine months ended September 30, 2013, the Company reimbursed \$542,165 of various operating expenses.
Termination	Upon termination or nonrenewal of the advisory agreement, the Advisor shall be entitled to receive an amount, payable in the form of an interest bearing promissory note, equal to 15% of the amount by which (i) our adjusted market value plus distributions exceeds (ii) the aggregate capital contributed by investors plus an amount equal to an 8% cumulative, non-compounded return to investors.

Pursuant to the terms of the agreement with its Advisor, Plymouth REI has the right to defer (without interest) receipt of all of these fees and expenses, including an additional \$657,628 of organization and offering costs that have yet to be, but could be, billed to the Company.

As of September 30, 2013, the Company was reimbursed by the Dealer Manager for all outstanding costs reimbursable under the expense sharing agreement signed August 1, 2012.

For the three and nine months ended September 30, 2013, the Company has incurred \$355,050 and \$430,470, respectively, in commissions and dealer manager fees to the Dealer Manager related to the issuance of common stock. For the three and nine months ended September 30, 2012, the Company has incurred \$105,900 in commissions and dealer manager fees to the Dealer Manager related to the issuance of common stock.

As more fully described in Note 5, the Company and Colony Hills Capital, LLC are each members of Colony Hills Capital Residential II, LLC. Colony Hills Capital, LLC is also a shareholder of the Company.

**(5) Investments in Joint Ventures**

On August 17, 2012, the Company, through its operating partnership, Plymouth Opportunity OP LP, acquired a 51.5% equity interest in the Class A shares of Colony Hills Capital Residential II, LLC ("CHCR II") which is a joint venture with Colony Hills Capital, LLC. The Company has no controlling interest in CHCR II. CHCR II is the sole member of Wyntrope Holdings, LLC, which owns Wyntrope Forest Apartments, a 23 building, 270 unit multifamily complex located in Riverdale, a suburb of Atlanta, Georgia. The property was 93.3% occupied at the time of acquisition, with a majority of leases ranging from one year or longer. The purchase price for the equity interest was \$1,250,000. The total purchase price the joint venture paid for the property was \$13.9 million, which included \$10.6 million of secured debt.

On September 10, 2012, the Company, through its operating partnership, Plymouth Opportunity OP LP, acquired a 12% limited partnership interest in TCG Cincinnati DRE LP (the "Partnership"). The Partnership owns three Class B industrial buildings comprised of approximately 576,751 square feet located in the Greater Cincinnati area. All three buildings were 100% occupied at the time of the investment, consisting of four tenants with leases of two to

**Plymouth Opportunity REIT, Inc.**  
**Notes to Consolidated Financial Statements**

**(5) Investments in Joint Ventures – (continued)**

ten years. The purchase price for the equity interest acquired by the Company was \$500,000. The Company funded the purchase price of these investments with proceeds from its Initial Public Offering.

The Company performed an analysis to determine whether or not these entities represent variable interest entities ("VIE"s), and if the Company is the primary beneficiary ("PB") of the VIEs.

The Company concluded that CHCR II is a VIE. The Company has determined that it is not the PB of the VIE as the Company does not have the ability to make decisions over the activities that most significantly impact the performance of CHCR II. The Company accounts for the CHCR II investment as an equity method investment.

The Company has concluded that the Partnership is not a VIE. The Company does not have control over the Partnership and accounts for this investment as an equity method investment.

The Company accounts for these investments using equity method accounting, as the Company has significant influence over the entities, but does not have control over the entities. During the three and nine months ended September 30, 2013, the Company recorded \$27,636 and \$176,898 of losses, respectively, and \$29,755 and \$109,047 of distributions from these investments, respectively.

For the nine months ended September 30, 2013, CHCR II and the Partnership had combined revenues of \$3,469,316 and expenses of \$3,469,772, respectively.

**(6) Subsequent Events**

On October 1, 2013, Plymouth Opportunity REIT, Inc. (the "Company") through its operating partnership, Plymouth Opportunity OP LP, completed an investment in TCG 5400 FIB LP ("5400 FIB"), which owns a recently acquired a warehouse facility (the "Property") in Atlanta, Georgia containing 682,750 rentable square feet of space. The initial purchase price of the Property by 5400 FIB was \$21.9 million which included \$15.0 million of secured debt. At the time of the investment, the Property was 100% leased. The Company funded its investment in 5400 FIB with \$3.5 million of proceeds from its Initial Public Offering.

On November 7, 2013, the Board of Directors declared a stock dividend of 1.5% of each outstanding share of common stock, \$0.01 par value per share, to the stockholders of record at the close of business on December 31, 2013 to be issued on January 15, 2014.

## ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion should be read in conjunction with our Consolidated Financial Statements and the related notes that appear elsewhere in this document. For a more detailed description of the risks affecting our financial condition and results of operations see "Risk Factors" in Item 1A of the Company's Form 10-K for the year ended December 31, 2012, filed with the SEC on April 29, 2013.

### General

We were incorporated in Maryland in March 2011 and qualified as a real estate investment trust, or "REIT", for the taxable year ended December 31, 2012 by filing Form 1120-REIT with the Internal Revenue Service. On March 24, 2011, we filed a registration statement on Form S-11 with the SEC to offer a minimum of 250,000 shares of our common stock and a maximum 65,000,000 shares for sale to the public, of which 50,000,000 were registered in our primary offering and 15,000,000 were registered under our dividend reinvestment plan (the "Offering"). The SEC declared our registration statement effective on November 1, 2011, and we retained Plymouth Real Estate Capital, LLC, an affiliate of the Company, to act as the Dealer Manager of the Offering. The Dealer Manager is responsible for marketing our shares in our ongoing Offering. On July 26, 2012, we broke escrow in the Offering and through November 14, 2013 we had 1,064,991 shares of our common stock outstanding with gross offering proceeds of \$9,446 million, all of which were sold in our primary offering. On October 18, 2013, our board of directors approved the extension of our Offering to November 1, 2014, provided that the Offering will be terminated if all 50,000,000 shares are sold before such date (subject to our right to reallocate shares offered pursuant to our distribution reinvestment plan for sale in our primary offering).

We intend to use substantially all of the proceeds from our ongoing Offering to acquire and operate a diverse portfolio of commercial real estate assets that are expected to provide consistent current income and may also provide capital appreciation resulting from our expectation that in certain circumstances we will be able to acquire properties at a discount to replacement cost or otherwise less than the anticipated market value or to expend capital to reposition or redevelop a property so as to increase its value over the amount of cash we paid to acquire and rehabilitate the property. In particular, we plan to diversify our portfolio by property type, geographic region, investment size and investment risk with the goal of acquiring a portfolio of income producing real estate properties and real estate related assets that provide attractive returns for our stockholders. We intend to primarily acquire, or participate in joint ventures owning a wide variety of commercial properties including office, industrial, retail, hospitality, medical office, single-tenant, multifamily, student housing and other real properties, including raw land. These properties are initially expected to be existing, income-producing properties. Additionally, we may invest in newly constructed properties or properties under development or construction. In addition, given the then existing economic conditions and subject to applicable REIT requirements, our investment strategy may also include investments in real estate-related assets such as mortgage, mezzanine, bridge and other loans and debt and equity securities issued by other real estate companies. However, we intend to limit these types of investments so that neither the Company nor any of its subsidiaries will meet the definition of an "investment company" under the Investment Company Act of 1940. We expect to make our investments in real estate assets located in the United States. Our investment strategy is designed to provide our stockholders with a diversified portfolio of real estate assets.

Although this is our current target portfolio, we may make adjustments to our target portfolio based on real estate market conditions and investment opportunities. We will not forego what we believe to be a good investment because it does not precisely fit our expected portfolio composition. Thus, to the extent that our Advisor presents us with attractive investment opportunities that allow us to meet the REIT requirements under the Internal Revenue Code, our portfolio composition may vary from what we initially expect.

Plymouth Real Estate Investors, Inc. ("Plymouth REI") is our Advisor. As our Advisor, Plymouth REI manages our day-to-day operations and our portfolio of real estate properties and real estate-related assets. Plymouth REI makes recommendations on all investments to our board of directors. All proposed investments must be approved by at least a majority of our board of directors, including a majority of the members of the corporate governance committee, not otherwise interested in the transaction. Plymouth REI will also provide asset-management, marketing, investor relations and other administrative services on our behalf.

The Company has operated in a manner that will allow it to qualify as a REIT for federal income tax purposes. The Company filed its initial Form 1120-REIT as its tax return for the taxable year ended December 31, 2012. If we fail to qualify as a REIT in any taxable year going forward, we will be subject to federal income tax on our taxable income at regular corporate income tax rates and generally will not be permitted to qualify for treatment as a REIT for federal income tax purposes for four years following the year in which our qualification is denied. Such an event could materially and adversely affect our net income and cash available for distribution.

### **Liquidity and Capital Resources**

We derive the capital required to purchase and originate real estate-related investments and conduct our operations from the proceeds of our Offering, from secured or unsecured financings from banks and other lenders and from any undistributed funds from our operations.

Through September 30, 2013, Plymouth REI, our advisor, has incurred \$2,338,996 of costs on behalf of the Company. Pursuant to the terms of our advisory agreement with the Company, Plymouth REI has the right to defer (without interest) receipt of all of these fees. Of this amount, the Company has reimbursed \$1,987,409 to our advisor and will continue to reimburse as cash flow permits. Simultaneous with selling common shares, offering costs will be charged to stockholders' equity as a reduction of additional paid-in capital. Organizational costs will be expensed as they are reimbursed to our advisor.

We are offering and selling to the public up to 50 million shares of our common stock at \$10.00 per share (subject to certain volume discounts). We are also offering up to 15 million shares of our common stock to be issued pursuant to our distribution reinvestment plan pursuant to which our stockholders may elect to have distributions reinvested in additional shares of our common stock at \$9.50 per share.

As of September 30, 2013 we have made two equity investments through our operating partnership, Plymouth Opportunity OP LP ("OP"). The first was in Wyntrope Forest, a 270-unit, 23-building multifamily community in a suburb of Atlanta, Georgia. The second was in TCG Cincinnati DRE LP, a three-building industrial portfolio totaling approximately 576,751 square feet in the Greater Cincinnati area.

Our cash needs for these acquisitions were met with the proceeds of the Offering. Operating cash needs during the same period were also met with proceeds from the Offering.

Proceeds from the Offering will continue to be applied to investments in properties and the payment or reimbursement of selling commissions and other fees and expenses related to our Offering. We will experience a relative increase in liquidity as we receive additional subscriptions for shares and a relative decrease in liquidity as we spend net offering proceeds in connection with the acquisition and operation of our properties or the payment of distributions.

The number of properties and other assets that we will acquire will depend upon the number of shares sold and the resulting amount of the net proceeds available for investment in properties and other assets. Until required for the acquisition or operation of assets or use for distributions, we will keep the net proceeds of our Offering in short-term, low-risk, highly liquid, interest-bearing investments.

We intend to make reserve allocations as necessary to aid our objective of preserving capital for our investors by supporting the maintenance and viability of properties we acquire in the future. If reserves and any other available income become insufficient to cover our operating expenses and liabilities, it may be necessary to obtain additional funds by borrowing, refinancing properties or liquidating our investment in one or more properties. There is no assurance that such funds will be available, or if available, that the terms will be acceptable to us.

Our principal demands for cash will be for acquisition costs, including the purchase price of the assets we acquire, improvement costs, the payment of our operating and administrative expenses, continuing debt service obligations and distributions to our stockholders. Generally, we will fund our acquisitions from the net proceeds of our Offering. We intend to acquire our assets with cash and mortgage or other debt, but we also may acquire assets free and clear of permanent mortgage or other indebtedness by paying the entire purchase price for the asset in cash or in units issued by the OP.

As of November 14, 2013, we had gross offering proceeds of approximately \$9.446 million, which satisfied our minimum offering amounts in all states except Ohio, Pennsylvania and Tennessee. If we are unable to raise substantially more funds in the Offering than the minimum offering amount, we will make fewer investments resulting in less diversification in terms of the type, number and size of investments we make and the value of an investment in us will fluctuate with the performance of the specific assets we acquire. Further, we will have certain fixed operating expenses, including certain expenses as a publicly offered REIT, regardless of whether we are able to raise substantial funds in our Offering. Our inability to raise substantial funds would increase our fixed operating expenses as a percentage of gross income, reducing our net income and limiting our ability to make distributions. We do not expect to establish a permanent reserve from our offering proceeds for maintenance and repairs of real properties, as we expect the vast majority of leases for the properties we acquire will provide for tenant reimbursement of operating expenses. However, to the extent that we have insufficient funds for such purposes, we may establish reserves from gross offering proceeds, out of cash flow from operations or net cash proceeds from the sale of properties.

In addition to making investments in accordance with our investment objectives, we expect to use our capital resources to make certain payments to our Advisor and Dealer Manager. During our organization and offering stage, these payments will include payments to the Dealer Manager for selling commissions and payments to our Advisor for reimbursement of certain organization and offering expenses. However, our Advisor has agreed to reimburse us to the extent that selling commissions and other organization and offering expenses incurred by us exceed 15% of our gross offering proceeds. During our acquisition and development stage, we expect to make payments to our Advisor in connection with the selection and origination or purchase of real estate investments, the management of our assets and costs incurred by our Advisor in providing services to us. The advisory agreement has a one-year term but may be renewed for an unlimited number of successive one-year periods upon the mutual consent of our Advisor and our corporate governance committee.

The Company has operated in a manner that allows it to qualify as a REIT for federal income tax purposes. The Company filed its initial Form 1120-REIT as its tax return for the taxable year ended December 31, 2012. To maintain our qualification as a REIT, we are required to make aggregate annual distributions to our stockholders of at least 90% of our REIT taxable income (computed without regard to the dividends-paid deduction and excluding net capital gains). Our board of directors may authorize distributions in excess of those required for us to maintain REIT status depending on our financial condition and such other factors as our board of directors deems relevant. Provided we have sufficient available cash flow, we intend to authorize and declare distributions based on daily record dates and pay distributions on a quarterly basis. We have not established a minimum distribution level.

### **Results of Operations**

For the three and nine months ended September 30, 2013, we have a net loss of \$758,136 and \$2,271,546, respectively, due primarily to legal, professional, filing and printing costs incurred in connection with the commencement of our operations. During the three and nine months ended September 30, 2012, we had a net loss and net income of \$947,215 and \$947,034, respectively.

We acquired our initial investments, Wynthrope Forest and TCG Cincinnati DRE LP, with proceeds from the Offering. For the nine months ended September 30, 2013, we have received \$109,047 of distributions relating to these investments and have recognized \$176,898 of losses from these investments, mainly attributable to Wynthrope Forest. The Wynthrope Forest loss for the nine months ended September 30, 2013 is primarily due to a depreciation methodology change that increased the depreciation of non-building assets and expenses were slightly higher due to the timing of cost recognition resulting from the property management transition.

Cash flow from real estate will increase due to expected increases in the rate of raising funds and as the result of anticipated future acquisitions of additional real estate and real estate-related assets.

Salary reimbursement expenses for the three and nine months ended September 30, 2013 totaled \$61,748 and \$593,127, respectively, and for the three and nine months ended September 30, 2012, salary reimbursement expenses were \$245,402. These expenses consisted primarily of the allocation of salary earned by employees of the Company's affiliates for work performed on behalf of the Company.

## **Stock Dividends**

We have declared a stock dividend of 15,833 shares of our common stock, \$0.01 par value per share, or 1.5% of each outstanding share of common stock, to the stockholders of record at the close of business on September 30, 2013. These shares were distributed on October 15, 2013.

## **Critical Accounting Policies**

Refer to the Company's 2012 Annual Report on Form 10-K for a complete discussion regarding our critical accounting policies.

## **Earnings per Share**

Basic earnings per share are calculated on the basis of weighted-average number of common shares outstanding during the period. Basic earnings per share are computed by dividing income available to common shareholders by the weighted-average common shares outstanding during the period.

## ***Recently Issued Accounting Standards***

None.

## **ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

We may be exposed to the effects of interest rate changes as a result of borrowings used to maintain liquidity and to fund the acquisition, expansion and refinancing of our real estate investment portfolio and operations. We may also be exposed to the effects of changes in interest rates as a result of the acquisition and origination of mortgage, mezzanine, bridge and other loans. Our profitability and the value of our investment portfolio may be adversely affected during any period as a result of interest rate changes. Our interest rate risk management objectives are to limit the impact of interest rate changes on earnings, prepayment penalties and cash flows and to lower overall borrowing costs. We may manage interest rate risk by maintaining a ratio of fixed rate, long-term debt such that floating rate exposure is kept at an acceptable level. In addition, we may utilize a variety of financial instruments, including interest rate caps, floors, and swap agreements, in order to limit the effects of changes in interest rates on our operations. When we use these types of derivatives to hedge the risk of interest-earning assets or interest-bearing liabilities, we may be subject to certain risks, including the risk that losses on a hedge position will reduce the funds available for payments to holders of our common stock and that the losses may exceed the amount we invested in the instruments.

## **ITEM 4. CONTROLS AND PROCEDURES**

### **Disclosure Controls and Procedures**

As of the end of the period covered by this report, management, including our chief executive officer ("CEO") and chief accounting officer ("CAO"), evaluated the effectiveness of our disclosure controls and procedures. The term "disclosure controls and procedures" as defined in Rules 13A-15(e) and 15d-15(e) under the Securities and Exchange Act, means controls and other procedures of a company that are designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Securities Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the SEC's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Securities and Exchange Act is accumulated and communicated to the Company's management including its CEO and CAO, as appropriate to allow timely decisions regarding required disclosure. Management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving their objectives, and management necessarily applies its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

A significant deficiency is a deficiency or a combination of deficiencies, in internal control over financial reporting that is less severe than a material weakness; yet important enough to merit attention by those responsible for oversight of the Company's financial reporting.

Based upon the evaluation of our disclosure controls and procedures as of December 31, 2012, and because of a material weakness in our internal control over financial reporting disclosed in the Company's 2012 Annual Report on Form 10-K, our CEO and CAO concluded that, as of such date, our disclosure controls and procedures were not effective.

#### **Internal Control over Financial Reporting**

As noted in the 2012 Annual Report on Form 10-K filed by the Company we have engaged a financial accounting specialist. This firm is assisting with the financial reporting process and provides the expertise necessary to present all information accurately and in a timely manner and provide consulting services on an as-needed basis.

Management, in coordination with the input, oversight and support of our audit committee, has identified the above-mentioned measures to strengthen our internal control over financial reporting and to address the material weakness described above. We expect these remedial actions to be effectively implemented during the year ended December 31, 2013.

## **PART II OTHER INFORMATION**

### **Item 1. Legal Proceedings**

As of the end of the period covered by this Quarterly Report on Form 10-Q, we are not a party to any material pending legal proceedings.

### **Items 1A. Risk Factors**

Not Applicable

### **Item 2. Unregistered Sales of Equity Securities and Use of Proceeds**

None

### **Item 3. Defaults Upon Senior Securities**

None

### **Item 4. Reserved**

### **Item 5. Other Information**

None

**Item 6. Exhibits**

<u>Exhibit No.</u>	<u>Description</u>
31.1	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1	Certification of Chief Executive Officer pursuant to 18 U.S.C. 1350, as created by Section 906 of the Sarbanes-Oxley Act of 2002
32.2	Certification of Chief Financial Officer pursuant to 18 U.S.C. 1350, as created by Section 906 of the Sarbanes-Oxley Act of 2002
101.INS	XBRL Instance
101.XSD	XBRL Schema
101.CAL	XBRL Calculation
101.DEF	XBRL Definition
101.LAB	XBRL Label
101.PRE	XBRL Presentation



**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on our behalf by the undersigned, hereunto duly authorized.

PLYMOUTH OPPORTUNITY REIT, INC.

By: /s/ Jeffrey E. Witherell  
Jeffrey E. Witherell,  
Chief Executive Officer and Chairman of the Board of Directors

By: /s/ Donna Brownell  
Donna Brownell,  
Executive Vice President, Chief Accounting Officer and Treasurer

Dated: November 14, 2013

**Certification of Chief Executive Officer pursuant to  
Section 302 of the Sarbanes-Oxley Act of 2002**

I, Jeffrey E. Witherell, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Plymouth Opportunity REIT, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurances regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 14, 2013

/s/ JEFFREY E. WITHERELL  
Jeffrey E. Witherell  
*Chairman of the Board,*  
*Chief Executive Officer and Director*

**Certification of Chief Accounting Officer pursuant to  
Section 302 of the Sarbanes-Oxley Act of 2002**

I, Donna Brownell, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Plymouth Opportunity REIT, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurances regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 14, 2013

/s/ DONNA BROWNELL  
Donna Brownell  
*Executive Vice President,  
Chief Operating Officer,  
Chief Accounting Officer and Treasurer*

**Certification pursuant to 18 U.S.C. Section 1350,  
as Adopted pursuant to Section 906 of the  
Sarbanes-Oxley Act of 2002**

In connection with the Quarterly Report on Form 10-Q of Plymouth Opportunity REIT, Inc. (the "Registrant") for the quarter ended September 30, 2013, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the undersigned, Jeffrey E. Witherell, Chairman of the Board, Chief Executive Officer and Director of the Registrant, hereby certifies, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that, to the best of his knowledge and belief:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Registrant.

Date: November 14, 2013

/s/ JEFFREY E. WITHERELL  
Jeffrey E. Witherell  
*Chairman of the Board,  
Chief Executive Officer and Director*

**Certification pursuant to 18 U.S.C. Section 1350,  
as Adopted pursuant to Section 906 of the  
Sarbanes-Oxley Act of 2002**

In connection with the Quarterly Report on Form 10-Q of Plymouth Opportunity REIT, Inc. (the "Registrant") for the quarter ended September 30, 2013, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the undersigned, Donna Brownell, the Executive Vice President, Chief Operating Officer, Chief Accounting Officer and Treasurer of the Registrant, hereby certifies, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that, to the best of his knowledge and belief:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Registrant.

Date: November 14, 2013

/s/ DONNA BROWNELL  
Donna Brownell  
*Executive Vice President,  
Chief Operating Officer,  
Chief Accounting Officer and Treasurer*