

Prepared by:



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20110609000169560 1/5 \$24.00
Shelby Cnty Judge of Probate, AL
06/09/2011 08:52:02 AM FILED/CERT

RECORD AND RETURN TO:

RA Valleydale, LLC
c/o REI Capital, LLC
115 Penn Warren Drive
Suite 300-385
Brentwood, TN 37027

ASSIGNMENT OF SUBLEASE AND BILL OF SALE

For value received, this instrument is executed and delivered as of June 2, 2011 (the "Effective Date"), by and between GOLDEN GATE PARTNERS, LLC and RMC JAX, LLC, as joint tenants (collectively, "Sellers"), and RA VALLEYDALE, LLC, a Florida limited liability company ("Purchaser"), covering the real property described in Exhibit A attached hereto ("Real Property").

1. Sale of Personalty. For good and valuable consideration, Sellers hereby sell, transfer, set over and convey to Purchaser the following (the "Personal Property"):

(a) Tangible Personalty. All of Sellers' right, title and interest, if any, in and to all the furniture, fixtures, equipment, and other tangible personal property owned by Sellers and located in or on the Real Property, except any personal property belonging to the tenant under the Lease (hereinafter defined) or to any management agent; and

(b) Intangible Personalty. All the right, title and interest of Sellers, if any, in and to assignable licenses and permits relating to the operation of the Property, assignable guaranties and warranties from any contractor, manufacturer or other person in connection with the construction or operation of the Property, and the right to use the name of the Property (if any), but specifically excluding any right, title or interest of Sellers in any trademarks, service marks and trade names of Sellers and with reservation by Sellers to use such names in connection with other property owned by Sellers in the vicinity of the Property.

2. Assignment and Assumption of Lease. For good and valuable consideration, Sellers hereby assign, transfer, set over and conveys to Purchaser, and Purchaser hereby accepts (i) all of the landlord's right, title and interest in and to, that certain Sublease Agreement dated

November 8, 2005, between Sovereign RA, LLC, as landlord, and HARCO, Inc., an Alabama corporation, as tenant ("Lease"), a memorandum of which is of record as Instrument No. 20051209000639730 in the Office of the Judge of Probate for Shelby County, Alabama, as the same has been transferred to Sellers by Assignment of Lease and Bill of Sale dated May 31, 2006, and of record as Instrument No. 20060331000150900 in the Office of the Judge of Probate for Shelby County, Alabama. Purchaser hereby assumes the obligations of Sellers under the Lease arising from and after the Effective Date and shall defend, indemnify and hold harmless Sellers from and against any liability, damages, causes of action, expenses, and attorneys' fees incurred by Sellers by reason of the failure of Purchaser to fulfill, perform, discharge, and observe its obligations with respect to the Lease arising from and after the Effective Date. Sellers agree to indemnify, defend and hold Purchaser harmless from and against any liability, damages, causes of action, expenses, and attorney's fees incurred by Purchaser by reason of the failure of Sellers to fulfill, perform, discharge, and observe its obligations with respect to the Lease arising before the Effective Date.

IN WITNESS WHEREOF, the undersigned have caused this instrument to be executed as of the date written above.

SELLERS:

GOLDEN GATE PARTNERS, LLC, a Florida
limited liability company

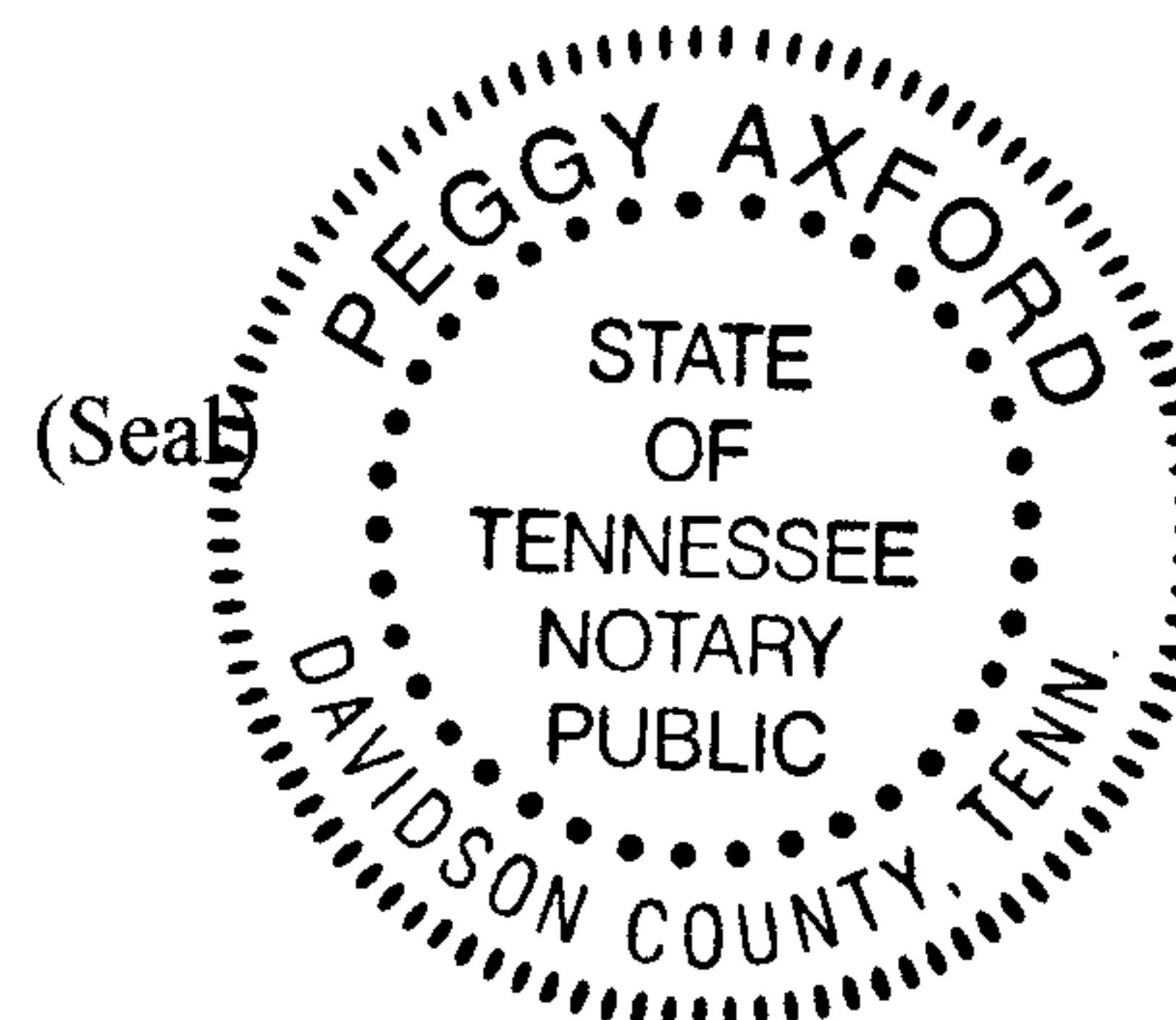
By: John W. Coleman
Name: John W. Coleman
Title: Manager

STATE OF TENNESSEE)
) SS.
COUNTY OF DAVIDSON)

On June 2, 2011 before me, Peggy Axford, a notary public in and for said state, personally appeared John W. Coleman personally known to me (or proved to me on the basis of satisfactory evidence) to be the person 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 person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

Peggy Axford
Signature of Notary
Expires: May 5, 2015



RMC JAX, LLC, a Florida limited liability
company

By: R Marie Coleman
Name: R. Marie Coleman
Title: Manager

STATE OF GEORGIA)
) SS.
COUNTY OF CLARKE)

On May 26, 2011 before me, Matt Edwards, a notary public in and
for said state, personally appeared R. Marie Coleman personally known to me (or proved to me
on the basis of satisfactory evidence) to be the person whose name is subscribed to the within
instrument and acknowledged to me that she executed the same in her authorized capacity, and
that by her signature on the instrument the person, or the entity upon behalf of which the person
acted, executed the instrument.

WITNESS my hand and official seal.

Matt Edwards
Signature of Notary

(Seal)

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PURCHASER:

RA VALLEYDALE, LLC, a Florida limited
liability company

By: John W. Coleman
Name: John W. Coleman
Title: Manager

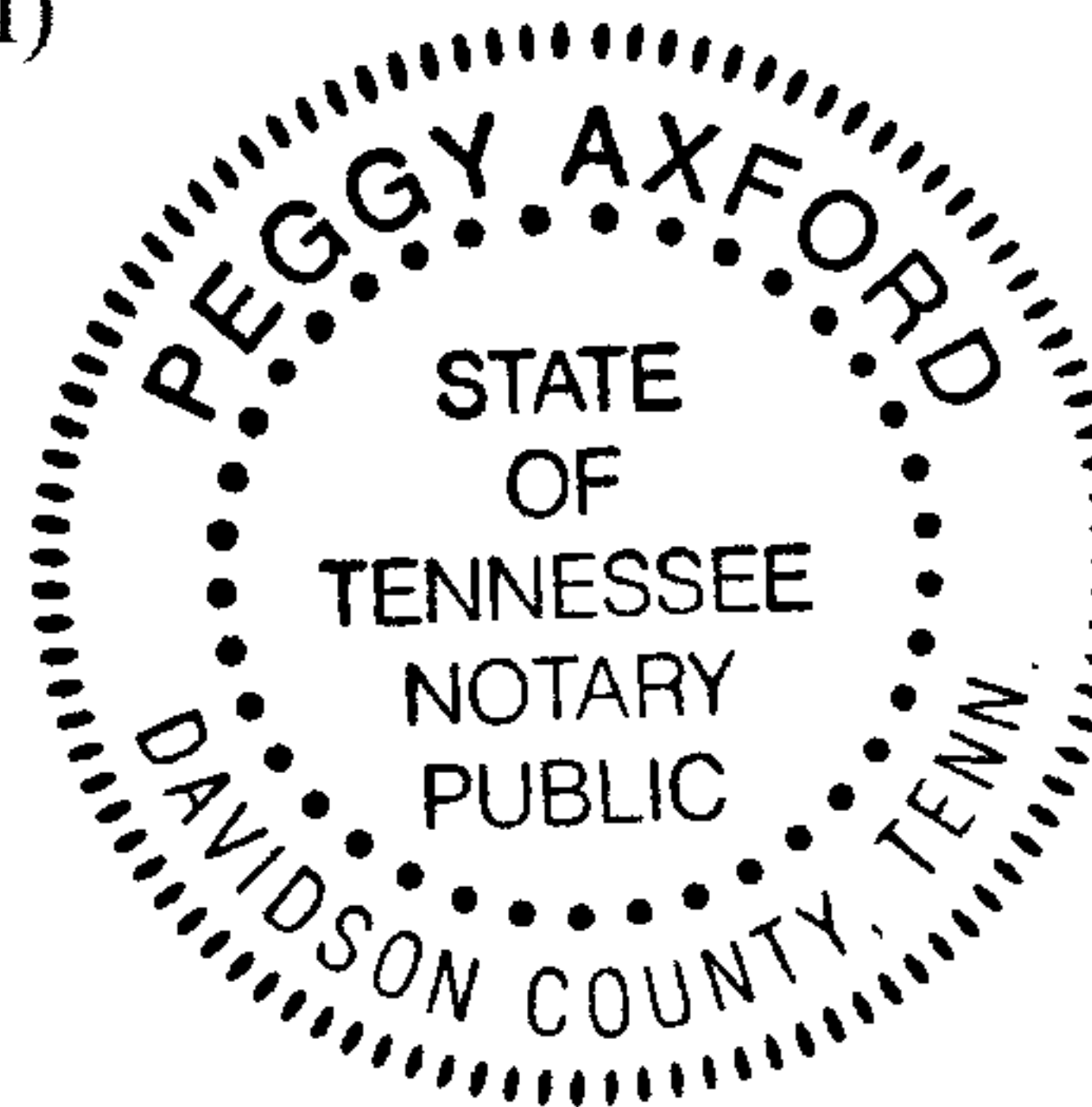
STATE OF TENNESSEE)
) SS.
COUNTY OF DAVIDSON)

On June 2, 2011 before me, Peggy Axford, a notary
public in and for said state, personally appeared John W. Coleman, personally known to me (or
proved to me on the basis of satisfactory evidence) to be the person 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 person, or the entity upon behalf of
which the person acted, executed the instrument.

WITNESS my hand and official seal.

Peggy Axford
Signature of Notary
Expires: May 5, 2015

(Seal)





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EXHIBIT A

PROPERTY DESCRIPTION

A parcel of land situated in the NE 1/4 of the NW 1/4 and the SE 1/4 of the NW 1/4 of Section 15, Township 19 South, Range 2 West, Shelby County, Alabama, more particularly described as follows:

Commence at the SW corner of the NE 1/4 of the NW 1/4 of Section 15, Township 19 South, Range 2 West, and run South 90 deg. 00 min. 00 sec. East along the South line of said 1/4-1/4 section for 254.03 feet to a point on the Easterly right of way line of Caldwell Mill Road and the point of beginning of the tract of land herein described; thence run North 37 deg. 35 min. 31 sec. West along said right of way line for 50.11 feet; thence run North 12 deg. 09 min. 54 sec. East for 99.77 feet to a point on the Southerly right of way line of Valleydale Road and the point of beginning of a curve to the right having a radius of 781.30 feet; thence run along said curve and said right of way line a chord bearing of North 67 deg. 36 min. 33 sec. East for 213.37 feet; thence run South 13 deg. 58 min. 29 sec. East for 224.91 feet; thence run South 89 deg. 56 min. 42 sec. East for 49.01 feet; thence run South 52 deg. 46 min. 09 sec. West for 230.12 feet to a point on said Easterly right of way line of Caldwell Mill Road; thence run North 37 deg. 35 min. 31 sec. West along said right of way line for 175.77 feet to the point of beginning; being situated in Shelby County, Alabama.

The land now known as:

Lot 1, according to the map of Valleydale Rite Aid Survey as recorded in Map Book 36, page 21, in the Probate Office of Shelby County, Alabama; being situated in Shelby County, Alabama.

Being a leasehold interest created by Ground Lease Agreement dated as of November 1, 2005, by and between Babington Properties, L.P., an Alabama limited partnership, as ground lessor, and Harco, Inc., an Alabama corporation, as ground lessee, a Memorandum of Lease being recorded at Instrument No. 20051209000639710, in the Probate Office of Shelby County, Alabama; the ground lessee's interest having been subsequently conveyed to Sovereign RA, LLC, by Assignment and Assumption of Ground Lease dated November 22, 2005, of record at Instrument No. 20051209000639720, said Probate Office, and further conveyed from Sovereign RA, LLC, to Golden Gate Partners, LLC, a Florida limited liability company, and RMC JAX, LLC, a Florida limited liability company, as tenants in common, by instrument dated March 31, 2006, of record at Instrument No. 20060331000150890 said Probate Office, and further conveyed from Golden Gate Partners, LLC, a Florida limited liability company, and RMC JAX, LLC, a Florida limited liability company, as tenants in common, to RA Valleydale, LLC, a Florida limited liability company, by instrument dated _____, 2011, of record at Instrument No. _____ said Probate Office.