

Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

Part I Reporting Issuer

1 Issuer's name		2 Issuer's employer identification number (EIN)	
PIA Farmland, Inc.		46-2035698	
3 Name of contact for additional information	4 Telephone No. of contact	5 Email address of contact	
John T. Hillman	310-255-4438	jhillman@pacificincome.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	
1299 Ocean Avenue, 2nd Floor		Santa Monica, CA 90401	
8 Date of action		9 Classification and description	
See attached		Nondividend Distribution	
10 CUSIP number	11 Serial number(s)	12 Ticker symbol	13 Account number(s)
See attached		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 ▶ During the year ended December 31, 2016, PIA Farmland, Inc. made distributions to holders of its common shares that are classified as nondividend distributions. Under IRC SEC. (c) (2), the amount of distribution should be applied against and reduce the adjusted basis of the stock on the date the distribution is received. Under IRC SEC. (c) (3) (A), to the extent the nondividend distributions exceed the basis in the stock, the excess should be treated as gain from sale or exchange of stock.

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 ▶ See attached.

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 amount reported in Item 15 represents the portion of the distribution paid on the indicated date that is in excess of the earnings and profits allocated to the distribution made on such date.

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 Sections 301 (c) (2), 301 (c) (3) (A) and 312.

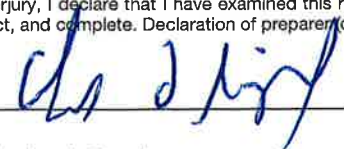
Blank lines for listing applicable Internal Revenue Code sections.

18 Can any resulting loss be recognized? ▶ No resulting loss may be recognized.

Blank lines for providing information regarding resulting loss recognition.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ The reportable tax year is 2016.

Blank lines for providing other information necessary to implement the adjustment.

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 ▶	<u>1/30/17</u>	
Paid Preparer Use Only	Print your name ▶	<u>Charles J. Siegel</u>		Title ▶	<u>Chief Financial Officer</u>
	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.

PIA FARMLAND, INC.
EIN: 46-2035698
ATTACHMENT TO FORM 8937

PART I, ITEM 8:

<u>SECURITY DESCRIPTION</u>	<u>DATE OF ACTION</u>
Common Stock	10/31/16

PART I, ITEMS 10 AND 12:

<u>SECURITY DESCRIPTION</u>	<u>CUSIP NUMBER</u>	<u>TICKER SYMBOL</u>
Common Stock	69339J 105	N/A

PART II, ITEM 15:

<u>SECURITY DESCRIPTION</u>	<u>DATE</u>	<u>REDUCTION IN BASIS PER SHARE</u>
Common Stock	10/31/16	\$0.60