

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

▶ See separate instructions.

Part I Reporting Issuer

1 Issuer's name Gyrodyne Company of America, Inc.		2 Issuer's employer identification number (EIN) 11-1688021	
3 Name of contact for additional information Gary Fitlin	4 Telephone No. of contact (631)584-5400	5 Email address of contact qfitlin@gyrodyne.com	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact One Flowerfield, Suite 24		7 City, town, or post office, state, and Zip code of contact St. James, NY 11780	
8 Date of action Dec. 30, 2013		9 Classification and description Real Estate Investment Trust	
10 CUSIP number 403820103	11 Serial number(s) n/a	12 Ticker symbol GYRO	13 Account number(s) 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 ▶ On December 30, 2013, the Issuer made pro-rata liquidating distributions to its common shareholders of cash and interests in Gyrodyne Special Distribution, LLC ("GSD") pursuant to a plan of liquidation.

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 Issuer adopted a plan of liquidation on September 12, 2013. All distributions paid after the date of adoption of the plan of liquidation are return of capital distributions to the extent of a U.S. shareholder's adjusted basis in the Issuer's shares. The December 30, 2013 liquidating distributions consisted of cash of \$45.86/share and interests in GSD of \$20.70/share.

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 ▶ As the December 30, 2013 liquidating distributions were pursuant to a plan of liquidation, the cash and non-cash portions received by a U.S. shareholder reduce the shareholder's basis in its shares of the Issuer. The December 30, 2013 liquidating distributions consisted of cash of \$45.86/share and interests in GSD of \$20.70/share. The value of the GSD interests was determined as of December 30, 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 ▶ Sections 331, 334, and 1001.

Blank lines for listing applicable Internal Revenue Code sections.

18 Can any resulting loss be recognized? ▶ No. Any losses resulting from the Issuer's liquidation will be recognized only after the Issuer has made its final liquidating distribution.

Blank lines for providing details regarding loss recognition.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ Not applicable.

Blank lines for providing other necessary information.

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 ▶ Original executed copy available at Company's Headquarters.
Date ▶ 12/30/13
Print your name ▶ Gary Fitlin
Title ▶ CFO and Treasurer

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶	Firm's EIN ▶			
	Firm's address ▶	Phone no.			