Form **8937**
(December 2011)
Department of the Treasury
Internal Revenue Service

Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

OMB No. 1545-2224

Part I Reporting Issuer

1 Issuer's name	2 Issuer's employer identification number (EIN)
RESOURCE REAL ESTATE OPPORTUNITY REIT, INC.	27-0331816

3 Name of contact for additional information	4 Telephone No. of contact	5 Email address of contact
INVESTOR RELATIONS	866-469-0129	IR@RESOURCEREIT.COM

6 Number and street (or P.O. box if mail is not delivered to street address) of contact	7 City, town, or post office, state, and Zip code of contact
ONE CRESCENT DRIVE, SUITE 203	PHILADELPHIA, PA 19112

8 Date of action	9 Classification and description
10/15/2012	COMMON STOCK

10 CUSIP number	11 Serial number(s)	12 Ticker symbol	13 Account number(s)
N/A	N/A	N/A	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 ▶ STOCK DISTRIBUTION OF 0.015 SHARES OF COMMON STOCK, OR 1.5% OF EACH OUTSTANDING SHARE OF COMMON STOCK, TO THE SHAREHOLDERS OF RECORD AT CLOSE OF BUSINESS ON SEPTEMBER 28, 2012 WAS PAID ON OCTOBER 15, 2012.

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 TOTAL ADJUSTED TAX BASIS OF COMMON STOCK HELD BY A TAXPAYER SHOULD BE ALLOCATED BETWEEN COMMON STOCK OWNED PRIOR TO THE STOCK DISTRIBUTION "OLD STOCK" AND THE COMMON STOCK ACQUIRED FROM THE DISTRIBUTION "NEW STOCK."

THE PER SHARE ADJUSTED TAX BASIS OF "OLD STOCK" SHOULD DECREASE BY 1.5% AND THE PER SHARE ADJUSTED TAX BASIS OF "NEW STOCK" SHOULD INCREASE BY 1.5%.

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 ADJUSTED TAX BASIS OF EACH SHARE OF "OLD" AND "NEW" COMMON STOCK SHOULD BE COMPUTED BY DIVIDING THE ADJUSTED TAX BASIS OF THE OLD COMMON STOCK BY THE TOTAL NUMBER OF SHARES, OLD AND NEW.

Part II Organizational Action (continued)

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

SECTIONS 305(a) AND 307(a)

18 Can any resulting loss be recognized? ▶ N/A

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

THE ORGANIZATIONAL ACTION IS REPORTABLE FOR TAX YEAR 2012.

Sign Here

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 ▶ _____ Date ▶ 10/15/2012

Print your name ▶ STEVEN SALTZMAN Title ▶ CHIEF FINANCIAL OFFICER

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN

Firm's name ▶ | Firm's EIN ▶

Firm's address ▶ | Phone no.

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