(December 2011)

Report of Organizational Actions Affecting Basis of Securities

OMB No. 1545-2224

Department of the Treasury Internal Revenue Service			See separate instructions.		
Part I Reporting	a Issuer				
1 Issuer's name				2 Issuer's employer ident	ification number (EIN)
				50	
RETAIL OPPORTUNITY				26-0500	600
3 Name of contact for a	additional information	4 Telephon	e No. of contact	5 Email address of contact	
JOSEPH LOPARRINO 6. Number and street (e.	r D O hav if mail is not a	lalivarad ta s	914-620-2707 street address) of contact	JLOPARRINO@ROIREIT.NE 7 City, town, or post office, star	
• Number and street (o	r P.O. DOX II IIIali is not c	ielivered to s	street address) of contact	7 City, town, or post office, sta	e, and zip code of contact
81 MAIN STREET, SUITE	503			WHITE PLAINS, NY 10601	
8 Date of action	. 000	9 Class	ification and description	WITTET EARLY, IVI 10001	
			Đ		
**************************************		СОММО	N STOCK	·	
10 CUSIP number	11 Serial number(s)		12 Ticker symbol	13 Account number(s)	
			=		
7613N10 & 76131N20	tional Action Attack	1 -1'1'1	ROIC		
				back of form for additional qua against which shareholders' owne	
				against which shareholders owne 2011 IN THE AMOUNT OF \$.08 P	
				ARE, TO SHAREHOLDERS OF RI	
				OF RECORD ON NOVEMEBER	
IN THE AMOUNT OF \$.12		T EIV OID IIV	E / III TO ON MENOEDENO	OF RESURE STATES	17 2011
		1907-19-2			
-					
91					
3					
15 Describe the quantit	ative effect of the organ	izational act	ion on the basis of the security	in the hands of a U.S. taxpayer as	an adjustment per
				RECORD ON MARCH 15, 2011 IN	
				PER SHARE AND \$0.025934 REP	
RETURN OF CAPITAL PI	ER SHARE; TO SHARE	HOLDERS (OF RECORD ON MAY 31, 201	1 IN THE AMOUNT OF \$.090000	PER SHARE,
OF WHICH \$0.060825 RE	PRESENTS A TAXABL	E DIVIDENI	PER SHARE AND \$0.02917	5 REPRESENTS RETURN OF CA	PITAL PER SHARE;
TO SHAREHOLDERS OF	RECORD ON AUGUST	31, 2011 IN	THE AMOUNT OF \$.100000	PER SHARE, OF WHICH \$0.0675	83 REPRESENTS
				AL PER SHARE; AND, TO SHARE	
				ICH \$0.081099 REPRESENTS A	
				FORE, SHAREHOLDERS SHOUL	
				<u>DNS, ASSUMING PER-SHARE BA</u> AMOUNT OF THE DISTRIBUTION	
THE SHAREHOLDER'S E		KLIIOLDLK	TO THE EXTENT THAT THE		VEXCEEDS
THE SHAREHOLDER'S E	M313.				
16 Describe the calcula	tion of the change in ba	sis and the o	data that supports the calculati	on, such as the market values of s	ecurities and the
valuation dates ► C.	ALCULATION BASED (JPON CURF	RENT AND ACCUMULATED E	ARNINGS AND PROFITS AS OF	TAX YEAR
ENDING DECEMBER 31,	2011.				
					pr 1940.000

	rt II Organizational Action (continued)		Pa

17	List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶	SECTION	N 301(c)
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			· · · · · · · · · · · · · · · · · · ·
1.00			
3	Can any resulting loss be recognized? ► N/A		
	1		
	Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ REPOR	RTABLE TAX	(ABI F YFAR IS
11	Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ REPOR	RTABLE TAX	ABLE YEAR IS
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11	Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ REPOR	RTABLE TAX	ABLE YEAR IS
111	Under penalties of perium. I declare that I have examined this return, including accompanion and the latest that I have examined this return, including accompanion.		
	Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ REPOR REPOR Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, ar belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which prepare		
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jn	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, are belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer Signature ▶		of my knowledge avledge.
gn	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, are belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer Signature ▶ Date ▶ 1 Print your name ▶ Joseph LoParrino Title ▶ Con Print/Type preparer's name Preparer's signature Date	nd to the best er has any know	of my knowledge avledge.
gnere	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, are belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer signature ▶ □ □ □ □ □ □ □ □ □ □ □ □ □ □ □ □ □ □	nd to the best er has any knov	of my knowledge avledge.
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Form 8937 (Rev. 12-2011)