**LETTER OF TRANSMITTAL SAMPLE**

**To accompany certificates of common stock, $0.001 par value per share, of FNC Realty Corporation**

This Letter of Transmittal (“Letter of Transmittal”) is being delivered in connection with the Agreement and Plan of Merger, dated as of April 2, 2013 (the “Merger Agreement”), by and among Kimco Realty Services, Inc. (“KRS”), FNC Acquisition Co., Inc. (“Merger Sub”) and FNC Realty Corporation (“FNC”) providing for the merger of Merger Sub with and into FNC (the “Merger”). The Merger was consummated on April 2, 2013. Each book-entry or certificated share of FNC common stock (other than shares of common stock owned by KRS (or its affiliates), treasury shares or shares for which appraisal rights are properly exercised under Delaware law) formerly representing any such shares has been converted automatically, without the requirement of any exchange thereof, into the right to receive $0.73 in cash in exchange for each former share of FNC (the “Merger Consideration”).

The Merger Agreement permits shareholders to exercise appraisal rights pursuant to Section 262 of the Delaware General Corporation Law (“Delaware Law”) and to receive the “fair value” of the shares determined in accordance Delaware Law in lieu of the Merger Consideration. If you are a holder who wishes to exercise its appraisal rights, you should not send us your certificate(s) for FNC share or this Letter of Appraisal. A summary of the appraisal rights of former stockholders is set forth in the Notice of Merger and Appraisal Rights, which this Letter of Transmittal accompanied; however, the summary contained therein is not a complete statement of the law pertaining to appraisal rights and is qualified in its entirety by the full text of Section 262 of the Delaware Law, which is set forth in Appendix B thereto. **Former stockholders are urged to consult with their own attorney regarding the appraisal rights available to** **them, and the process to perfect those appraisal rights under Section 262 of the Delaware Law.**

*The undersigned represents that I (we) have full authority to surrender without restriction the book-entry or certificate(s) formerly representing shares of FNC common stock. You are hereby authorized and instructed to prepare in the name of and deliver to the address indicated below (unless otherwise instructed in the boxes in the following page) for each share formerly representing a share of FNC common stock and delivered pursuant to this Letter of Transmittal an amount equal to the Merger Consideration.*

Method of delivery of the certificate(s) is at the option and risk of the owner thereof. *See Instruction 1.*

Pursuant to the Merger, the undersigned encloses herewith and surrenders the following certificate(s) representing shares of FNC common stock:

|  |  |  |
| --- | --- | --- |
| **Name(s) and Address of Registered Holder(s)** |  | **DESCRIPTION OF SHARES** |
| If there is any error in the name or address shown below, please make the necessary corrections | **SURRENDERED** |
|  |  | ***(Please fill in. Attach separate schedule*** |
|  |  | ***if needed*)** |  |
|  |  |  |  |
|  |  | Certificate No(s) | Number of Shares |

Mail or deliver this Letter of Transmittal

together with the certificate(s) representing

your shares, to:

**TOTAL SHARES** 

Mail or deliver this Letter of Transmittal together with the certificate(s) representing your shares, to:



|  |  |  |  |
| --- | --- | --- | --- |
|  | If delivering by mail: |  | If delivering by hand or courier: |
|  |  |  |  |  |  |
| American Stock Transfer & Trust Company, LLC | American Stock Transfer & Trust Company, LLC |
|  | Operations Center |  | Operations Center |
| Attn: Reorganization Department | Attn: Reorganization Department |
|  | P.O. Box 2042 |  | 6201 15th Avenue |
| New York, New York 10272-2042 |  | Brooklyn, New York 11219 |

For assistance call (877) 248-6417 or (718) 921-8317

* **Check this box if your certificate(s) has been lost, stolen, misplaced or mutilated. See Instruction 5 on the reverse side of this form.**

SPECIAL PAYMENT INSTRUCTIONS

Complete **ONLY** if the check is to be issued in a name which differs from the name on the surrendered certificate(s). Issue to:

Name: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Address: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

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(Please also complete IRS Form W-9 on the reverse AND

see instructions regarding signature guarantee. *See Instructions 3, 4, 6 and 7*)

SPECIAL DELIVERY INSTRUCTIONS

Complete **ONLY** if check is to be mailed to some address other than the address reflected above. *See Instructions 4*. Mail to:

Name: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ Address: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

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***YOU MUST SIGN IN THE BOX BELOW AND PROVIDE YOUR TAX ID NUMBER ON THE BACK OF THIS FORM***

**SIGNATURE(S) REQUIRED**

Signature(s) of Registered Holder(s) or Agent

Must be signed by the registered holder(s) EXACTLY as name(s) appear(s) on stock certificate(s). If signature is by a trustee, executor, administrator, guardian, attorney-in-fact, officer for a corporation acting in a fiduciary or representative capacity, or other person, please set forth full title. *See Instructions 2, 3 and 7*.

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Registered Holder

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Registered Holder

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Title, if any

Date: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Phone No.: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

**SIGNATURE(S) GUARANTEED (IF REQUIRED)**

*See Instruction 3.*

Unless the shares are tendered by the registered holder(s) of the common stock, or for the account of a participant in the Securities Transfer Agent’s Medallion Program (“STAMP”), Stock Exchange Medallion Program (“SEMP”) or New York Stock Exchange Medallion Signature Program (“MSP”) (an “Eligible Institution”), the signature(s) must be guaranteed by an Eligible Institution. *See Instruction 3.*

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\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Authorized Signature

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\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Name of Firm

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Address of Firm - Please Print

**INSTRUCTIONS FOR SURRENDERING CERTIFICATES**

(*Please read carefully the instructions below*)

1. ***Method of Delivery***: Your old certificated or uncertificated share and the Letter of Transmittal must be sent or delivered to AmericanTransfer & Trust Company, LLC (the “Paying Agent”). *Do not send your certificates to Kimco Realty Services, Inc., FNC Realty* *Corporation or FNC Acquisition Co., Inc.* The method of delivery of shares to be surrendered to the Paying Agent at the address set forthon the front of this Letter of Transmittal is at the option and risk of the surrendering stockholder. Delivery will be deemed effective only when received. If you submit this Letter of Transmittal by facsimile, you must also send or deliver your certificate(s), if applicable, in order to receive payment. **If certificate(s) are sent by mail, registered mail with return receipt requested and proper insurance is** **suggested.**
2. ***Shares Held in Uncertificated Form***: If you hold shares formerly representing shares of FNC common stock in uncertificated form,you should still complete this Letter of Transmittal.
3. ***Payment in the Same Name***: If the check is to be issued in the same name as the surrendered shares is registered, this Letter ofTransmittal should be completed and signed exactly as the surrendered certificated or uncertificated shares are registered. *Do not sign* *stock certificate(s)*.Signature guarantees are not requiredif the shares surrendered herewith are submitted by the registered owner of suchshares who has not completed the section entitled “Special Payment Instructions” or are for the account of an Eligible Institution. If any of the shares surrendered hereby are owned by two or more joint owners, all such owners must sign this Letter of Transmittal exactly as written on the face of the certificate(s) (or, with respect to book-entry shares, in the records of FNC). If any shares are registered in different names on several certificates, it will be necessary to complete, sign and submit as many separate Letters of Transmittal as there are different registrations. Letters of Transmittal executed by trustees, executors, administrators, guardians, attorneys-in-fact, officers of corporations, or others acting in a fiduciary capacity who are not identified as such in the registration must be accompanied by proper evidence of the signer's authority to act.
4. ***Payment in Different Name****:*If the section entitled “Special Payment Instructions” is completed, then signatures on this Letter ofTransmittal must be guaranteed by a firm that is a bank, broker, dealer, credit union, savings association or other entity that is an Eligible Institution. If the surrendered certificates are registered in the name of a person other than the signer of this Letter of Transmittal, or if payment is to be made to a person other than the signer of this Letter of Transmittal, or if the payment is to be made to a person other than the registered owner(s), then the surrendered certificates must be endorsed or accompanied by duly executed stock powers, in either case signed exactly as the name(s) of the registered owners appear on such certificate(s) or stock power(s), with the signatures on the certificate(s) or stock power(s) guaranteed by an Eligible Institution as provided herein.
5. ***Special Payment and Delivery Instructions***: Indicate the name in which and address to which the check and stock certificate are to besent if different from the name and/or address of the person(s) signing this Letter of Transmittal. If Special Payment Instructions have been completed, an IRS Form W-9 must also be completed for the person named therein, and that person will be considered the record owner.
6. ***Letter of Transmittal Required; Surrender of Certificate(s; Lost Certificate(s****)*: You will not receive your check unless and until youdeliver this Letter of Transmittal, properly completed and duly executed, to the Paying Agent, together with the certificate(s) or other proper documentation evidencing your shares and any required accompanying evidences of authority. **If your certificate(s) has been lost,** **stolen, misplaced or destroyed, contact the Paying Agent for instructions at (877) 248-6417 or (718) 921-8317 prior to submitting your certificates for exchange.** Any FNC stockholder who has lost certificates should make arrangements (which may include theposting of a bond or other satisfactory indemnification and an affidavit of loss) to replace lost certificates. Such arrangements should be made with the Paying Agent.
	1. ***IRS Form W-9***:**TO ENSURE COMPLIANCE WITH TREASURY DEPARTMENT CIRCULAR 230, WE NOTIFY**

**YOU THAT (1) ANY DISCUSSION OF U.S. FEDERAL TAX ISSUES IN THIS LETTER OF TRANSMITTAL WAS NOT INTENDED OR WRITTEN TO BE RELIED UPON, AND CANNOT BE RELIED UPON, BY ANY TAXPAYER FOR THE PURPOSE OF AVOIDING PENALTIES THAT MAY BE IMPOSED ON THE TAXPAYER UNDER THE CODE, (2) SUCH DISCUSSION IS WRITTEN IN CONNECTION WITH THE PROMOTION OR MARKETING OF THE TRANSACTION OR MATTERS ADDRESSED HEREIN AND (3) HOLDERS SHOULD SEEK ADVICE BASED ON THEIR PARTICULAR CIRCUMSTANCES FROM AN INDEPENDENT TAX ADVISOR**.

Under current U.S. federal income tax law, a stockholder who exchanges FNC certificated or uncertificated shares for cash in the Merger may be subject to backup withholding. In order to avoid such backup withholding, the stockholder must provide the Paying Agent with such stockholder’s correct taxpayer identification number and certify that such stockholder is not subject to such backup withholding by completing the IRS Form W-9 provided herewith. In general, if a stockholder is an individual, the taxpayer identification number is the Social Security number of such individual. If the Paying Agent is not provided with the correct taxpayer identification number, the stockholder may be subject to a $50 penalty imposed by the Internal Revenue Service. For further information concerning backup withholding and instructions for completing the IRS Form W-9 (including how to obtain a taxpayer identification number if you do not have one and how to complete the IRS Form W-9 if the FNC certificated or uncertificated shares are held in more than one name), consult the instructions on the enclosed IRS Form W-9.

Certain stockholders are not subject to these backup withholding and reporting requirements. In order to satisfy the Paying Agent that a foreign individual qualifies as an exempt recipient, such stockholder must submit a statement, signed under penalties of perjury, attesting to that individual’s exempt status, on a properly completed Form W-8BEN, or successor form. Such statements can be obtained from the Paying Agent.

Failure to complete the IRS Form W-9 may require the Paying Agent to withhold a portion of the amount of any payments made pursuant to the Merger. Backup withholding is not an additional federal income tax. Rather, the federal income tax liability of a person subject to backup withholding will be reduced by the amount of tax withheld. If withholding results in an overpayment of taxes, a refund may be obtained provided that the required information is furnished to the Internal Revenue Service.

**NOTE: FAILURE TO COMPLETE AND RETURN THE SUBSTITUTE FORM W-9 MAY RESULT IN BACKUP WITHHOLDING OF A PORTION OF ANY PAYMENTS MADE TO YOU PURSUANT TO THE MERGER. PLEASE REVIEW THE ENCLOSED GUIDELINES FOR CERTIFICATION OF TAXPAYER IDENTIFICATION NUMBER ON SUBSTITUTE FORM W-9 FOR ADDITIONAL DETAILS.**

1. ***Stock Transfer Taxes.*** If payment is to be made to any person other than the registered holder, or if surrendered certificates oruncertificated shares are registered in the name of any person other than the person(s) signing this Letter of Transmittal, the amount of any stock transfer taxes (whether imposed on the registered holder or such person) payable as a result of the transfer to such person will be deducted from the payment for such securities if satisfactory evidence of the payment of such taxes, or exemption therefrom, is not submitted. Except as provided in this Instruction 8, it will not be necessary for transfer tax stamps to be affixed to the shares listed in this Letter of Transmittal.

All questions as to the validity, form and eligibility of any surrender of certificates will be determined by the Paying Agent and KRS and such determination shall be final and binding. The Paying Agent and FNC reserve the right to waive any irregularities or defects in the surrender of any certificates. A surrender will not be deemed to have been made until all irregularities have been cured or waived.

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