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

**FORM 8-K**

CURRENT REPORT  
Pursuant to Section 13 or 15(d) of  
the Securities Exchange Act of 1934

Date of report (Date of earliest event reported):  
October 31, 2013

**RETAIL OPPORTUNITY INVESTMENTS CORP.**  
(Exact Name of Registrant as Specified in Its Charter)

**Maryland**  
(State or other jurisdiction  
of incorporation)

**001-33749**  
(Commission File Number)

**26-0500600**  
(I.R.S. Employer  
Identification No.)

**RETAIL OPPORTUNITY INVESTMENTS PARTNERSHIP, LP**  
(Exact Name of Registrant as Specified in Its Charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

(Commission File Number)

**27-1532741**  
(I.R.S. Employer  
Identification No.)

**8905 Towne Centre Drive, Suite 108**  
**San Diego, California**

**92122**  
(Zip Code)

Registrant's telephone number, including area code: **(858) 677-0900**

**Not applicable**  
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing of obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 2.02 Results of Operations and Financial Condition.**

On October 31, 2013, Retail Opportunity Investments Corp. (the "Company") issued an earnings release announcing its financial results for the quarter ended September 30, 2013. A copy of the earnings release is attached as Exhibit 99.1 hereto and incorporated herein by reference. On October 31, 2013, in connection with this earnings release, the Company posted certain supplemental information regarding the Company's operations for the quarter ended September 30, 2013 on its website, www.roireit.net. A copy of the supplemental information is attached as Exhibit 99.2 hereto and incorporated herein by reference.

The information in this Current Report, including the exhibits hereto, is being furnished and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section. The information in this Current Report shall not be incorporated by reference into any registration statement or other document pursuant to the Securities Act of 1933, as amended, unless it is specifically incorporated by reference therein.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

<b><u>Exhibit No.</u></b>	<b><u>Description</u></b>
99.1	Earnings Release, dated October 31, 2013
99.2	Supplemental Information for the quarter ended September 30, 2013

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**SIGNATURES**

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

RETAIL OPPORTUNITY INVESTMENTS CORP.

Dated: October 31, 2013

By: /s/ Michael B. Haines  
Michael B. Haines  
Chief Financial Officer

RETAIL OPPORTUNITY INVESTMENTS PARTNERSHIP, LP

By: RETAIL OPPORTUNITY INVESTMENTS GP, LLC, its general partner

By: /s/ Michael B. Haines  
Michael B. Haines  
Chief Financial Officer

Dated: October 31, 2013

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## Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
99.1	Earnings Release, dated October 31, 2013
99.2	Supplemental Information for the quarter ended September 30, 2013

## Retail Opportunity Investments Corp. Reports Strong Third Quarter 2013 Results

SAN DIEGO, Oct. 31, 2013 (GLOBE NEWSWIRE) -- Retail Opportunity Investments Corp. (Nasdaq:ROIC) announced today financial and operating results for the three months ended September 30, 2013.

### HIGHLIGHTS

- *Net income of \$25.3 million, or \$0.34 per diluted share for 3Q'13*
- *Funds From Operation (FFO) of \$35.4 million, or \$0.48 per diluted share<sup>(1)</sup> for 3Q'13*
- *\$153.7 million of shopping center acquisitions completed in 3Q'13 (\$368.0 million YTD)*
- *5.6% increase in same-center cash net operating income (3Q'13 vs. 3Q'12)*
- *95.3% portfolio occupancy at September 30, 2013*
- *33.0% debt-to-total market capitalization ratio at September 30, 2013*
- *4.5 times interest coverage ratio for 3Q'13*
- *Extends, expands & lowers borrowing costs of unsecured debt facilities*
- *87.3% of the company's total outstanding warrants retired to date*
- *Quarterly cash dividend of \$0.15 per share of common stock declared*

<sup>(1)</sup> A reconciliation of GAAP net income to FFO is provided at the end of this press release.

Stuart A. Tanz, President and Chief Executive Officer of Retail Opportunity Investments Corp. stated, "2013 is shaping up to be one of the strongest years on record for the company, as we continue to advance our business across all fronts. Thus far in 2013, we have acquired \$368 million of grocery-anchored shopping centers, enhancing our presence in each of our core West Coast markets. We are also capitalizing on the strong demand for space across our portfolio. During the third quarter we increased our overall portfolio occupancy to a high of 95.3% and achieved a solid, 5.6% increase in same-center cash NOI. Additionally, in light of being awarded investment grade ratings earlier this year, we recently expanded, extended and lowered the borrowing costs on our unsecured debt facilities." Tanz added, "Looking ahead, we are excited about finishing the year strong and look forward to continuing to take our business to new heights in 2014."

### FINANCIAL SUMMARY

For the three months ended September 30, 2013, net income attributable to common stockholders was \$25.3 million, or \$0.34 per diluted share. FFO for the third quarter of 2013 was \$35.4 million, or \$0.48 per diluted share. Included in net income and FFO is a one-time, non-cash GAAP gain-on-consolidation of \$20.4 million recorded in the third quarter as a result of ROIC's acquisition of the remaining 51% joint venture interest in Crossroads Shopping Center. Prior to the third quarter, ROIC held a 49% unconsolidated joint venture interest in Crossroads. For the nine months ended September 30, 2013, net income was \$30.0 million, or \$0.44 per diluted share. FFO for the first nine months of 2013 was \$59.6 million, or \$0.87 per diluted share. ROIC reports FFO as a supplemental performance measure. A reconciliation of GAAP net income to FFO is provided at the end of this press release.

At September 30, 2013, ROIC had a total market capitalization of \$1.52 billion with \$501.7 million of debt outstanding, equating to a 33.0% debt-to-total market capitalization ratio. ROIC's debt outstanding was comprised of \$126.9 million of mortgage debt and \$374.8 million of unsecured debt, including \$174.8 million outstanding on its unsecured credit facility. For the three months ended September 30, 2013, ROIC's interest coverage ratio was 4.5 times.

In September 2013, ROIC amended its unsecured revolving credit facility, modifying certain key terms, including: (1) increasing the borrowing capacity from \$200 million to \$350 million; (2) increasing the accordion feature, allowing the company to expand the borrowing capacity of the facility by another \$350 million, subject to commitments and other conditions; (3) extending the maturity date to September 2017; and (4) lowering the interest rate spread to 110 basis points over LIBOR.

### INVESTMENT SUMMARY

During the third quarter 2013, ROIC acquired three grocery-anchored shopping centers in separate transactions, totaling \$153.7 million. Subsequent to the third quarter, ROIC acquired one grocery-anchored shopping center for \$32.5 million. Year-to-date, ROIC has acquired 10 grocery-anchored shopping centers in separate transactions, totaling \$368.0 million.

#### Robinwood Shopping Center

In August 2013, ROIC acquired Robinwood Shopping Center for \$14.2 million. The shopping center is approximately 71,000 square feet and is anchored by a new WalMart Neighborhood Market. The property is located in West Linn, Oregon, within the Portland metropolitan area and is currently 95.6% leased.

#### Crossroads Shopping Center

In September 2013, ROIC acquired the remaining 51% interest in Crossroads Shopping Center for \$87.1 million. ROIC had previously acquired a 49% interest in the property in December 2010. The shopping center is approximately 464,000 square feet and is anchored by Kroger (QFC) Supermarket, Sports Authority and Bed, Bath & Beyond. Crossroads is located in Bellevue, Washington, within the Seattle metropolitan area and is currently 99.5% leased. ROIC funded its acquisition of the remaining 51% interest through the assumption of an existing \$49.6 million mortgage and the issuance of \$37.5 million in ROIC common equity to the prior 51% owner in Crossroads, in the form of approximately 2.6 million operating partnership units, based on a value of \$14.25 per unit.

## Five Points Plaza

In September 2013, ROIC acquired Five Points Plaza for \$52.4 million. The shopping center is approximately 161,000 square feet and is anchored by Trader Joe's. The property is located in Huntington Beach, California, in the heart of Orange County and is currently 100% leased. ROIC funded the acquisition in part with the issuance of \$8.8 million in ROIC common equity in the form of approximately 0.7 million operating partnership units, based on a value of \$13.57 per unit.

## Peninsula Marketplace

In October 2013, ROIC acquired Peninsula Marketplace for \$32.5 million. The shopping center is approximately 95,000 square feet and is anchored by Kroger (Ralphs) Supermarket and CVS Pharmacy. The property is located in Huntington Beach, California, in the heart of Orange County and is currently 100% leased.

## CASH DIVIDEND

On September 30, 2013, ROIC distributed a \$0.15 per share cash dividend. On October 30, 2013, ROIC's board of directors declared a cash dividend on its common stock of \$0.15 per share, payable on December 30, 2013 to stockholders of record on December 16, 2013.

## WARRANT UPDATE

To date, 87.3% of ROIC's total outstanding warrants have been retired, including: 18.6 million warrants exercised, including 0.2 million exercised during the third quarter 2013, providing ROIC with \$222.8 million of proceeds; 16.6 million warrants repurchased by ROIC, including 0.7 million repurchased during the third quarter, for an aggregate purchase price of \$32.8 million; and all 8.0 million founders' warrants exercised on a cashless basis in February 2013. ROIC currently has 6.3 million warrants outstanding, scheduled to expire in October 2014.

## 2013 FFO GUIDANCE

Based on ROIC's actual results for the first nine months of 2013, and taking into account the warrants retired to date, ROIC currently estimates FFO for the full year 2013 will be within the range of \$1.03 to \$1.05 per diluted share and net income will be within the range of \$0.47 to \$0.49 per diluted share. ROIC's guidance does not incorporate any assumption regarding its remaining outstanding warrants. ROIC's management will discuss the company's guidance on its October 31, 2013 conference call.

## CONFERENCE CALL

ROIC will conduct a conference call and audio webcast to discuss its quarterly results on October 31, 2013 at 12:00 p.m. Eastern Time. Those interested in participating in the conference call should dial (877) 312-8783 (domestic), or (408) 940-3874 (international) at least ten minutes prior to the scheduled start of the call. When prompted, provide the Conference ID: 44426623. A live webcast will also be available in listen-only mode at: [www.roireit.net](http://www.roireit.net). The conference call will be recorded and available for replay beginning at 4:00 p.m. Eastern Time on October 31, 2013 and will be available until 11:59 p.m. Eastern Time on November 7, 2013. To access the conference call recording, dial (855) 859-2056 (domestic), (404) 537-3406 (international) and use the Conference ID: 44426623. The conference call will also be archived at: [www.roireit.net](http://www.roireit.net) for approximately 90 days.

## ABOUT RETAIL OPPORTUNITY INVESTMENTS CORP.

Retail Opportunity Investments Corp. (Nasdaq:ROIC) is a fully integrated, self-managed real estate investment trust. ROIC specializes in the acquisition, ownership and management of necessity-based community and neighborhood shopping centers, anchored by national or regional supermarkets and drugstores. As of September 30, 2013, ROIC owned 51 shopping centers encompassing approximately 5.5 million square feet. Additional information is available at: [www.roireit.net](http://www.roireit.net).

*When used herein, the words "believes," "anticipates," "projects," "should," "estimates," "expects," and similar expressions are intended to identify forward-looking statements with the meaning of that term in Section 27A of the Securities Act of 1933, as amended, and in Section 21F of the Securities and Exchange Act of 1934, as amended. Certain statements contained herein may constitute "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Such forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results of ROIC to differ materially from future results expressed or implied by such forward-looking statements. Information regarding such risks and factors is described in ROIC's filings with the SEC, including its most recent Annual Report on Form 10-K, which is available at: [www.roireit.net](http://www.roireit.net).*

## RETAIL OPPORTUNITY INVESTMENTS CORP.

### Consolidated Balance Sheet

	September 30, 2013 (unaudited)	December 31, 2012
<b>ASSETS</b>		
Real Estate Investments:		
Land	\$ 374,112,312	\$ 283,445,257
Building and improvements	886,635,954	588,248,338
	1,260,748,266	871,693,595
Less: accumulated depreciation	49,725,821	32,364,772
	1,211,022,445	839,328,823
Mortgage note receivable	—	10,000,000

Investment in and advances to unconsolidated joint venture	—	15,295,223
Real Estate Investments, net	1,211,022,445	864,624,046
Cash and cash equivalents	9,834,336	4,692,230
Restricted cash	1,977,552	1,700,692
Tenant and other receivables	16,665,091	12,455,190
Deposits	1,000,000	2,000,000
Acquired lease intangible assets, net of accumulated amortization	44,206,512	41,230,616
Prepaid expenses	523,510	1,245,778
Deferred charges, net of accumulated amortization	24,963,685	21,623,474
Other	2,417,373	1,339,501
<b>Total assets</b>	<b>\$ 1,312,610,504</b>	<b>\$ 950,911,527</b>

#### LIABILITIES AND EQUITY

##### Liabilities:

Term loan	\$ 200,000,000	\$ 200,000,000
Credit facility	174,750,000	119,000,000
Mortgage notes payable	126,910,642	72,689,842
Acquired lease intangible liabilities, net of accumulated amortization	58,436,655	57,371,803
Accounts payable and accrued expenses	13,273,033	6,468,580
Tenants' security deposits	3,242,511	2,336,680
Other liabilities	16,580,673	26,502,551
<b>Total liabilities</b>	<b>593,193,514</b>	<b>484,369,456</b>

Commitments and contingencies

##### Equity:

Preferred stock, \$.0001 par value 50,000,000 shares authorized; none issued and outstanding	—	—
Common stock, \$.0001 par value 500,000,000 shares authorized; and 72,062,585 and 52,596,754 shares issued and outstanding at September 30, 2013 and December 31, 2012	7,200	5,260
Additional paid-in-capital	738,388,691	523,540,268
Dividends in excess of earnings	(40,496,143)	(38,851,234)
Accumulated other comprehensive loss	(9,953,654)	(18,154,612)
Total Retail Opportunity Investments Corp. stockholders' equity	687,946,094	466,539,682
Non-controlling interests	31,470,896	2,389
<b>Total equity</b>	<b>719,416,990</b>	<b>466,542,071</b>
<b>Total liabilities and equity</b>	<b>\$ 1,312,610,504</b>	<b>\$ 950,911,527</b>

#### RETAIL OPPORTUNITY INVESTMENTS CORP.

##### Consolidated Statement of Operations

(unaudited)

	For the Three Months Ended		For the Nine Months Ended	
	September 30, 2013	September 30, 2012	September 30, 2013	September 30, 2012
<b>Revenues</b>				
Base rents	\$ 20,686,688	\$ 15,196,646	\$ 60,197,590	\$ 42,734,688
Recoveries from tenants	5,330,339	3,343,541	15,549,716	9,427,763
Mortgage interest	204,961	189,995	617,217	901,645
Other income	925,454	159,092	1,229,575	591,234
<b>Total revenues</b>	<b>27,147,442</b>	<b>18,889,274</b>	<b>77,594,098</b>	<b>53,655,330</b>
<b>Operating expenses</b>				
Property operating	4,963,809	3,072,670	13,204,316	9,324,140
Property taxes	2,795,468	1,781,639	7,893,452	5,115,361
Depreciation and amortization	9,755,321	7,070,557	27,813,157	20,737,917
General and administrative expenses	2,526,312	3,699,852	8,175,994	8,716,378
Acquisition transaction costs	641,224	194,191	1,569,592	947,404
<b>Total operating expenses</b>	<b>20,682,134</b>	<b>15,818,909</b>	<b>58,656,511</b>	<b>44,841,200</b>
<b>Operating income</b>	<b>6,465,308</b>	<b>3,070,365</b>	<b>18,937,587</b>	<b>8,814,130</b>
Non-operating income (expenses)				
Interest expense and other finance expenses	(3,703,556)	(3,094,023)	(10,974,103)	(8,144,879)
Gain on consolidation of joint venture	20,381,849	2,144,696	20,381,849	2,144,696

Gain on bargain purchase	—	—	—	3,864,145
Equity in earnings from unconsolidated joint ventures	2,118,501	497,311	2,389,937	1,481,132
Interest income	189	419	1,448	11,280
Income from continuing operations	25,262,291	2,618,768	30,736,718	8,170,504
Loss from discontinued operations	—	—	(713,529)	—
<b>Net Income Attributable to Retail Opportunity Investments Corp.</b>	<b>\$ 25,262,291</b>	<b>\$ 2,618,768</b>	<b>\$ 30,023,189</b>	<b>\$ 8,170,504</b>
Net income per share - basic:				
Income from continuing operations	\$ 0.35	\$ 0.05	\$ 0.47	\$ 0.16
Loss from discontinued operations	—	—	(0.01)	—
<b>Net income per share</b>	<b>\$ 0.35</b>	<b>\$ 0.05</b>	<b>\$ 0.46</b>	<b>\$ 0.16</b>
Net income per share - diluted:				
Income from continuing operations	\$ 0.34	\$ 0.05	\$ 0.45	\$ 0.16
Loss from discontinued operations	—	—	(0.01)	—
<b>Net income per share</b>	<b>\$ 0.34</b>	<b>\$ 0.05</b>	<b>\$ 0.44</b>	<b>\$ 0.16</b>
<b>Dividends per common share</b>	<b>\$ 0.15</b>	<b>\$ 0.14</b>	<b>\$ 0.45</b>	<b>\$ 0.39</b>

#### CALCULATION OF FUNDS FROM OPERATIONS

(unaudited)

	For the Three Months Ended		For the Nine Months Ended	
	September 30, 2013	September 30, 2012	September 30, 2013	September 30, 2012
Net income for period	\$ 25,262,291	\$ 2,618,768	\$ 30,023,189	\$ 8,170,504
Plus: Real property depreciation	5,099,480	3,358,925	14,016,786	9,637,979
Amortization of tenant improvements and allowances	1,280,784	964,039	3,668,635	2,824,173
Amortization of deferred leasing costs	3,375,057	2,747,593	10,127,736	8,275,765
Depreciation and amortization attributable to unconsolidated joint ventures	354,431	513,285	1,059,761	1,725,522
Loss from discontinued operations	—	—	713,529	—
Funds from operations	<u>\$ 35,372,043</u>	<u>\$ 10,202,610</u>	<u>\$ 59,609,636</u>	<u>\$ 30,633,943</u>

CONTACT: Ashley Bulot, Investor Relations  
858-255-4913  
abulot@roireit.net





# 3rd Quarter 2013 Supplemental Information



**Retail Opportunity Investments Corp.**  
8905 Towne Centre Drive, Suite 108  
San Diego, CA 92122

[www.roireit.net](http://www.roireit.net)

## Our Company

Retail Opportunity Investments Corporation (Nasdaq:ROIC) is a fully integrated, self-managed real estate investment trust. ROIC specializes in the acquisition, ownership and management of necessity-based community and neighborhood shopping centers, anchored by national or regional supermarkets and drugstores. At September 30, 2013, ROIC's property portfolio included 51 shopping centers encompassing approximately 5.5 million square feet. Additional information is available at [www.roireit.net](http://www.roireit.net).

## Forward Looking Information

Certain information contained herein may constitute "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Such forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Such factors include, among others, risks associated with the Company's ability to identify and acquire retail real estate investments that meet the Company's investment standards; the level of rental revenue and net interest income the Company achieves from its target assets; the market value of the Company's assets and the supply of, and demand for, retail real estate investments in which the Company invests; the conditions in the local markets in which the Company operates, as well as changes in national economic and market conditions; consumer spending and confidence trends; the Company's ability to enter into new leases or to renew leases with existing tenants at the properties at favorable rates; the Company's ability to anticipate changes in consumer buying practices and the space needs of tenants; the competitive landscape impacting the properties the Company acquires and their tenants; the Company's relationships with its tenants and their financial condition; the Company's use of debt as part of its financing strategy and its ability to make payments or to comply with any covenants under any borrowings or other debt facilities; the level of the Company's operating expenses, changes in interest rates that could impact the market price of the Company's common stock and the cost of the Company's borrowings; and legislative and regulatory changes (including changes to laws governing the taxation of REITs). Additional information regarding these and other factors is described in the Company's filings with the Securities and Exchange Commission, including its most recent Annual Report on Form 10-K and the Company's Quarterly Reports on Form 10-Q. Forward looking statements are based on estimates as of the date of this supplemental data. The Company disclaims any obligation to publicly release the results of any revisions to these forward looking statements reflecting new estimates, events or circumstances after the date of this supplemental data. For further information, please refer to the Company's filings with the Securities and Exchange Commission.

## Supplemental Information

The enclosed information should be read in conjunction with the Company's filings with the Securities and Exchange Commission, including but not limited to, the Company's Form 10-Qs filed quarterly and Form 10-Ks filed annually. Additionally, the enclosed information does not purport to disclose all items under generally accepted accounting principles ("GAAP").

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# Balance Sheets

Supplemental Disclosure  
Quarter Ended September 30, 2013

(unaudited, dollars in thousands)

	As Of			
	09/30/13	06/30/13	03/31/13	12/31/12
<b>ASSETS:</b>				
Real estate investments:				
Land	\$ 374,112	\$ 328,053	\$ 296,177	\$ 283,445
Buildings and improvements	886,636	721,899	617,112	588,248
Less: accumulated depreciation and amortization	(49,726)	(43,371)	(37,851)	(32,365)
	1,211,022	1,006,581	875,438	839,329
Mortgage notes receivable	-	10,294	10,294	10,000
Investment in and advances to unconsolidated joint ventures	-	15,567	15,526	15,295
<b>Real Estate Investments, net</b>	1,211,022	1,032,442	901,258	864,624
Cash and cash equivalents	9,834	6,394	6,894	4,692
Restricted cash	1,978	2,060	1,880	1,701
Tenant and other receivables	16,665	15,009	13,973	12,455
Deposits	1,000	2,250	2,000	2,000
Acquired lease intangible assets, net of accumulated amortization	44,207	42,300	40,345	41,231
Prepaid expenses	524	686	3,099	1,246
Deferred charges, net of accumulated amortization	24,964	23,432	21,975	21,623
Other assets	2,417	2,308	949	1,340
<b>TOTAL ASSETS</b>	<b>\$ 1,312,611</b>	<b>\$ 1,126,881</b>	<b>\$ 992,373</b>	<b>\$ 950,912</b>
<b>LIABILITIES:</b>				
Term loan	\$ 200,000	\$ 200,000	\$ 200,000	\$ 200,000
Credit facility	174,750	105,150	18,000	119,000
Mortgage notes payable	126,911	81,143	81,753	72,690
Acquired lease intangibles liabilities, net of accumulated amortization	58,437	57,485	56,774	57,372
Accounts payable and accrued expenses	13,273	5,965	3,800	6,469
Tenants' security deposits	3,242	3,063	2,428	2,337
Other liabilities	16,581	16,005	24,387	26,503
<b>TOTAL LIABILITIES</b>	593,194	468,811	387,142	484,369
<b>EQUITY:</b>				
Common stock, \$ .0001 par value 500,000,000 shares authorized	7	7	7	5
Additional paid-in-capital	738,389	722,675	668,342	523,540
Cumulative distributions in excess of net income	(40,496)	(54,892)	(46,486)	(38,851)
Accumulated other comprehensive loss	(9,954)	(9,722)	(16,634)	(18,155)
Total Retail Opportunity Investments Corp. stockholders' equity	687,946	658,068	605,229	466,540
Noncontrolling interests	31,471	2	2	2
<b>TOTAL EQUITY</b>	719,417	658,070	605,231	466,542
<b>TOTAL LIABILITIES AND EQUITY</b>	<b>\$ 1,312,611</b>	<b>\$ 1,126,881</b>	<b>\$ 992,373</b>	<b>\$ 950,912</b>

The Company's Form 10-Q for the quarters ended September 30, 2013 and 2012 and Form 10-K for the year ended December 31, 2012 should be read in conjunction with the above information.



# Income Statements

Supplemental Disclosure  
Quarter Ended September 30, 2013

(unaudited, in thousands, except per share amounts)

	Three Months Ended		Nine Months Ended	
	09/30/13	09/30/12	09/30/13	09/30/12
<b>REVENUES:</b>				
Base rents	\$20,687	\$15,197	\$60,198	\$42,735
Recoveries from tenants	5,330	3,343	15,550	9,427
Mortgage interest	205	190	617	902
Other income	925	159	1,229	591
<b>TOTAL REVENUES</b>	<b>27,147</b>	<b>18,889</b>	<b>77,594</b>	<b>53,655</b>
<b>OPERATING EXPENSES:</b>				
Property operating	4,965	3,073	13,205	9,324
Property taxes	2,795	1,782	7,893	5,116
Depreciation and amortization	9,755	7,071	27,813	20,739
General & administrative expenses	2,526	3,700	8,176	8,716
Acquisition transaction costs	641	194	1,570	947
<b>TOTAL OPERATING EXPENSES</b>	<b>20,682</b>	<b>15,819</b>	<b>58,657</b>	<b>44,842</b>
<b>NET OPERATING INCOME</b>	<b>6,465</b>	<b>3,070</b>	<b>18,937</b>	<b>8,813</b>
<b>NON-OPERATING INCOME (EXPENSES):</b>				
Interest expense and other finance expenses	(3,704)	(3,094)	(10,974)	(8,145)
Gain on consolidation of joint ventures	20,382	2,145	20,382	2,145
Gain on bargain purchase	-	-	-	3,864
Equity in income of unconsolidated joint ventures	2,119	497	2,390	1,481
Interest income	0	0	1	11
<b>TOTAL NON-OPERATING INCOME (EXPENSES)</b>	<b>18,797</b>	<b>(451)</b>	<b>11,799</b>	<b>(644)</b>
<b>INCOME FROM CONTINUING OPERATIONS</b>	<b>25,262</b>	<b>2,619</b>	<b>30,736</b>	<b>8,170</b>
Loss from sale of real estate	-	-	(714)	-
<b>NET INCOME ATTRIBUTABLE TO RETAIL OPPORTUNITY INVESTMENTS CORP.</b>	<b>\$ 25,262</b>	<b>\$ 2,619</b>	<b>\$ 30,022</b>	<b>\$ 8,170</b>
<b>NET INCOME PER COMMON SHARE - BASIC</b>	<b>\$ 0.35</b>	<b>\$ 0.05</b>	<b>\$ 0.46</b>	<b>\$ 0.16</b>
<b>NET INCOME PER COMMON SHARE - DILUTED</b>	<b>\$ 0.34</b>	<b>\$ 0.05</b>	<b>\$ 0.44</b>	<b>\$ 0.16</b>
Weighted average common shares outstanding - basic	72,025	51,441	65,811	50,483
Weighted average common shares outstanding - diluted	73,680	53,446	68,871	51,265

The Company's Form 10-Q for the quarters ended September 30, 2013 and 2012 and Form 10-K for the year ended December 31, 2012 should be read in conjunction with the above information.

# Funds From Operations

Supplemental Disclosure  
Quarter Ended September 30, 2013

(unaudited, in thousands, except per share amounts)

	Three Months Ended		Nine Months Ended	
	09/30/13	09/30/12	09/30/13	09/30/12
<b>Funds from Operations (FFO)<sup>(1)</sup>:</b>				
Net income for the period	\$ 25,262	\$ 2,619	\$ 30,023	\$ 8,171
Plus:				
Depreciation and amortization expense	9,755	7,071	27,813	20,738
Depreciation and amortization attributable to unconsolidated joint ventures	355	513	1,060	1,725
Loss from sale of real estate	-	-	714	-
<b>FUNDS FROM OPERATIONS</b>	<b>\$ 35,372</b>	<b>\$ 10,203</b>	<b>\$ 59,610</b>	<b>\$ 30,634</b>
<b>FUNDS FROM OPERATIONS PER SHARE - BASIC</b>	<b>\$ 0.49</b>	<b>\$ 0.20</b>	<b>\$ 0.91</b>	<b>\$ 0.61</b>
<b>FUNDS FROM OPERATIONS PER SHARE - DILUTED</b>	<b>\$ 0.48</b>	<b>\$ 0.19</b>	<b>\$ 0.87<sup>(2)</sup></b>	<b>\$ 0.60<sup>(2)</sup></b>
Weighted average common shares outstanding - basic	72,025	51,441	65,811	50,483
Weighted average common shares outstanding - diluted	73,680	53,446	68,871	51,265
Common dividends per share	\$ 0.15	\$ 0.14	\$ 0.45	\$ 0.39
Cash dividend	\$ 10,839	\$ 7,226	\$ 31,586	\$ 19,743
<b>FFO Payout Ratio</b>	<b>31%</b>	<b>71%</b>	<b>53%</b>	<b>64%</b>

(1) - Funds from operations ("FFO"), is a widely recognized non-GAAP financial measure for REITs that the Company believes when considered with financial statements determined in accordance with GAAP, provides additional and useful means to assess our financial performance. FFO is frequently used by securities analysts, investors and other interested parties to evaluate the performance of REITs, most of which present FFO along with net income as calculated in accordance with GAAP.

The Company computes FFO in accordance with the "White Paper" on FFO published by the National Association of Real Estate Investment Trusts ("NAREIT"), which defines FFO as net income attributable to common shareholders (determined in accordance with GAAP) excluding gains or losses from debt restructuring and sales of property, plus real estate related depreciation and amortization, and after adjustments for partnerships and unconsolidated joint ventures. The Company considers FFO a meaningful, additional measure of operating performance because it primarily excludes the assumption that the value of its real estate assets diminishes predictably over time and industry analysts have accepted it as a performance measure. However, FFO:

- does not represent cash flows from operating activities in accordance with GAAP (which generally reflects all cash effects of transactions and other events in the determination of net income), and
- should not be considered an alternative to net income as an indicator of our performance.

FFO as defined by us may not be comparable to similarly titled items reported by other real estate investment trusts due to possible differences in the application of the NAREIT definition used by each REIT.

(2) Year-to-date FFO is calculated using weighted average shares outstanding for the nine months ending September 30, 2013 and 2012, which differs from the summation of the three independent quarterly calculations for 2013 and 2012.

The Company's Form 10-Q for the quarters ended September 30, 2013 and 2012 and Form 10-K for the year ended December 31, 2012 should be read in conjunction with the above information.

# Selected Financial Analyses

Supplemental Disclosure  
Quarter Ended September 30, 2013

(unaudited, in thousands, except per share amounts)

	09/30/13	06/30/13	03/31/13	12/31/12
Year over year same-center cash net operating income change <sup>(1)</sup>	5.6% <sup>(3)</sup>	9.5%	7.9%	7.4%
Number of shopping centers included in same-center analysis	34 <sup>(3)</sup>	31	30	29
<b>Debt coverage ratios, three months ending:</b>				
Interest coverage ratio (EBITDA/interest expense)	4.5x <sup>(4)</sup>	4.5x	4.0x	3.6x
Debt service coverage (EBITDA/(interest expense + scheduled principal payments))	4.1x <sup>(4)</sup>	4.1x	3.7x	3.4x
Net Debt (Total debt less cash & equivalents)/Annualized EBITDA	7.4x <sup>(4)</sup>	6.1x	4.8x	8.2x
<b>Debt/equity ratios, at period end:</b>				
Total debt/total market capitalization	33.0%	27.4%	23.5%	35.1%
Total debt/total equity market capitalization	49.3%	37.8%	30.7%	54.2%
Total debt/total book assets	38.2%	34.3%	30.2%	41.2%
Total debt/undepreciated book value <sup>(2)</sup>	36.8%	33.0%	29.1%	39.8%
Secured debt/undepreciated book value <sup>(2)</sup>	9.3%	6.9%	7.9%	7.4%
<b>Market capitalization calculations, at period end:</b>				
Common shares outstanding	72,123	71,922	66,628	52,857
Warrants outstanding	10,659	11,551	20,693	49,399
Common stock price per share	\$ 13.80	\$ 13.90	\$ 14.02	\$ 12.85
Warrants price per share	\$ 2.10	\$ 2.01	\$ 2.00	\$ 0.89
Common market equity	\$ 995,297	\$ 999,714	\$ 934,119	\$ 679,209
Warrants market equity	22,460	23,218	41,386	43,965
Total equity market capitalization	\$ 1,017,757	\$ 1,022,931	\$ 975,505	\$ 723,175
Total debt end of period	501,661	386,293	299,753	391,690
<b>TOTAL MARKET CAPITALIZATION</b>	<b>\$ 1,519,418</b>	<b>\$ 1,409,224</b>	<b>\$ 1,275,259</b>	<b>\$ 1,114,864</b>

(1) Same center cash net operating income excludes non-cash revenue items such as straight-line rent and amortization of lease intangibles, debt related expenses and other non-recurring expenses.

(2) Excludes accumulated depreciation on operating assets.

(3) Excludes Phillips Village, asset is no longer being managed for retail center use. The Company is in the process of re-zoning to a higher and better alternative use.

(4) EBITDA excludes gains on consolidation of joint ventures and the earned preferred return on the Company's initial 49% investment in the Crossroads Shopping Center in connection with the acquisition on September 30, 2013 of the remaining partnership interests.

The Company's Form 10-Q for the quarters ended September 30, 2013 and 2012 and Form 10-K for the year ended December 31, 2012 should be read in conjunction with the above information.

The above does not purport to disclose all items required under GAAP.

# Summary of Debt Outstanding

Supplemental Disclosure  
Quarter Ended September 30, 2013

(unaudited, dollars in thousands)

	Outstanding Balance	Effective Interest Rate	GAAP Interest Rate <sup>(1)</sup>	Maturity Date	Percent of Total Indebtedness
<b>Fixed Rate Debt:</b>					
Gateway Village II	\$ 6,756	5.7%	3.8%	05/01/14	1.4%
Euclid Plaza	8,199	5.2%	3.8%	11/01/14	1.7%
Country Club Gate	12,298	5.0%	4.2%	01/01/15	2.5%
Renaissance Towne Centre	16,560	5.1%	4.8%	06/01/15	3.3%
Crossroads	49,614	6.5%	3.0%	09/01/15	10.0%
Gateway Village III	7,392	6.1%	4.8%	07/01/16	1.5%
Bernardo Heights	8,788	5.7%	3.3%	07/11/17	1.8%
Santa Teresa Village	11,081	6.2%	3.3%	02/01/18	2.2%
Interest rate swaps	175,000	4.1%	4.1%	Various	35.3%
<b>Total Fixed Rate Debt</b>	<b>\$ 295,689</b>	<b>4.8%</b>	<b>3.9%</b>		<b>59.7%</b>
<b>Variable Rate Debt:</b>					
Credit facility	\$ 174,750	1.8%	1.8%	08/29/16	35.3%
Term loan facility	200,000	1.8%	1.8%	08/29/17	40.4%
Interest rate swaps	(175,000)				
<b>Total Variable Rate Debt:</b>	<b>\$ 199,750</b>	<b>1.8%</b>	<b>1.8%</b>		<b>40.3%</b>
<b>TOTAL DEBT</b>	<b>\$ 495,439</b>	<b>3.6%</b>	<b>3.0%</b>		<b>100.0%</b>
Net unamortized premiums on mortgages	6,222				
<b>TOTAL DEBT - NET</b>	<b>\$ 501,661</b>				

## Principal Maturities

Principal Maturities	Principal Amortization	Principal due at Maturity	Credit facilities	Total	Percentage of Debt Maturing
2013	\$ 526	\$ -	\$ -	\$ 526	0.1%
2014	2,062	14,653	-	16,715	3.4%
2015	1,256	76,013	-	77,269	15.6%
2016	463	7,120	-	7,583	1.5%
2017	361	8,099	374,750	383,210	77.3%
2018	42	10,094	-	10,136	2.0%
	\$ 4,710	\$ 115,979	\$ 374,750	\$ 495,439	100.0%
Net unamortized premiums on mortgages:					6,222
					<u>\$ 501,661</u>

## Summary of Unencumbered/Encumbered Properties

	# of Properties	GLA	%
Unencumbered	44	4,533,191	82.9%
Encumbered	7	931,931	17.1%
	<u>51</u>	<u>5,465,122</u>	<u>100.0%</u>

(1) Reflects the market interest rate at the date the mortgage was assumed.

The Company's Form 10-Q for the quarters ended September 30, 2013 and 2012 and Form 10-K for the year ended December 31, 2012 should be read in conjunction with the above information.  
The above does not purport to disclose all items required under GAAP.





# 2013 Property Acquisitions

Supplemental Disclosure  
Quarter Ended September 30, 2013

(dollars in thousands)

Shopping Centers	Location	Date Acquired	% Owned	Purchase Amount	GLA
<b>1Q 2013</b>					
Diamond Bar Town Center	Diamond Bar, CA	02/01/13	100.0%	\$ 27,400	100,342
Bernardo Heights Plaza	Rancho Bernardo, CA	02/06/13	100.0%	12,400	37,729
<b>Total 1Q 2013</b>				<b>39,800</b>	<b>138,071</b>
<b>2Q 2013</b>					
Canyon Crossing	Puyallup, WA	04/15/13	100.0%	\$ 35,000	120,504
Diamond Hills Plaza	Diamond Bar, CA	04/22/13	100.0%	48,000	139,505
Granada Shopping Center	Livermore, CA	06/27/13	100.0%	17,500	69,325
Hawthorne Crossings	San Diego, CA	06/27/13	100.0%	41,500	141,288
<b>Total 2Q 2013</b>				<b>142,000</b>	<b>470,622</b>
<b>3Q 2013</b>					
Robinwood Shopping Center	West Linn, OR	08/23/13	100.0%	\$ 14,150	70,831
Five Points Plaza	Huntington Beach, CA	09/27/13	100.0%	52,432	160,906
Crossroads Shopping Center <sup>(1)</sup>	Bellevue, WA	2010/2013	100.0%	87,112	463,538
<b>Total 3Q 2013</b>				<b>153,694</b>	<b>695,275</b>
<b>Total 2013 Acquisitions</b>				<b>\$ 335,494</b>	<b>1,303,968</b>

(1) The Company acquired a 49% interest in Crossroads in December 2010 and acquired the remaining 51% in September 2013.

# Property Portfolio

Supplemental Disclosure  
Quarter Ended September 30, 2013

(dollars in thousands)

Shopping Centers	City	State	% Owned	Date Acquired	GLA <sup>(1)</sup>	% Leased	ABR <sup>(2)</sup>	Major Tenants
<b>Northern California</b>								
Norwood Shopping Center	Sacramento	CA	100.0%	04/06/10	88,851	96.4%	\$ 1,173	Viva Supermarket, Rite Aid, C&A Trends
Pleasant Hill Marketplace	Pleasant Hill	CA	100.0%	04/08/10	69,715	100.0%	1,343	Buy Buy Baby, Office Depot, Bassett Furniture
Pinole Vista Shopping Center	Pinole	CA	100.0%	01/06/11	165,025	97.6%	1,767	Kmart, SaveMart (Lucky) Supermarket (S)
Mills Shopping Center	Rancho Cordova	CA	100.0%	02/17/11	239,081	73.2%	1,706	Warehouse Markets, Dollar Tree
Morada Ranch	Stockton	CA	100.0%	05/16/11	101,842	97.8%	2,155	Raleys Supermarket
Country Club Gate Center	Pacific Grove	CA	100.0%	07/08/11	109,331	93.6%	1,842	SaveMart (Lucky) Supermarket, Rite Aid
Road Hill Square Shopping Center	Zephyr Cove	NV	100.0%	09/21/11	115,994	80.6%	1,663	Safeway Supermarket, US Postal Service
Marin Cove	Foster City	CA	100.0%	05/04/12	73,186	97.2%	1,687	99 Ranch Market
Green Valley Station	Cameron Park	CA	100.0%	06/15/12	52,245	77.4%	766	CVS
The Village at Novato	Novato	CA	100.0%	07/24/12	20,043	90.6%	506	Trader Joe's
Santa Teresa Village	San Jose	CA	100.0%	11/08/12	125,162	97.6%	2,231	Raleys (Nob Hill) Supermarket
Granada Shopping Center	Livermore	CA	100.0%	06/27/13	69,325	98.7%	887	SaveMart (Lucky) Supermarket
<b>Northern California Totals</b>					<b>1,229,790</b>	<b>98.0%</b>	<b>17,726</b>	
<b>Southern California</b>								
Paramount Plaza	Paramount	CA	100.0%	12/22/09	95,062	96.5%	1,658	Fresh & Easy, Rite Aid, TJ Maxx
Santa Ana Downtown Plaza	Santa Ana	CA	100.0%	01/26/10	100,305	100.0%	1,876	Kroger (Food 4 Less) Supermarket, Marshalls
Claremont Promenade	Claremont	CA	100.0%	09/23/10	91,529	97.7%	2,072	Super King Supermarket
Sycamore Creek	Corona	CA	100.0%	09/30/10	74,198	97.8%	1,556	Safeway (Vons) Supermarket, CVS (S)
Gateway Village	Chino Hills	CA	100.0%	12/17/10	96,959	93.2%	2,677	Sprouts Farmers Market
Marketplace Del Rio	Oceanside	CA	100.0%	01/03/11	177,136	98.3%	3,223	Stater Brothers Supermarket, Walgreens, Ace Hardware
Desert Springs Marketplace	Palm Desert	CA	100.0%	02/17/11	105,157	97.1%	2,234	Kroger (Ralph's) Supermarket, Rite Aid
Renaissance Towne Centre	San Diego	CA	100.0%	08/03/11	53,074	100.0%	2,098	CVS
Eucalyptus Plaza	San Diego	CA	100.0%	03/29/12	77,044	100.0%	1,359	Vallarta Supermarket, Walgreens
Seabridge Marketplace	Orland	CA	100.0%	05/31/12	93,784	95.2%	1,455	Safeway (Vons) Supermarket
Glendora Shopping Center	Glendora	CA	100.0%	08/01/12	106,555	95.1%	1,141	Albertson's Supermarket
Bay Plaza	San Diego	CA	100.0%	10/05/12	73,324	97.4%	1,728	Seafood City Supermarket
Cypress Center West	Cypress	CA	100.0%	12/04/12	106,451	97.5%	1,787	Kroger (Ralph's) Supermarket, Rite Aid
Redondo Beach Plaza	Redondo Beach	CA	100.0%	12/28/12	110,509	100.0%	1,986	Safeway (Vons) Supermarket, Petco
Harbor Place Center	Garden Grove	CA	100.0%	12/28/12	119,821	100.0%	1,453	AA Supermarket, Ross Dress For Less
Diamond Bar Town Center	Diamond Bar	CA	100.0%	02/01/13	100,342	84.8%	1,877	National grocery tenant
Bernardo Heights Plaza	Rancho Bernardo	CA	100.0%	02/06/13	37,729	100.0%	853	Sprouts Farmers Market
Diamond Hills Plaza	Diamond Bar	CA	100.0%	04/22/13	139,505	97.9%	3,142	H-Mart Supermarket, Rite Aid
Hawthorne Crossings	San Diego	CA	100.0%	06/27/13	141,288	95.2%	2,914	Mitsuwa Supermarket, Ross Dress For Less, Staples
Five Points Plaza	Huntington Beach	CA	100.0%	09/27/13	160,906	100.0%	3,365	Trader Joe's, Old Navy, Pier 1
<b>Southern California Totals</b>					<b>2,060,658</b>	<b>97.1%</b>	<b>40,454</b>	

# Property Portfolio, cont.

Supplemental Disclosure  
Quarter Ended September 30, 2013

(dollars in thousands)

Shopping Centers	City	State	% Owned	Date Acquired	GLA <sup>(1)</sup>	% Leased	ABR <sup>(2)</sup>	Major Tenants
<b>Portland Metropolitan</b>								
Vancouver Market Center	Vancouver	WA	100.0%	06/17/10	118,385	90.6%	374	Albertson's Supermarket
Happy Valley Town Center	Happy Valley	OR	100.0%	07/14/10	135,896	97.6%	3,022	New Seasons Supermarket
Oregon City Point	Oregon City	OR	100.0%	07/14/10	35,305	92.6%	866	Starbucks, West Coast Bank, FedEx Kinko's
Wilsonville Old Town Square	Wilsonville	OR	100.0%	07/15/10	49,937	100.0%	1,675	Kroger (Fred Meyer) (3)
Cascade Summit Town Square	West Linn	OR	100.0%	08/20/10	95,508	100.0%	1,464	Safeway Supermarket
Heritage Market Center	Vancouver	WA	100.0%	09/23/10	107,468	100.0%	1,676	Safeway Supermarket
Division Crossing	Portland	OR	100.0%	12/22/10	100,021	81.7%	868	Rite Aid, Ross Dress For Less
Halsey Crossing	Gresham	OR	100.0%	12/22/10	99,428	90.4%	760	Safeway Supermarket, Dollar Tree
Hillsboro Market Center	Hillsboro	OR	100.0%	11/23/11	156,021	98.4%	2,293	Albertson's Supermarket, Dollar Tree, Marshalls
Robinwood Shopping Center	West Linn	OR	100.0%	08/23/13	70,831	95.6%	881	Wal-Mart (Neighborhood Market)
<b>Portland Metropolitan Totals</b>					<b>968,800</b>	<b>94.8%</b>	<b>14,379</b>	
<b>Seattle Metropolitan</b>								
Meridian Valley Plaza	Kent	WA	100.0%	02/01/10	51,597	100.0%	640	Kroger (QFC) Supermarket
The Market at Lake Stevens	Lake Stevens	WA	100.0%	03/11/10	74,130	100.0%	1,321	Haggen Food & Pharmacy
Canyon Park Shopping Center	Bothell	WA	100.0%	07/29/11	123,627	100.0%	1,617	Albertson's Supermarket, Rite Aid
Hawks Prairie Shopping Center	Lacey	WA	100.0%	09/09/11	154,781	100.0%	1,826	Safeway Supermarket, Dollar Tree, Big Lots
The Kress Building	Seattle	WA	100.0%	09/30/11	73,563	100.0%	1,793	IGA Supermarket, TJMaxx
Gateway Shopping Center	Marysville	WA	100.0%	02/16/12	106,104	97.9%	2,488	WinCo Foods (3), Rite Aid, Ross Dress For Less
Aurora Square	Shoreline	WA	100.0%	05/02/12	38,030	100.0%	311	Central Supermarket
Canyon Crossing	Puyallup	WA	100.0%	04/15/13	120,504	83.8%	2,042	Safeway Supermarket
Crossroads Shopping Center	Bellevue	WA	100.0%	2010/2013 <sup>(4)</sup>	463,538	99.5%	8,581	Kroger (QFC) Supermarket, Bed Bath & Beyond, Sports Authority
<b>Seattle Metropolitan Totals</b>					<b>1,205,874</b>	<b>98.0%</b>	<b>20,618</b>	
<b>TOTAL SHOPPING CENTERS</b>					<b>5,465,122</b>	<b>95.3%</b>	<b>\$ 93,177</b>	

(1) GLA does not include unimproved pads or spaces.

(2) Annual base rent ("ABR") is equal to monthly rent, on an annualized basis, at September 30, 2013. Annual base rent does not include concessions or future rent increases.

(3) These retailers own their own space and are not tenants of the Company.

(4) The Company acquired a 40% interest in Crossroads in December 2010 and acquired the remaining 51% in September 2013.

# Top Ten Tenants

Supplemental Disclosure  
Quarter Ended September 30, 2013

(Based on ABR for Wholly-owned Properties)

Tenant	Number of Leases	ABR <sup>(1)</sup>	Percent of Total ABR	GLA	Percent of Total Leased GLA
1 Safeway Supermarket	9	\$ 5,012	5.4%	475,182	9.1%
2 Rite Aid	9	2,331	2.5%	167,272	3.2%
3 Kroger Supermarket	5	2,262	2.4%	192,053	3.7%
4 JP Morgan Chase	12	1,606	1.7%	51,412	1.0%
5 Marshalls / T.J. MAXX	4	1,502	1.6%	101,154	1.9%
6 Ross Dress For Less	4	1,391	1.5%	105,115	2.0%
7 Raley's Supermarket	2	1,361	1.5%	92,318	1.8%
8 Albertson's Supermarket	4	1,354	1.5%	201,445	3.9%
9 Sprouts Farmers Market	2	1,040	1.1%	51,113	1.0%
10 Starbucks	15	899	1.0%	24,396	0.5%
	<b>66</b>	<b>\$ 18,757</b>	<b>20.1%</b>	<b>1,461,460</b>	<b>28.1%</b>

(1) Annual base rent ("ABR") is equal to monthly rent, on an annualized basis, at September 30, 2013. Annual base rent does not include concessions or future rent increases.

# Lease Expiration Schedule

Supplemental Disclosure  
Quarter Ended September 30, 2013

## (Wholly-owned Properties)

### Anchor Tenants

	Number of Leases Expiring (1)	Leased GLA	Percent of Total Leased GLA	ABR Per Sq. Ft.	Percent of Total ABR
2013	0	-	0.0%	\$ -	0.0%
2014	2	44,751	0.9%	7.09	0.3%
2015	5	182,445	3.5%	9.14	1.8%
2016	8	280,261	5.4%	8.82	2.7%
2017	7	209,115	4.0%	8.92	2.0%
2018	11	276,252	5.3%	15.36	4.6%
2019	9	263,059	5.1%	14.45	4.1%
2020	5	149,974	2.9%	8.84	1.4%
2021	3	120,129	2.3%	8.07	1.0%
2022+	28	1,193,763	22.9%	13.81	17.7%
	<u>78</u>	<u>2,719,749</u>	<u>52.2%</u>	<u>\$ 12.19</u>	<u>35.6%</u>

### Non-Anchor Tenants

	Number of Leases Expiring	Leased GLA	Percent of Total Leased GLA	ABR Per Sq. Ft.	Percent of Total ABR
2013	48	101,690	2.0%	\$ 23.77	2.6%
2014	148	306,243	5.9%	23.89	7.9%
2015	161	382,424	7.3%	22.44	9.2%
2016	189	368,221	7.1%	25.03	9.9%
2017	173	411,166	7.9%	24.56	10.8%
2018	135	339,389	6.5%	24.06	8.8%
2019	30	88,638	1.7%	24.43	2.3%
2020	17	55,869	1.1%	26.53	1.6%
2021	27	108,930	2.1%	21.74	2.5%
2022+	80	323,888	6.2%	25.37	8.8%
	<u>1,008</u>	<u>2,486,458</u>	<u>47.8%</u>	<u>\$ 24.14</u>	<u>64.4%</u>

### All Tenants

	Number of Leases Expiring	Leased GLA	Percent of Total Leased GLA	ABR Per Sq. Ft.	Percent of Total ABR
2013	48	101,690	2.0%	\$ 23.77	2.6%
2014	150	350,994	6.7%	21.74	8.2%
2015	166	564,869	10.8%	18.15	11.0%
2016	197	648,482	12.5%	18.03	12.5%
2017	180	620,281	11.9%	19.29	12.8%
2018	146	615,641	11.8%	20.16	13.3%
2019	39	351,697	6.8%	16.96	6.4%
2020	22	205,843	4.0%	13.64	3.0%
2021	30	229,059	4.4%	14.57	3.6%
2022+	108	1,517,651	29.2%	16.28	26.5%
	<u>1,086</u>	<u>5,206,207</u>	<u>100.0%</u>	<u>\$ 17.90</u>	<u>100.0%</u>

Anchor tenants are leases equal to or greater than 15,000 square feet.  
Does not assume exercise of renewal options.

# Leasing Summary

Supplemental Disclosure  
Quarter Ended September 30, 2013

## (Wholly-owned Properties)

### New Leases

	For the Three Months Ended September 30, 2013			For the Nine Months Ended September 30, 2013		
	Non-Anchors	Anchors	Total	Non-Anchors	Anchors	Total
Number of Leases	33	-	33	77	2	79
Gross Leasable Area (sq. ft.)	70,231	-	70,231	151,525	105,243	256,768
Initial Base Rent (\$/sq. ft.)	\$ 21.90	\$ -	\$ 21.90	\$ 20.74	\$ 8.94	\$ 15.90
Tenant Improvements (\$/sq. ft.)	\$ 18.22	\$ -	\$ 18.22	\$ 15.32	\$ 3.82	\$ 10.60
Leasing Commissions (\$/sq. ft.)	\$ 2.91	\$ -	\$ 2.91	\$ 2.61	\$ 0.71	\$ 1.83

### Renewals

	For the Three Months Ended September 30, 2013			For the Nine Months Ended September 30, 2013		
	Non-Anchors	Anchors	Total	Non-Anchors	Anchors	Total
Number of Leases	25	-	25	59	-	59
Gross Leasable Area (sq. ft.)	93,316	-	93,316	160,554	-	160,554
Initial Base Rent (\$/sq. ft.)	\$ 29.09	\$ -	\$ 29.09	\$ 26.70	\$ -	\$ 26.70
Tenant Improvements (\$/sq. ft.)	\$ 0.21	\$ -	\$ 0.21	\$ 0.21	\$ -	\$ 0.21
Leasing Commissions (\$/sq. ft.)	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -

### Total

	For the Three Months Ended September 30, 2013			For the Nine Months Ended September 30, 2013		
	Non-Anchors	Anchors	Total	Non-Anchors	Anchors	Total
Number of Leases	58	-	58	136	2	138
Gross Leasable Area (sq. ft.)	163,547	-	163,547	312,079	105,243	417,322
Initial Base Rent (\$/sq. ft.)	\$ 26.00	\$ -	\$ 26.00	\$ 23.81	\$ 8.94	\$ 20.06
Tenant Improvements (\$/sq. ft.)	\$ 7.94	\$ -	\$ 7.94	\$ 7.55	\$ 3.82	\$ 6.61
Leasing Commissions (\$/sq. ft.)	\$ 1.25	\$ -	\$ 1.25	\$ 1.27	\$ 0.71	\$ 1.13

Anchor leases are leases equal to or greater than 15,000 square feet.

**Retail Opportunity Investments Corp.**

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