AFTER RECORDING, PLEASE RETURN TO:

Elliott P. Joseph, Esq.
Curtis, Mallet-Prevost, Colt & Mosle
101 Park Avenue
New York, New York 10178-0061

6588 762

THIS INSTRUMENT WAS PREPARED BY:

Brook Boyd, Esq.
Herrick, Feinstein
2 Park Avenue
New York, New York 10016

LIMITED WARRANTY DEED

ADDRESS OF NEW OWNER, AND ADDRESS FOR TAX BILLS, IS AS FOLLOWS:

CHARLOTTE ACRES, INC.
745 Fifth Avenue - Ninth Floor
New York, New York 10151

MAP AND PARCEL NUMBERS:

091-14-0 248.00

RECEIVED
JUN 21 12 10 PM
DAVIDSON COUNTY TENNESSEE
REGISTER'S OFFICE
IDENTIF. REFERENCE

J 1 4 9 4 R

THIS INDENTURE, made this 18th day of June, 1985 between GOULD INVESTORS TRUST, a Massachusetts business trust having an office at Suite 303, 60 Cutter Mill Road, Great Neck, New York 11021 ("Grantor"), and CHARLOTTE ACRES, INC., a Delaware corporation having an office at 745 Fifth Avenue, Ninth Floor, New York, New York 10151 ("Grantee").

WITNESSETH: That the Grantor, for and in consideration of Three Million Seven Hundred Nineteen Thousand Six Hundred Seventy Two and 49/100 Dollars ($3,719,672.49) to the Grantor in hand paid by the Grantee, the receipt and sufficiency whereof is hereby acknowledged, hereby sells and conveys unto the Grantee, and its successors and assigns forever, all of its right, title and interest in that certain tract of land situated and being in the County of Davidson and State of Tennessee which is more particularly described on Schedule A attached hereto and made a part hereof together with all improvements located thereon,

and together with the appurtenances, easements (including, without limitation, the Easements, Restrictions and Option Agreement dated September 28, 1979 between Gould Investors Trust and Five H Investments recorded on February 26, 1980 in Book 5570, Page 560 of the Register's Office of Davidson County, and the Essential Road Easement dated December 28, 1979 between Five H Investments and Gould Investors Trust recorded on February 26, 1980 in Book 5570, Page 553 of said Register's Office) and all the estate and rights of the Grantor in and to said premises (hereinafter called the "Premises"); provided, however, this conveyance is subject to all matters set forth on Schedule B attached hereto and made a part hereof, and to the Assignment of Shopping Center Leases made by the Grantor to the Grantee the date hereof; BOOK 5588 PAGE 763

TO HAVE AND TO HOLD, the Premises, with all and singular the hereditaments and appurtenances of and to the same belonging or in anywise appertaining to the Grantee, and its successors and assigns forever; and the Grantor, for the Grantee and its successors and assigns, does covenant and agree to and with the Grantee and its successors and assigns that the Grantor has not done or suffered anything whereby the Premises have been encumbered with respect to the matters and leases specified above.

The Premises are improved property.

Being part of the property acquired by Grantor by deed from Charlotte Pike Associates dated December 1, 1979 and recorded in Book 5539, Page 1, in the Register's Office of Davidson County, Tennessee.

Notwithstanding the fact that the Premises are conveyed subject to the Tennessee Trust Deed made by Charlotte Pike Associates, as Grantor, to Nashville City Bank, as Trustee, for the Industrial Development Board of the Metropolitan Government of Nashville and Davidson County, as Beneficiary, dated November 19, 1979, and recorded on November 19, 1979 in Book 5532, Page 540 in the Register's Office of Davidson County, Tennessee, as the same has been amended or assigned, (hereinafter called the "First Trust Deed"), Charlotte Acres, Inc., as the Grantee hereunder, has not become personally liable for and has not assumed, either expressly or impliedly, directly or indirectly, any mortgage indebtedness or any obligation to either the Grantor hereunder, the holder of the notes secured by the First Trust Deed, or anyone else.

Notwithstanding the above, recourse against the Grantor or its successors and assigns under this Deed shall be limited

only to the Premises. The Grantor, its trustees, officers, and shareholders, and its successors and assigns, shall not be personally liable hereunder.

IN WITNESS WHEREOF, the Grantor has hereto caused this instrument to be executed by the undersigned duly authorized officer of the Grantor on the 17th day of June, 1985.

Signed in the presence of:

GOULD INVESTORS TRUST

By: _____
President

ATTEST:

By: _____

(Corporate Seal)

6583 761

STATE OF NEW YORK)

COUNTY OF NEW YORK)

The actual consideration or value, whichever is greater, for this transfer is $3,719,672.49.

CHARLOTTE ACRES, INC.

By: _____
Robert Mandor
Vice President

Subscribed and sworn to before me, this 18th day of June, 1985.

BOOK 6588 PAGE 765

_____
Notary Public

DAVID A. LEITMAN
Notary Public, State of New York
No. [illegible]
Qualified in [illegible] County
Commission Expires March 30, 1986

(Affix Seal)

STATE OF NEW YORK)

COUNTY OF NEW YORK)

Before me, a Notary Public in and for said State and County, duly commissioned and qualified, personally appeared Fredric Gould, with whom I am personally acquainted, or proved to me on the basis of satisfactory evidence, and who, upon oath, acknowledged himself to be the President of Gould Investors Trust, the within named bargainor, a Massachusetts business trust, and that he as such President, being authorized so to do, executed the foregoing instrument for the purposes therein contained by signing the name of the business trust by himself as such President. Witness my hand and seal this 19th day of June, 1985.

[illegible] 766

David A. Leitman

Notary Public

DAVID A. LEITMAN
Notary Public, State of New York
No. 31 4751559
Qualified in New York County
Commission Expires March 30, 1986

NOTARY PUBLIC

SCHEDULE A

Being a parcel of land in the First Civil District of Davidson County, Tennessee, lying on the south side of Charlotte Pike between Lellyett Street and Osceola Avenue, being Lot No. 1 as shown on the Plat of John M. Branham's Farm, Section Two of record in Plat Book 5210, page 252, said Register's Office and described as follows:

BK 5588 PG 767

BEGINNING at the point of intersection of the southerly margin of Charlotte Pike and the easterly line of the property conveyed to Herbert Page of record in Book 3762, page 112, Register's Office for Davidson County, Tennessee; thence with said Charlotte Pike N75° 45' E, 68.50 feet to a point; thence,leaving said pike with the line between Lot Nos. 1 and 2, S 24° 23' E, 173.00 feet to a point; thence, continuing with said lot lines N 73° 57' E, 315.75 feet to a corner to West Nashville Heights Church of Christ of record in Book 3254, page 243, Register's Office for Davidson County, Tennessee; thence, with Church's south line N82° 04' 38" E, 83.10 feet to a point; thence, continuing with said Church's line of record in Book 2544, page 28, Register's Office for Davidson County, Tennessee, S 06° 04' E, 765.14 feet to the northeast corner of Reserved Parcel "A"; thence, leaving said Church's west line with the north line of Reserved Parcel "A" S 79° 26' W, 209.22 feet to a point; thence, N 14° 15' W, 5.00 feet to a point; thence, S 75° 45' W, 310.00 feet to the west line of Reserved Parcel "A" and herein described Lot No. 1; thence, with said west line of Lot No. 1 N 06° 04' W, 110.03 feet to a point; thence, N 75° 46' E, 122.70 feet to a point; thence, N 14° 14' W, 193.00 feet to a point; thence, S 75° 46' W, 95.01 feet to a point; thence, with said west line of Lot No. 1 N 06° 04' W, 612.84 feet to the point of beginning.

BEING part of the same property conveyed by Charlotte Pike Associates to Gould Investors Trust by deed dated December 1, 1979 of record in Book 5539, page 1, Register's Office of Davidson County, Tennessee.

Schedule B

Deed of Trust from Charlotte Pike Associates, a Tennessee General Partnership, to Nashville City Bank, Trustee, dated November 19, 1979, of record in Book 5532, Page 540, Register's Office for Davidson County, Tennessee, to secure to the Industrial Development Board of The Metropolitan Government of Nashville and Davidson County, (hereinafter referred to as "Board") a Tennessee nonprofit corporation, an indebtedness in the amount of $2,500,000.00, and any other sums which may be and become payable under the terms thereof, including but not limited to principal, interest and service fee. said Deed of Trust and all right, title and interest to the same having been assigned to Southern Farm Bureau Life Insurance Company by instrument of record in Book 5532, Page 555, said Register's Office. (Tract Two released from said Deed of Trust by Release of record in Book 5570, Page 605, BOOK 6588 PG 768

Modification Agreement of Trust Deed between Gould Investors Trust and Southern Farm Bureau Life Insurance Company of record in Book 5570, Page 597, said Register's Office.

Subordination Agreement between Southern Farm Bureau Life Insurance Company and Nashville City Bank, Trustee, which subordinates the rights of Southern Farm Bureau Life Insurance Company to an Easements, Restrictions and Option Agreement entered into between Gould Investors Trust and Five H Investments.

Amendment to Deed of Trust ' entered into by Charlotte Pike Associates, The Industrial Development Board of the Metropolitan Government of Nashville and Davidson County and Gould Investors Trust, dated November 7, 1980, and of record in Book 5675, Page 299, said Register's Office.

UCC-1 Financing Statement from Charlotte Pike Associates, Debtor, to the "Board", secured party, and assigned to Southern Farm Bureau Life Insurance Company of record in Book 5532, Page 562, said Register's Office.

1985 property taxes.

Unrecorded lease between Kimco Properties of Nashville, Inc. to SCOA Industries, Inc. dated April 6, 1979.

Memorandum of Lease between Kimco Properties of Nashville, Inc. and Pic 'N Pay Shoes of Tennessee, Inc., the lease being dated April 5, 1979, and the Memorandum of Lease being dated April 30, 1979 and being of record in Book 5436, Page 842, said Register's Office. and First Amendment to Lease dated January 3, 1980 and being of record in Book 5656, Page 611, said Register's Office.

Collateral Assignment of Leases from Charlotte Pike Associates to the Industrial Development Board of The Metropolitan Government of Nashville and Davidson County dated November 19, 1979, and being of record in Book 5532, page 551, said Register's Office.

Collateral Assignment of Lease from the Industrial Board of The Metropolitan Government of Nashville and Davidson County to Southern Farm Bureau Life Insurance Company dated November 19, 1979, and being of record in Book 5532, Page 558, said Register's Office.

Collateral Assignment of Leases from Gould Investor's Trust to the Industrial Board of The Metropolitan Government of Nashville and Davidson County dated November 7, 1980 and being of record in Book 5675, Page 311, said Register's Office.

Collateral Assignment of Leases from the Industrial Board of The Metropolitan Government of Nashville and Davidson County to Southern Farm Bureau Life Insurance Company dated November 9, 1980 and being of record in Book 5675, Page 308, said Register's Office.

Memorandum of Lease between Gould Investors Trust and Credithrift of America, Inc. dated September 1, 1984, and being of record in Book 6353, Page 868, and re-recorded in Book 6354, Page 204, said Register's Office.

Agreement between Kimco Development Corporation and Gould Investors Trust as to option provisions contained in Easements, Restrictions and Option Agreement of record in Book 5633, Page 265, said Register's Office.

Plat of record in Book 5210, Page 252, said Register's Office shows the following:

a) Twenty (20) feet wide drainage easement extending along northerly boundary.

b) Ten (10) feet wide storm drainage easement and public utility easement along easterly and southerly boundaries.

c) Ten (10) feet wide electric easement extending along rear of existing building.

d) Thirty (30) feet wide water and sewer easement extending from Charlotte Avenue in northwesterly portion of property.

e) Ten (10) feet wide water easement extending across property from westerly boundary to utility and drainage easement along easterly boundary in the approximate center of the parcel.

f) Twenty-five (25) feet wide electric easement extending from southerly boundary to northerly boundary.

g) Owner's Certificate, Note 2 and Note 3, and note regarding easement rights of owner.

Fifteen (15) feet wide sewer easement to Metropolitan Government of Nashville and Davidson County, Tennessee, described in instrument of record in Book 3913, Page 920, said Register's Office.

Twenty (20) feet wide sewer easement to Metropolitan Government of Nashville and Davidson County, Tennessee, described in instrument of record in Book 5674, Page 362, said Register's Office.

Essential road easement between Five H Investment and Gould Investors Trust of record in Book 5570, Page 553, said Register's Office.

Easements, Restrictuions and Option Agreement dted September 28, 1979, between Gould Investors Trust and Five H. Investments of record in Book 5570, Page 560, said Register's Office.

Easements, Restrictions and Option Agreement dated September 28, 1979, between Gould Investors Trust and Five H. Investments of record in Book 5570, Page 560, said Register's Office.

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Assignment and Agreement between Five H Investments Kimco Develcpement corporation of record in Book 5630, page 694, said Register's Office. This agreement dated December 28, 1979, is an assignment of portions of rents from Five H. Investments to Kimco Developement Corporation. It constitutes an exception at this time in that document recite that Kimco Developement Corporation is the beneficial owner of subject property. The date of the instrument is subsequent to the execution date of the deed from Charlotte Pike Associates to Gould Investors Trust Which is dated December 1. 1979.

All State of facts disclosed on the survey by Barge Waggoner Sumner & Cannon dated May 20, 1985.

OFFICIAL RECEIPT

FELIX Z. WILSON, II

REGISTER OF DAVIDSON COUNTY

NASHVILLE, TENNESSEE

RECEIVED OF _____

FOR _____

BOOK 6588 PAGE 771

CO -CONVEYANCE	CC -CERTIFIED COPY	MISC -MISCELLANEOUS
MO -MORTGAGE	REL -RELEASE	COTX -STATE TAX CONVEY
WD -WARRANTY DEED	UCC -UNIFORM COMMERCIAL CODE	MOTX -STATE TAX MORT
TD -TRUST DEED		PRFEE -PROBATE FEE

DATE	SYMBOL	VALUATION	TAX AND FEES	TOTAL PAID

3,719,672.49 Convey.

9671.22 CSTAX

.50 PRFEE

27.00 WDEED

CHECK 9698.72-

0615A06/21/85 BAL .00

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

J. 1: 4: 9 4: 8:

IDENTIF. REFERENCE

JUN 21 12 10 PM '85

FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN

No. 146992