

CORPORATE CHARTER APPROVAL SHEET

** KEEP WITH DOCUMENT **

DOCUMENT CODE TLI BUSINESS CODE _____

19-08-159742

Close _____ Stock _____ Nonstock _____

P.A. _____ Religious _____

Merging (Transferor) _____

Surviving (Transferee) _____



1000362005728409

ID # 00000187 ACK # 1000362005728409
PAGES: 0004
BRE TARPON SOUTH PLAZA LLC

11/26/2013 AT 12:14 P WO # 0004228310

New Name _____

FEES REMITTED

Base Fee: 20-
Org. & Cap. Fee: _____
Expedite Fee: _____
Penalty: _____
County State Recordation Tax: \$15,985.00 -
State Transfer Tax: \$79,906 -
Certified Copies _____
Copy Fee: _____
Certificates _____
Certificate of Status Fee: _____
Personal Property Filings: _____
Mail Processing Fee: _____
Other: *St. Mary's County Transfer Tax* \$199,813 -
TOTAL FEES: \$459,589.00

_____ Change of Name
_____ Change of Principal Office
_____ Change of Resident Agent
_____ Change of Resident Agent Address
_____ Resignation of Resident Agent
_____ Designation of Resident Agent
and Resident Agent's Address
_____ Change of Business Code
_____ Adoption of Assumed Name
_____ Other Change(s) _____

Credit Card _____ Check Cash _____

Code _____

Attention: _____

Mail: Name and Address _____

Approved By: [Signature]

Keyed By: [Signature]

COMMENT(S): _____

SIMPSON THACHER & BARTLETT LLP
425 LEXINGTON AVENUE
NEW YORK, N.Y. 10017-3954

Stamp Work Order and Customer Number HERE
CUST ID: 0003011730
WORK ORDER: 0004228310
DATE: 12-04-2013 03:59 PM
AMT. PAID: \$459,589.00

Office Use Only

REPORT OF TRANSFER OF CONTROLLING INTEREST

(Please read the instructions below before completing this form)

1. Type of filing: Regular Permissive

2. Date of final transfer: 10/29/13

3. Name of Real Property Entity whose interest is being transferred: BRE TARPON SOUTH PLAZA LLC

4. Mailing address for Real Property Entity: C/O BRIXMOR PROPERTY GROUP
420 LEXINGTON AVE., NEW YORK, NY 10170

5. Type of Real Property Entity: Corp LLC LP GP or Joint Venture
 Unincorporated REIT Other-specify _____

6. State of formation: DE

7. Total consideration for the controlling interest being transferred: \$ 19,981,285.00

8. List below the value attributable to each of the following assets:

- a) Maryland Real Property \$ 19,981,285.00
- b) Non-Maryland Real Property \$ _____
- c) Cash \$ _____
- d) Securities \$ _____
- e) Maryland Tangible Personal Property* \$ _____

*Provide SDAT personal property account # for each return:

- f) Non-Maryland Tangible Personal Property \$ _____
- g) Other: Attach description and method of valuation \$ _____

9. Gross value of Real Property Entity assets: \$ 19,981,285.00

10. Real property in Maryland directly or beneficially owned by the Real Property Entity:

Parcel 1:

ST. MARY'S 08-159742 6113 SOUTH PLAZA, CALIFORNIA, MD 20619
 County Name SDAT Account No. Address or brief description
 Description of building/improvements: COMMERCIAL SHOPPING CENTER
 Title holder if different from Item 3 above: _____
 Consideration attributable to the parcel: \$ 19,981,285.00

Parcel 2:

County Name SDAT Account No. Address or brief description
 Description of building/improvements: _____
 Title holder if different from Item 3 above: _____
 Consideration attributable to the parcel: \$ _____
 *If more than two parcels, attach a separate sheet and indicate total number of parcels: _____

RECEIVED
 MARYLAND DEPARTMENT OF
 ASSESSMENTS & TAXATION
 2013 APR 26 10 12 AM

11. Specify and explain any exemptions authorized by law being claimed with this filing:
 (Attach a separate sheet if more space is required).

12. Transfer and Recordation taxes paid with this filing:

Item 7 amount: \$	<u>19,981,285</u>	x	<u>19,981,285</u>	= \$	<u>19,981,285</u>	x	<u>.8%</u>	= \$	<u>159,850</u>
			Item 8a amount		Total amount		Co. Rate		Co. Recordation
Item 9 amount: \$	<u>19,981,285</u>				<u>19,981,285</u>	x	<u>0.5%</u>	= \$	<u>99,906</u>
					Total amount		St. Rate		State Transfer
					<u>19,981,285</u>	x	<u>1%</u>	= \$	<u>199,813</u>
					Total amount		Co. Rate		Co. Transfer

Total Taxes \$ 459,569

Add the \$20 filing fee to the amount of the total taxes and make the check payable to the State Department of Assessments & Taxation.

13. I hereby declare under the penalties of perjury, pursuant to § 1-201 of the Maryland Tax-Property Code Annotated, that this filing (including any accompanying forms and attachments) has been examined by me and the information contain herein, to the best of my knowledge and belief, is true, correct and complete, that I am authorized to make this filing on behalf of the Real Property Entity, that I have accurately reported the percentage of controlling interest being transferred, that I have fully reported the consideration attributable to Maryland Real Property, and that I have answered truthfully each item of information requested on the form.

Signature of authorized filer: Steven Siegel, EVP Date: _____

14.) Contact information for this filing:

ROBERT JAMBOIS

646-344-8847

Name
C/O BRIXMOR PROPERTY GROUP

Telephone

NEW YORK

NY 10170

420 LEXINGTON AVE.

Address

City

State

Zip code

CUST ID:0003011730
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