

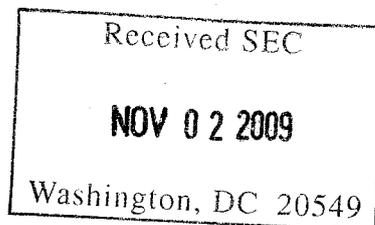


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**NASDAQ**

THE NASDAQ STOCK MARKET  
LISTING QUALIFICATIONS DEPARTMENT  
8600 BLACKWELL ROAD  
ROCKVILLE, MD 20850

P. William Slattery, CFA  
Vice President  
Listing Qualifications



CERTNAS  
001-33749

By Facsimile and First Class Mail

November 2, 2009

Ms. Cecile Peters  
Chief, IT Services  
Division of Corporation Finance  
U.S. Securities and Exchange Commission  
100 F Street, N.E.  
Washington, D.C. 20549

Dear Ms. Peters:

This is to certify that on November 2, 2009 The Nasdaq Stock Market (the "Exchange") received from Retail Opportunity Investments Corp. (the "Registrant") a copy of the Registrant's application on Form 8-A 12(b) for the registration of the following securities:

Common Stock, \$0.0001 par value per share

Warrants, exercisable for Common Stock at  
an exercise price of \$12.00 per share

Units, each consisting of one share of  
Common Stock and one Warrant

We further certify that the securities described above have been approved by the Exchange for listing and registration.

We understand that the Registrant is seeking immediate acceleration of the effective date of registration, and we hereby join in such request.

Sincerely,

*William Slattery*