BILL GARRETT, Davidson County
Trans:T20110043082 DEEDQC
Recvd: 07/18/11 12:37 9 pgs
Fees:47.00 Taxes:0.00
20110718-0054704

SPACE ABOVE RESERVED FOR RECORDER

Recorded Deed and Real property tax bills to be sent to:
BRE Retail NP Shoppes at Hickory Hollow Owner LLC
420 Lexington Avenue, New York, NY 10170

Prepared by: David Gross c/o Simpson Thacher and Bartlett, 425 Lexington Avenue, New York, NY 10017

Tax ID No. 163-302.00

Instrument:
Quitclaim Deed

Dated:
As of the earliest notary date, but effective as of 06/ 28 /11

Grantor:
New Plan Hickory Hollow Owner, LLC, a Delaware Limited Liability Company, with address at 420 Lexington Avenue, New York, NY 10170

Grantee:
BRE Retail NP Shoppes at Hickory Hollow Owner LLC, a Delaware Limited Liability Company, with address at 420 Lexington Avenue, New York, NY 10170

Nature of Instrument:
This Instrument is a conveyance without consideration between related entities with a common parent, and accordingly, there will be no change in beneficial interest.

TN1

Witnesseth:
That the Grantor, in consideration of the sum of $1 (or as otherwise provided on Schedule of Consideration, if annexed) paid by Grantee, the receipt and sufficiency of which is hereby acknowledged, does hereby grant, convey, transfer, assign, and release unto Grantee, its successors and assigns, all of its estate, right, title and interest in and to that certain plot, piece or parcel of land (together with the buildings and improvements thereon erected) described on Schedule A hereto (the "Premises").

Together with:
All right, title and interest (if any) of Grantor in and to any streets and roads abutting the Premises to the center line thereof, as well as any gaps, strips or gores on, around or within the Premises.

Together with:
All right, title and interest (if any) of Grantor in and to any hereditaments and appurtenances, and all of the estate and rights of Grantor.

~~**To have and to hold:**~~
~~The Premises herein conveyed unto the Grantee, its successors and assigns forever.~~

Disclaimer of Warranties of Title as to the Premises Conveyed Herein:
Notwithstanding anything to the contrary, this Instrument is executed and delivered without warranties of title, express or implied, of any kind whatsoever.

In witness whereof:
The undersigned, by its duly elected officer and pursuant to proper authority, has duly executed, acknowledged and delivered this instrument as of the day and year first above written.

GRANTOR:

New Plan Hickory Hollow Owner, LLC, a Delaware Limited Liability Company

By: _____
Name: Steven Siegel
Title: Executive Vice President

Witness #1:

_____
Name: Aimee Sorbo

Witness #2:

_____
Name: Savannah Ikell

The following acknowledgment page, including notary execution, is hereby incorporated by reference into this page as if set forth hereon in its entirety.

TN AFFIDAVIT OF CONSIDERATION OR VALUE

County of New York, State of New York:

I hereby swear or affirm that the actual consideration for this transfer is $0.

Grantee by:

_____

Name: Steven Siegel, as Agent for Grantee

Sworn to before me on 06/23/11

Ingrid Amelia Vidal

Notary Public

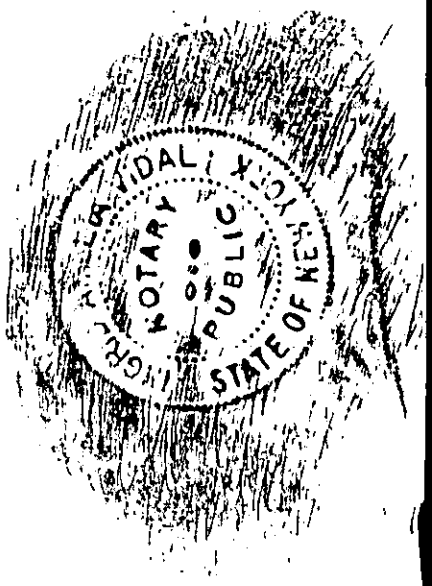
INGRID AMELIA VIDAL
NOTARY PUBLIC, State of New York
No. 01VI6230404
Qualified in New York County
Commission Expires Nov. 1, 2014

Property Address: 5319 Mount View Road, Antioch, TN 37013

Tax Map:

Parcel: 163-302.00

The Property is Improved.



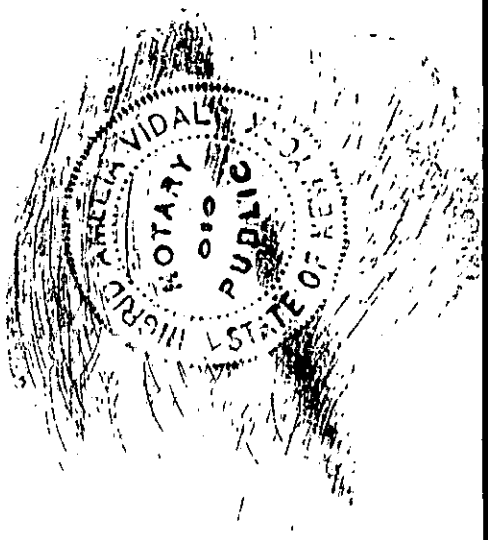
Multi-State Corporate Acknowledgment:

On 06/ 23 /11, before me, the undersigned officer, personally appeared Steven Siegel personally known and acknowledged himself to me (or proved to me on the basis of satisfactory evidence) to be the Executive Vice President of the Grantor and that as such officer, being duly sworn, and being authorized to do so pursuant to its bylaws or a resolution of its board of directors, executed, subscribed and acknowledged the due execution of the foregoing instrument for the purposes therein contained, by signing the name of the Grantor by himself in his authorized capacity as such officer as his free and voluntary act and deed and the free and voluntary act and deed of said Entity. Witness my hand and official seal. **Uniform Acknowledgment which is supplemental to the foregoing acknowledgment:**

On 6/ 23/11, before me, the undersigned, a Notary Public in and for said State, personally appeared Steven Siegel, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument. Witness my hand and official seal.

Ingrid Amelia Vidal
Notary Public

INGRID AMELIA VIDAL
NOTARY PUBLIC, State of New York
No. 01VI6230404
Qualified in New York County
Commission Expires Nov. 1, 2014



Schedule A

Premises

Property: 5319 Mount View Road, Antioch, TN 37013

PARCEL 1:

ALL THAT TRACT OR PARCEL OF LAND LYING AND BEING IN DAVIDSON COUNTY, TENNESSEE, AND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

A CERTAIN PARCEL OF LAND IN THE FIRST CIVIL DISTRICT OF NASHVILLE, DAVIDSON COUNTY, TENNESSEE, BEING LOT 1 ON THE "RESUBDIVISION OF SECTION TWO - BELL FORGE COMMERCIAL PARK", AS SHOWN ON PLAT OF RECORD IN BOOK 6900, PAGE 90 IN THE REGISTER'S OFFICE OF DAVIDSON COUNTY, TENNESSEE, AND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT AN IRON PIN (FOUND) IN THE SOUTHERLY RIGHT-OF-WAY OF BELL ROAD AT THE RADIUS RETURN INTERSECTION WITH THE NORTHEAST RIGHT-OF-WAY OF MT. VIEW ROAD;

THENCE WITH THE SOUTHERLY RIGHT-OF-WAY OF BELL ROAD FOR THE NEXT TWO CALLS AS FOLLOWS:

NORTH 69°11'55" EAST A DISTANCE OF 471.65' TO AN IRON PIN (FOUND);

ALONG A 1712.14' RADIUS CURVE TO THE LEFT HAVING A DELTA ANGLE OF 4°55'33", A CHORD BEARING AND DISTANCE OF NORTH 66°42'37" EAST - 147.15' FOR AN ARC LENGTH OF 147.20' TO AN IRON PIN (FOUND) AT THE RADIUS RETURN INTERSECTION WITH THE WESTERLY RIGHT-OF-WAY OF BELL FORGE LANE EAST;

THENCE WITH THE WESTERLY AND NORTHERLY RIGHT-OF-WAY OF BELL FORGE LANE EAST FOR THE NEXT EIGHT CALLS OF FOLLOWS:

ALONG A 30.00' RADIUS CURVE TO THE RIGHT HAVING A DELTA ANGLE OF 88°17'34", A CHORD BEARING AND DISTANCE OF SOUTH 72°12'03" EAST - 41.79' FOR AN ARC LENGTH OF 46.23' TO AN IRON PIN (FOUND);

ALONG A 915.93' RADIUS CURVE TO THE RIGHT HAVING A DELTA ANGLE OF 5°43'39", A CHORD BEARING AND DISTANCE OF SOUTH 21°44'53" EAST - 91.52' FOR AN ARC LENGTH OF 91.56' TO AN IRON PIN (FOUND);

NORTH 67°30'26" EAST A DISTANCE OF 9.32' TO AN IRON PIN (FOUND);

ALONG A 996.39' RADIUS CURVE TO THE RIGHT HAVING A DELTA ANGLE OF 7°37'00", A CHORD BEARING AND DISTANCE OF SOUTH 18°41'04" EAST - 132.36' FOR AN ARC LENGTH OF 132.46' TO AN IRON PIN (FOUND);

SOUTH 14°52'37" EAST A DISTANCE OF 423.49' TO AN IRON PIN (FOUND);

ALONG A 420.00' RADIUS CURVE TO THE RIGHT HAVING A DELTA ANGLE OF 85°58'09", A CHORD BEARING AND DISTANCE OF SOUTH 28°07'43" WEST - 572.71' FOR AN ARC LENGTH OF 630.19' TO AN IRON PIN (FOUND);

SOUTH 71°09'29" WEST A DISTANCE OF 208.20' TO AN IRON PIN (FOUND) IN CONCRETE;

ALONG A 25.00' RADIUS CURVE TO THE RIGHT HAVING A DELTA ANGLE OF 95°04'42", A CHORD BEARING AND DISTANCE OF NORTH 61°49'27" WEST - 36.89' FOR AN ARC LENGTH OF 41.49" TO AN IRON PIN (FOUND) AT THE INTERSECTION WITH THE EASTERLY RIGHT-OF-WAY OF MT. VIEW ROAD;

THENCE WITH EASTERLY RIGHT-OF-WAY OF MT. VIEW ROAD FOR THE NEXT THREE CALLS FOLLOWS:

ALONG A 725.74' RADIUS CURVE TO THE RIGHT HAVING A DELTA ANGLE OF 15°28'45", A CHORD BEARING AND DISTANCE OF NORTH 06°25'43" WEST - 195.47' FOR AN ARC LENGTH 196.07' TO AN IRON PIN (FOUND);

NORTH 01°49'59" EAST A DISTANCE OF 178.09' TO AN IRON PIN (FOUND);

ALONG A 611.81' RADIUS CURVE TO THE LEFT HAVING A DELTA ANGLE OF 8°40'13", A CHORD BEARING AND DISTANCE OF NORTH 03°09'04" WEST - 92.50' FOR AN ARC LENGTH OF 92.58' TO AN IRON PIN (FOUND) AT THE SOUTHWEST CORNER OF LOT 2 OF THE "RESUBDIVISION OF SECTION TWO - BELL FORGE COMMERCIAL PARK" AS SHOWN ON PLAT OF RECORD IN BOOK 6900, PAGE 90 R.O.D.C.;

THENCE LEAVING SAID RIGHT-OF-WAY WITH THE SOUTH, EAST AND NORTH BOUNDARIES OF LOT 2 FOR THE NEXT FOUR CALLS AS FOLLOWS:

NORTH 74°57'50" EAST A DISTANCE OF 98.74' TO A P-K NAIL (FOUND);

NORTH 15°04'49" WEST A DISTANCE OF 140.23' TO AN IRON PIN (FOUND);

ALONG A 15.00 RADIUS CURVE TO THE LEFT HAVING A DELTA ANGLE OF 89°01'33", A CHORD BEARING AND DISTANCE OF NORTH 61°22'13" WEST - 21.03' FOR AN ARC LENGTH OF 23.31' TO AN IRON PIN (FOUND);

SOUTH 75°08'10" WEST A DISTANCE OF 82.68' TO AN IRON PIN (SET) IN THE EASTERLY RIGHT-OF-WAY OF MT. VIEW ROAD;

THENCE WITH SAID EASTERLY RIGHT-OF-WAY FOR THE NEXT FIVE CALLS AS FOLLOWS:

ALONG A 611.81' RADIUS CURVE TO THE LEFT HAVING A DELTA ANGLE OF 32°00'55", A CHORD BEARING AND DISTANCE OF NORTH 38°02'56" WEST - 337.43' FOR AN ARC LENGTH OF 341.86' TO A LEAD PLUG (FOUND) IN A SIDEWALK;

NORTH 53°52'50" WEST A DISTANCE OF 54.60' TO A CHISELED "X" (FOUND) IN A SIDEWALK;

THENCE NORTH 36°07'10" EAST A DISTANCE OF 8.50' TO A DISTURBED IRON PIN (FOUND);

ALONG A 38.00' RADIUS CURVE TO THE RIGHT HAVING A DELTA ANGLE OF 45°22'09", A CHORD BEARING AND DISTANCE OF NORTH 34°44'04" WEST - 29.31' FOR AN ARC LENGTH OF 30.09' TO AN IRON PIN (FOUND)'

ALONG A 25.00' RADIUS CURVE TO THE RIGHT HAVING A DELTA ANGLE OF 49°04'10", A CHORD BEARING AND DISTANCE OF NORTH 44°39'50" EAST - 20.76' FOR AN ARC LENGTH OF 21.41' TO THE POINT OF BEGINNING.

PARCEL II:

TOGETHER WITH RIGHTS CONTAINED IN GRANT OF RECIPROCAL EASEMENTS, USE, AND MAINTENANCE AGREEMENT BY AND BETWEEN BELL FORGE SHOPPING CENTER, LTD., A TEXAS LIMITED PARTNERSHIP AN EDUCATORS CREDIT UNION OF NASHVILLE, DATED MAY 6, 1986, AND RECORDED MAY 13, 1986, IN BOOK 6855, PAGE 114, AFORESAID RECORDS, AS SHOWN AND NOTED ON.

PARCEL III:

TOGETHER WITH RIGHTS CONTAINED IN DEED OF EASEMENT FROM MAP, LTD., A TENNESSEE LIMITED PARTNERSHIP HAVING BAM, INC., AS GENERAL PARTNER, BELL FORGE COMMERCIAL PARK OWNERS ASSOCIATIONS, A NON-PROFIT ASSOCIATION, AND AFPC EQUITY INVESTOR LAND FUND 83-1, LTD., GENERAL PARTNERSHIP HAVING W. GERALD EZELL AS GENERAL PARTNER, DATED MAY 21, 1984, AND RECORDED MAY 30, 1984, IN BOOK 6301, PAGE 771, AFORESAID RECORDS.

BEING THE SAME PROPERTY CONVEYED TO NEW PLAN HICKORY HOLLOW OWNER, LLC, FROM HICKORY HOLLOW ASSOCIATES, LLC BY DEED OF RECORD IN INSTRUMENT NO. 200609260119173, IN THE REGISTER'S OFFICE FOR

DAVIDSON COUNTY, TENNESSEE.

BEING THE SAME PROPERTY CONVEYED TO NEW PLAN HICKORY HOLLOW OWNER LLC, A DELAWARE LIMITED LIABILITY COMPANY FROM HICKORY HOLLOW ASSOCIATES, LLC, A VIRGINIA LIMITED LIABILITY COMPANY BY DEED OF RECORD IN INSTRUMENT NO. 200609260119173, IN THE REGISTER'S OFFICE FOR DAVIDSON COUNTY, TENNESSEE.

PARCEL IV:

TOGETHER WITH RIGHTS BENEFITING THE PROPERTY UNDER THAT CERTAIN DECLARATION OF PROTECTIVE COVENANTS FOR BELL FORGE COMMERCIAL PARK, SECTION ONE BY BELL FORGE ASSOCIATES, A TENNESSEE JOINT VENTURE, DATED JANUARY 14, 1984, AND RECORDED JANUARY 17, 1983, IN BOOK 5993, PAGE 769, AFORESAID RECORDS, AS AMENDED BY AMENDMENT TO DECLARATION OF PROTECTIVE COVENANTS FOR BELL FORGE COMMERCIAL PARK, SECTION ONE, DATED DECEMBER 15, 1983, AND RECORDED JANUARY 4, 1984, IN BOOK 6207, PAGE 838, AFORESAID RECORDS, AS AMENDED BY SECOND AMENDMENT TO DECLARATION OF PROTECTIVE COVENANTS FOR BELL FORGE COMMERCIAL PARK BY AND BETWEEN BELL FORGE ASSOCIATES, A TENNESSEE JOINT VENTURE, AFPC EQUITY INVESTOR LAND FUND 83-1, LTD, A TENNESSEE LIMITED PARTNERSHIP, COCHRAN PROPERTIES, INC., AND MARTIN THEATRES, INC., DATED MAY 21, 1984, AND RECORDED MAY 30, 1984, IN BOOK 6301, PAGE 755, AFORESAID RECORDS, AS AMENDED BY THIRD AMENDMENT TO DECLARATION OF PROTECTIVE COVENANTS FOR BELL FORGE COMMERCIAL PARK, DATED APRIL 21, 1987, AND RECORDED OCTOBER 9, 1987, IN BOOK 7375, PAGE 782, AFORESAID RECORDS.