## 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 I	ssuer		·	
1 Issuer's name				2 Issuer's employer identification number (EIN)
RETAIL OPPORTUNITY IN		26-0500600		
3 Name of contact for add	intornation	5 Email address of contact		
MICHAEL HAINES				mhainas@rairait not
MICHAEL HAINES  6 Number and street (or P	O, box if mail is not	delivered to s	858-255-4925	mhaines@roireit.net 7 City, town, or post office, state, and Zip code of contact
- (10)11001 4.14 0.1001 (41 .				v engressing or post emesy state, and zip sould at contact
8905 TOWNE CENTRE DRI	VE, SUITE 108	SAN DIEGO, CA 92122		
8 Date of action		•		
			N STOCK	
10 CUSIP number	11 Serial number(s	s)	12 Ticker symbol	13 Account number(s)
76131N101 & 76131N200   Part II Organization	nal Action Attac	h additional	ROIC	pack of form for additional questions.
				gainst which shareholders' ownership is measured for
_				29, 2012 IN THE AMOUNT OF \$.12 PER SHARE,
				RE, TO SHAREHOLDERS OF RECORD
				OF RECORD ON NOVEMEBER 14, 2012
IN THE AMOUNT OF \$.14 P				
				MR-MINIMARINA AND AND AND AND AND AND AND AND AND A
				V-1-10-W-
15 Describe the quantitati	ve effect of the orga	nizational act	on on the basis of the security	in the hands of a U.S. taxpayer as an adjustment per
				ECORD ON FEBRUARY 29, 2012 IN THE AMOUNT
				ER SHARE AND \$0.049140 REPRESENTS
RETURN OF CAPITAL PER	SHARE: TO SHAR	EHOLDERS (	OF RECORD ON MAY 16, 2012	IN THE AMOUNT OF \$.130000 PER SHARE,
OF WHICH \$0.076760 REPE	RESENTS A TAXAB	LE DIVIDENI	PER SHARE AND \$0.053240	REPRESENTS RETURN OF CAPITAL PER SHARE;
TO SHAREHOLDERS OF R	ECORD ON AUGUS	T 14, 2012 IN	THE AMOUNT OF \$.140000 F	PER SHARE, OF WHICH \$0.082670 REPRESENTS
			· · · · · · · · · · · · · · · · · · ·	L PER SHARE; AND, TO SHAREHOLDERS OF
				CH \$0.082670 REPRESENTS A TAXABLE DIVIDEND
				FORE, SHAREHOLDERS SHOULD REDUCE THEIR
				NS, ASSUMING PER-SHARE BASIS RECOVERY.
		KEHOLDER	TO THE EXTENT THAT THE P	MOUNT OF THE DISTRIBUTION EXCEEDS
THE SHAREHOLDER'S BAS	515.			*****
16 Describe the calculatio	n of the change in b	asis and the o	lata that supports the calculation	on, such as the market values of securities and the
				ARNINGS AND PROFITS AS OF TAX YEAR
ENDING DECEMBER 31, 20				
				100000
	•			***************************************
				-
<del></del>		··		

Page	2
1 490	

Par	rt II	Organizational Action (continued)
17	List	the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ► SECTION 301(c)
-		
18	Can	any resulting loss be recognized? ► N/A
1171		
		·
		DEPORTABLE TAVARLE VEARIS
19 2012		vide any other information necessary to implement the adjustment, such as the reportable tax year ▶ REPORTABLE TAXABLE YEAR IS
	•	
		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 pelief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.
Sign	n	Mulls 4 (129/13
		MICHAGL R. HAINES CFO
Pai	id	Print/Type preparer's name  Preparer's signature  Print/Type preparer's name    Preparer's signature   Date   PilN
Pre Use		er Salvidet Etvinson 34.6565596
Seno	d For	m 8937 (including accompanying statements) to: Department of the Treasury, Internal Revenue Service, Ogden, UT 84201-0054