Address New Owner:	Map-Parcel Numbers:	Send Tax Bill to:
BAI RIVERGATE OP LLC c/o Bon Aviv Investments LLC 342 Grand Avenue Englewood, New Jersey 07631 Attention: Amit Barnoon	034-060-034.00	BAI RIVERGATE OP LLC c/o Bon Aviv Investments LLC 342 Grand Avenue Englewood, New Jersey 07631 Attention: Amit Barnoon
This instrument prepared by: GREENBERG TRAURIG, LLP 77 WEST WACKER DRIVE, SUITE 3100, CHICAGO, IL 60601 And should be returned to REED SMITH LLP, 599 Lexington Avenue, New York, NY, 10022 Attn Joseph M. Marger		

SPECIAL WARRANTY DEED

FOR AND IN CONSIDERATION of the sum of TEN and NO/100 DOLLARS ($10.00) cash in hand paid, and other good and valuable consideration, the receipt and sufficiency of all of which are hereby acknowledged, Rivergate S.C. Outparcel, L.P., a Delaware limited partnership (the "Grantor"), has bargained and sold, and by these presents does transfer and convey to BAI Rivergate OP LLC, a Delaware limited liability company (the "Grantee"), Grantee's successors and assigns, certain land in Davidson County, State of Tennessee, being more particularly described in Exhibit A, which is attached hereto and incorporated herein by this reference (the "Property").

This conveyance of the Property, and all covenants and warranties contained herein, are made expressly subject to the following: See attached Exhibit B.

STATE OF NJ
COUNTY OF Bergen

The actual consideration or value, whichever is greater, for this transfer is $ 1,135,000

Affiant

Subscribed and sworn to before me this 26 day of March, 2012

TRUDY ANNE GRIMALDI
NOTARY PUBLIC
STATE OF NEW JERSEY
No. 2292414
COMMISSION EXPIRES OCTOBER 10, 2012

Notary Public

My Commission Expires: 10/10/2012

This is improved property located at 1699 Gallatin Road, Madison, Tennessee.

TO HAVE AND TO HOLD the Property with all appurtenances, estate, title and interest thereto belonging to the Grantee, Grantee's successors and assigns, forever.

Grantor covenants with the Grantee that the Property is free from all encumbrances made or suffered by Grantor, except to the extent otherwise set forth herein.

Grantor further covenants and binds itself, its successors and assigns to warrant and forever defend the title to the Property to the said Grantee, Grantee's successors and assigns, against the lawful claims of all persons whomsoever claiming by, through or under Grantor, except that no warranty is made as to the amount of acreage in the Property.

In addition to the conveyance of the Property described herein, the Grantor hereby transfers, quitclaims and assigns to the Grantee, Grantee's Successors and assigns, any and all right, title and interest that Grantor has in those lands adjacent to the Property which are being utilized for road or right of way purposes.

BILL GARRETT, Davidson County
Trans:T20120025355 DEEDWARRSP
Recvd: 04/09/12 09:22 5 pgs
Fees:28.00 Taxes:4199.50
20120409-0029665

IN WITNESS WHEREOF, the Grantor has executed this Deed this 30 day of March, 2012.

RIVERGATE S.C. OUTPARCEL, L.P., a Delaware limited partnership

By: Kimco Tennessee TRS, Inc., its general partner

By: _____
Name: Raymond Edwards
Title: Vice President

State of New York)
) SS
County of Nassau)

I, the undersigned, a Notary Public in and for said County, in the State aforesaid, DO HEREBY CERTIFY that Raymond Edwards as the VP of Kimco Tennessee TRS, Inc.* personally known to me, whose name is subscribed to the foregoing instrument, appeared before me this day in person and acknowledged that he signed and delivered the said instrument as his free and voluntary act for the purposes therein set forth.

Given under my hand and official seal, this 27th day of March, 2012.

_____
Notary Public

Janet Verdon
Notary Public, State of New York
No. 01VE6173386
Qualified in Nassau County
Commission Expires August 27, 2015

Commission expires: _____

* general partner of Rivergate S.C. Outparcel, L.P.

EXHIBIT A

LEGAL DESCRIPTION

TRACT I (FEE)

PROPERTY LOCATED IN THE 10TH COUNCILMANIC DISTRICT OF NASHVILLE, DAVIDSON COUNTY,TENNESSEE, BEING LOT ONE ON THE FINAL SUBDIVISION PLAT OF SECTION ONE, RIVERGATE STATION AS OF RECORD IN PLAT BOOK 6900, PAGE 813, IN THE REGISTER'S OFFICE FOR DAVIDSON COUNTY, TENNESSEE, AND BEING MORE PARTICULARLY DESCRIBED ACCORDING TO AN AS-BUILT SURVEY PREPARED BY WAMBLE AND ASSOCIATES, PLLC, JIMMY C. YATES, REGISTERED LAND SURVEYOR, TENNESSEE LICENSE NO. 1597, 40 MIDDLETON STREET, NASHVILLE, TENNESSEE, 37210, ORIGINALLY DATED AUGUST 2, 1996, AND LAST REVISED DECEMBER 2, 1998, BEARING FILE NO. 486-0598 AS FOLLOWS:

BEGINNING AT A POINT, SAID POINT BEING A P.K. NAIL (NEW) ON THE SOUTHWESTERLY RIGHT-OF-WAY LINE OF MYATT DRIVE, BEING 247.46 FEET SOUTHEAST OF THE SOUTH RIGHT-OF-WAY LINE OF GALLATIN PIKE, SAID POINT ALSO BEING THE NORTHEAST CORNER OF THE HEREIN DESCRIBED PROPERTY AND A COMMON CORNER WITH LOT TWO, SECTION ONE, RIVERGATE STATION AS OF RECORD IN PLAT BOOK 6900, PAGE 813, REGISTER'S OFFICE FOR DAVIDSON COUNTY, TENNESSEE; THENCE FOLLOWING SAID SOUTHWESTERLY RIGHT-OF-WAY LINE SOUTH 34 DEG. 30 MIN. 00 SEC. EAST 27.63 FEET TO AN IRON ROD (NEW); THENCE SOUTH 33 DEG. 04 MIN. 00 SEC. EAST 134.92 FEET TO A CONCRETE MONUMENT (OLD); THENCE WITH A CURVE TO THE LEFT HAVING A CENTRAL ANGLE OF 00 DEG. 16 MIN. 00 SEC., A RADIUS OF 5,774.58 FEET, AN ARC LENGTH OF 26.88 FEET AND A CHORD BEARING AND LENGTH OF SOUTH 33 DEG. 11 MIN. 33 SEC. EAST 26.88 FEET TO AN IRON ROD (NEW); SAID IRON ROD BEING THE SOUTHEAST CORNER OF THE HEREIN DESCRIBED PROPERTY AND THE NORTHEAST CORNER OF LOT ONE ON THE REVISED FINAL PLAT OF THE FIRST ADDITION OF ARMSTRONG COMMERCIAL AREA AS OF RECORD IN PLAT BOOK 5190, PAGE 235, REGISTER'S OFFICE FOR DAVIDSON COUNTY, TENNESSEE; THENCE LEAVING SAID SOUTHWESTERLY RIGHT-OF-WAY LINE AND FOLLOWING THE NORTH LINE OF SAID LOT ONE, ARMSTRONG COMMERCIAL AREA SOUTH 57 DEG. 42 MIN. 00 SEC. WEST 383.54 FEET, PASSING THE NORTHWEST CORNER OF SAID LOT ONE, ARMSTRONG COMMERCIAL AREA AT 251.22 FEET TO A P.K. NAIL (NEW), BEING A COMMON CORNER WITH THE AFOREMENTIONED LOT TWO, SECTION ONE, RIVERGATE STATION AND THE SOUTHWEST CORNER OF THE HEREIN DESCRIBED PROPERTY; THENCE FOLLOWING COMMON LINES WITH SAID LOT TWO, SECTION ONE, RIVERGATE STATION NORTH 41 DEG. 32 MIN. 06 SEC. WEST 107.40 FEET TO A P.K. NAIL (NEW); BEING THE NORTHWEST CORNER OF THE HEREIN DESCRIBED PROPERTY; THENCE CONTINUING WITH SAID COMMON LINES NORTH 28 DEG. 30 MIN. 10 SEC. EAST 170.94 FEET TO A P.K. NAIL (NEW); THENCE NORTH 57 DEG. 42 MIN. 00 SEC. EAST 248.27 FEET TO THE POINT OF BEGINNING, CONTAINING 68,508.38 SQUARE FEET OR 1.57 ACRES.

TRACT II (EASEMENT)

TOGETHER WITH THE BENEFIT OF THOSE EASEMENTS APPURTENANT TO SAID PROPERTY SET FORTH IN THE FOLLOWING:

(A) DECLARATION OF EASEMENTS DATED APRIL 30, 1999 EXECUTED BY RIVERGATE STATION JOINT VENTURE AND RECORDED IN BOOK 11459, PAGE 682, REGISTER'S OFFICE, DAVIDSON COUNTY, TENNESSEE.

(B) DECLARATION OF COVENANTS, CONDITIONS & RESTRICTIONS OF RECORD IN BOOK 7480, PAGE 965, IN SAID REGISTER'S OFFICE, AS AMENDED BY FIRST AMENDMENT TO DECLARATION OF COVENANTS, CONDITIONS & RESTRICTIONS OF RECORD IN BOOK 7537, PAGE 359, SAID REGISTER'S OFFICE.

(C) DECLARATION OF COVENANTS, CONDITIONS & RESTRICTIONS OF RECORD IN BOOK 7625,

PAGE 632, SAID REGISTER'S OFFICE, AS AMENDED BY FIRST AMENDMENT TO DECLARATION OF COVENANTS, CONDITIONS & RESTRICTIONS OF RECORD IN BOOK 7660, PAGE 478, SAID REGISTER'S OFFICE, AS AMENDED BY SECOND AMENDMENT TO DECLARATION OF COVENANTS, CONDITIONS & RESTRICTIONS OF RECORD IN BOOK 8194, PAGE 851, SAID REGISTER'S OFFICE, AS AFFECTED BY THAT CERTAIN ABSTRACT OF AGREEMENT BY AND BETWEEN RONALD UNDERBERG, RIVERGATE STATION JOINT VENTURE, O'CHARLEY'S, INC., AND LOGAN'S OF RECORD IN BOOK 9045,PAGE 364, SAID REGISTER'S OFFICE.

TOGETHER WITH RIGHTS BENEFITING THE PROPERTY UNDER THAT CERTAIN DEED OF EASEMENT & COVENANT AGREEMENT OF RECORD IN BOOK 7537, PAGE 401, SAID REGISTER'S OFFICE. THE EASEMENT PROPERTY BEING DESCRIBED THEREIN AS FOLLOWS:

COMMENCING AT AN EXISTING IRON PIN IN THE SOUTHERLY RIGHT-OF-WAY OF MYATT DRIVE TO FIND THE POINT OF BEGINNING, SAID IRON PIN BEING THE MOST NORTHEASTERLY CORNER OF THE PROPERTY IN BOOK 5190, PAGE 235, R.O.D.C.;

THENCE, FOLLOWING SAID SOUTHERLY RIGHT-OF-WAY OF MYATT DRIVE WITH A CURVE TO THE LEFT 391.79 FEET, TO AN IRON PIN, SAID CURVE HAVING A CENTRAL ANGLE OF 03° 53' 15", A RADIUS OF 5774.58 FEET, A TANGENT OF 195.97 FEET, AND A CHORD OF S 35° 53' 49" E, 391.72 FEET, TO THE POINT OF BEGINNING;

THENCE, CONTINUING WITH SAID SOUTHERLY RIGHT-OF-WAY OF MYATT DRIVE WITH A CURVE TO THE LEFT 90.00 FEET, TO A POINT, SAID CURVE HAVING A CENTRAL ANGLE OF 0° 53' 35", A RADIUS OF 5774.58 FEET, A TANGENT OF 45.00 FEET, AND A CHORD OF S 38° 17' 14" E, 90.00 FEET;

THENCE, LEAVING SAID RIGHT-OF-WAY S 57° 38' 14" W, 187.30 FEET, TO A POINT;

THENCE, N 41° 32' 06" W, 60.00 FEET, TO A POINT;

THENCE, N 48° 27' 54" E, 190.00 FEET, TO THE POINT OF BEGINNING.

BEING THE SAME PROPERTY CONVEYED TO RIVERGATE S.C. OUTPARCEL, L.P. BY DEED FROM RIVERGATE VENTURES PARTNERSHIP OF RECORD IN INSTRUMENT NO. 200502010011846, REGISTER'S OFFICE FOR DAVIDSON COUNTY, TENNESSEE.

EXHIBIT B

PERMITTED EXCEPTIONS

1. Real property taxes and assessments not yet due and payable.

2. Matters which may be disclosed by an accurate and complete land survey of the Property.

3. Declaration of Covenants, Conditions & Restrictions of record in Book 7480, page 965, in said Register's Office, as amended by First Amendment to Declaration of Covenants, Conditions & Restrictions of record in Book 7537, page 359, said Register's Office.

4. Declaration of Covenants, Conditions & Restrictions of record in Book 7625, page 632, said Register's Office, as amended by First Amendment to Declaration of Covenants, Conditions & Restrictions of record in Book 7660, page 478, said Register's Office, as amended by Second Amendment to Declaration of Covenants, Conditions & Restrictions of record in Book 8194, page 851, said Register's Office, as affected by that certain Abstract of Agreement by and between Ronald Underberg, Rivergate Station Joint Venture, O'Charley's, Inc., and Logan's of record in Book 9045,page 364, said Register's Office.

5. Rights, easements and covenants as set forth in that Deed of Easement & Covenant Agreement from The Armstrong Rubber Company to C. Hooper Development Company, recorded May 6, 1988 in Book 7537, Page 401 of Davidson County, Tennessee.

6. Rights or claims of tenants in possession of the Property based on any unrecorded lease or leases.