

CORPORATE CHARTER APPROVAL SHEET

EXPEDITED SERVICE

** KEEP WITH DOCUMENT **

DOCUMENT CODE TC1 BUSINESS CODE _____

SEE BELOW

Close _____ Stock _____ Nonstock _____

P.A. _____ Religious _____

Merging (Transferor) _____

Surviving (Transferee) _____



1000362006039996

ID # 00000195 ACK # 1000362006039996
PAGES: 0007
K & P RETAIL HOLDINGS, LLC

02/21/2014 AT 01:04 P HO # 0004261748

New Name _____

FEES REMITTED

Base Fee: 20
 Org. & Cap. Fee: _____
 Expedite Fee: _____
 Penalty: _____
 State Recordation Tax: SEE BELOW 318,812
 State Transfer Tax: 316,640
 Certified Copies _____
 Copy Fee: _____
 Certificates _____
 Certificate of Status Fee: _____
 Personal Property Filings: _____
 Mail Processing Fee: _____
 Other: SEE BELOW
TOTAL FEES: 1,472,334

_____ 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 _____

_____ Documents on _____ Checks

Approved By: A01

Keyed By: SA

COMMENT(S):

04-09-0923 950201
 04-09-0923 950202
 13-03-329194
 13-03-337979
 13-03-337995
 Ha Co RT 215,210
 Ba Co RT 153,602
 Ha Co TT 326,075
 Ba Co TT 460,807

Code _____

Attention: _____

Mail: Name and Address

KIMCO REALTY CORPORATION
3333 NEW HYDE PARK RD
NEW HYDE PARK NY 11042

Stamp Work Order and Customer Number HERE

CUST ID:0003045168
WORK ORDER:0004261748
DATE:02-21-2014 01:04 PM
AMT. PAID:\$1,472,354.00

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: January 15, 2014

3. Name of Real Property Entity whose interest is being transferred: K & P Retail Holdings, LLC
(see attachment)

4. Mailing address for Real Property Entity: c/o Kimco Realty Corporation, 3333 New Hyde Park Road, Suite 100,
New Hyde Park, NY 11042, Attention: Nicole McCarthy

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

6. State of formation: Delaware

7. Total consideration for the controlling interest being transferred: \$ _____
See attachment

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

- a) Maryland Real Property \$ _____
- 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: \$ _____
see attachment

115,877,458.1

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

Parcel 1: 09-0923950201
 Baltimore 09-23-950201 NW corner Schwartz Ave., WS York Rd.
 County Name SDAT Account No. Address or brief description

Description of building/improvements: retail shopping center

Title holder if different from Item 3 above: Wyansess Associates

Consideration attributable to the parcel: \$ See attachment

Parcel 2:* 09-0923950202
 Baltimore 09-23-950202 MW corner Schwartz Ave., WS York Road
 County Name SDAT Account No. Address or brief description

Description of building/improvements: retail shopping center

Title holder if different from Item 3 above: Wyansess Associates

Consideration attributable to the parcel: \$ see attachment
 *If more than two parcels, attach a separate sheet and indicate total number of parcels: 5

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: SEE ATTACHMENT

Item 7 amount: \$ <input type="text"/>	x	Item 8a amount	= \$	x	Co. Rate	= \$	Co. Recordation
Item 9 amount: \$ <input type="text"/>			\$	x	0.5%	= \$	State Transfer
			\$	x	Co. Rate	= \$	Co. Transfer

Total Taxes \$ _____
 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.

KRC MARYLAND REALTY QRS, INC.

By: *Nickie McGetty* 2/12/14
 Signature of authorized filer Date

14.) Contact information for this filing:

Nicole McCarthy

516-869-7237

Name

Telephone

3333 New Hyde Park Rd., Suite 100

New Hyde Park

NY 11042

Address

City

State

Zip code

ATTACHMENT TO REPORT OF TRANSFER OF CONTROLLING INTEREST

Real Property Entity: K&P Holdings, LLC

1. Line 10: Additional real properties in Maryland directly or beneficially owned by the Real Property Entity.

a. Parcel 3: Harford County

SDAT Account No. A-03-329194

Address/brief description: 225 Brierhill Dr., Greenbrier Hills

Description of improvements: retail shopping center

Title holder: Greenbrier Shopping Center, LLC

Consideration: see section 2 of this Attachment

b. Parcel 4: Harford County

SDAT Account No. A-03-337979

Address/brief description: 1221 Churchville Rd, Greenbrier Hills

Description of improvements: retail shopping center

Title holder: Greenbrier Shopping Center, LLC

Consideration: see section 2 of this Attachment

c. Parcel 5: Harford County

SDAT Account No. A-03-337995

Address/brief description: vacant property off Todd Road, Greenbrier Hills

Description of improvements: open space

Title holder: Greenbrier Shopping Center, LLC

Consideration: see section 2 of this Attachment

2. Line 7: Explanation of Consideration. K&P Retail Holdings, LLC, the Real Property Entity described herein ("K&P"), is the owner of two entities which own real estate in Maryland which is described in this return. The real estate is encumbered by deeds of trust. K&P had two members, one of which owned an 89% interest in and one of which (KimEast Real Estate Investment Trust ("KimEast")) owned an 11% interest, in K&P. K&P entered into a merger agreement with KRC Maryland Realty QRS, Inc. pursuant to which K&P was merged into an affiliate of KimEast. Pursuant to the merger, a cash payment was made to the holder of the 89% interest; and no payment of any kind was made to KimEast. The total consideration payable below is the sum of (a) such cash payment, plus (b) 100% of the outstanding mortgage debt encumbering each property.

HARFORD COUNTY PROPERTY: total consideration (required to be described on line 7) is \$33,068,391.00.

BALTIMORE COUNTY PROPERTY: total consideration (required to be described on line 7) is \$30,900,000.00.

3. Line 8: Set forth below is the information for each property required by line 8 of the return::

HARFORD COUNTY PROPERTY:

(a) Maryland real property	\$35,958,070.00
(b) Non-Maryland real property	\$0
(c) Cash	\$316,856.00
(d) Securities	\$0
(e) Maryland tangible personal property	\$0
(f) Non-Maryland tangible personal property	\$0
(g) Other (accounts receivable)	\$191,381.00

BALTIMORE COUNTY PROPERTY:

(a) Maryland real property	\$34,098,170.00
(b) Non-Maryland real property	\$0
(c) Cash	\$185,559.00
(d) Securities	\$0
(e) Maryland tangible personal property	\$0
(f) Non-Maryland tangible personal property	\$0

(g) Other (accounts receivable) \$5,702.00

4. Line 9: The information required by line 9 of the return is as follows:

The gross value of the Real Property Entity's assets is the sum of \$36,466,307.00 (attributable to the Harford County property) and \$34,289,431.00 (attributable to the Baltimore County property)

4. Line 12: Tax calculations:

HARFORD COUNTY PROPERTY:

Item 7 amount (\$33,068,391.00) divided by item 9 amount (\$36,466,307.00) x

Item 8(a) amount (\$35,958,070.00) = \$32,607,511.00

\$32,607,511.00 x 0.660% (county recordation) = \$215,210.00

\$32,607,511.00 x 0.5% (state tax) = \$163,038.00

\$32,607,511.00 x 1.0% (county transfer) = \$326,075.00

Total tax = \$704,323.00

BALTIMORE COUNTY PROPERTY:

Item 7 amount (\$30,900,000.00) divided by item 9 amount (\$34,289,431.00) x

Item 8(a) amount (\$34,090,170.00) = \$30,720,435.00

\$30,720,435.00 x 0.5% (county recordation) = \$153,602.00

\$30,720,435.00 x 0.5% (state tax) = \$153,602.00

\$30,720,435.00 x 1.5% (county transfer) = \$460,807.00

Total tax = \$768,011.00

Total tax for both counties: \$1,472,334.00

CUST ID: 0003045168
WORK ORDER: 0004261748
DATE: 02-21-2014 01:04 PM
AMT. PAID: \$1,472,354.00