

## Trade Street Residential to acquire Feldman Mall Properties, Inc. (Pink: FMLP) in reverse merger

**Deal Value: Approximately \$265 million**

Sandler O'Neill acted as financial advisor to Trade Street in connection with this transaction. Overall, this represents Sandler O'Neill's 15<sup>th</sup> financial services transaction January 1, 2012, more than any other investment bank during that time period. <sup>(1)</sup>

On April 23, 2012, Feldman Mall Properties, Inc. and its operating partnership, Feldman Equities Operating Partnership, LP (collectively, the "Company"), and Trade Street Capital, LLC, Trade Street Property Fund I, LP, and BCOM Real Estate Fund, LLC (collectively, "Trade Street") executed a Contribution Agreement pursuant to which Trade Street would contribute to the Company (a) ownership interests in multifamily residential properties containing an aggregate of 2,978 apartment units located in the Mid-Atlantic, Southeastern and Southwestern United States, (b) parcels of realty in the same geographic areas in pre-development and development stages for the construction of approximately 1,288 additional apartment units, and (c) related multifamily management and advisory assets, in exchange for the issuance by the Company of shares of common and preferred stock and/or common and preferred limited partnership interests in a newly formed Delaware limited partnership owned by the Company and the Company's wholly owned subsidiary.

The transaction is structured as a private placement in which the shares of common and preferred stock and/or common and preferred limited partnership interests to be issued will not be registered under the Securities Act of 1933, as amended. The existing multifamily properties, development parcels, and the other assets to be contributed to the Company at Closing have a total market value of more than \$265 million with an estimated equity value of approximately \$109 million. Existing shareholders of the Company will retain shares of common stock valued at approximately \$1.8 million in the aggregate (at \$0.12 per share), plus rights to receive a \$0.05 per share special distribution and warrants to purchase common stock of the Company.

Upon completion of the transaction, the Company will be an internally managed and advised real estate investment trust. It is anticipated that the Company will change its name to Trade Street Residential, Inc., the management team of Trade Street will comprise the management team of the Company, and that the board of directors of the Company will consist of seven members, five of whom will be independent directors.

(1) Includes financial services transactions since January 1, 2012; excludes terminated transactions or self-advisory roles

Source: SNL Financial

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