

**Code of Ethics for Senior Financial Officers
(Sarbanes-Oxley)**

This Code of Ethics (this “Code”) applies to the senior financial officers of Retail Value Inc. (the “Company”), including its chief executive officer, president, chief financial officer, chief accounting officer and treasurer, among others designated by the Company, if any (collectively, “senior financial officers”). The Company’s senior financial officers shall (absent a waiver from the Company’s Audit Committee or the Board of Directors, including a majority of the Board’s independent directors, with full disclosure), to the best of their knowledge and ability, adhere to and advocate the following principles and responsibilities governing their professional and ethical conduct. The failure to adhere to this Code will result in the disciplinary action deemed appropriate by Company’s supervisory personnel or by the Company’s Board of Directors.

1. Senior financial officers shall act with honesty and integrity. Senior financial officers shall ethically address all actual or apparent conflicts of interest between personal and professional relationships.
2. Senior financial officers shall provide information that is full, fair, accurate, timely and understandable in all reports and documents that the Company files with, or submits to, the Securities and Exchange Commission (“SEC”) and other public filings or communications made by the Company.
3. Senior financial officers shall comply with all laws, rules and regulations of federal, state and local governments, and all applicable private or public regulatory agencies, as well as all applicable professional codes of conduct.
4. Senior financial officers shall not knowingly or recklessly misrepresent material facts or allow their independent judgment to be compromised.
5. Senior financial officers shall not use for personal advantage confidential information acquired in the course of their service to the Company.
6. Senior financial officers shall proactively promote ethical behavior among peers and subordinates in the course of their service to the Company.
7. Senior financial officers shall promptly report any violation or suspected violation of this Code in accordance with the Company’s Code of Business Conduct and Ethics and, if appropriate, directly to the Audit Committee.

Each senior financial officer is expected to adhere at all times to both this Code and the Company’s Code of Business Conduct and Ethics. Only the Board of Directors or the Audit Committee shall have the authority to approve any deviation or waiver from this Code. Any waiver, including to whom it was granted, the date thereof and the reasons for it, shall be promptly disclosed in a filing on Form 8-K with the SEC to the extent required by law or regulation or, subject to the satisfaction of any conditions established by the SEC, posted on the Company’s website.

ACKNOWLEDGED AND AGREED TO:

(Signature)

(Print Name and Title)

Date: _____, 20__