BOOK 6796 PAGE 314

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THIS INSTRUMENT PREPARED BY:
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IDENTIFICATION REFERENCE

MAR 5 9 47 AM '86

PEGGY Z. WILLIAMS REGISTER
DAVIDSON COUNTY, TN

QUITCLAIM DEED

STATE OF GEORGIA

COUNTY OF FULTON

THIS INDENTURE, made the 30th day of December in the year one thousand nine hundred and eighty five, between

SUSSEX/NASHVILLE ASSOCIATES, a Georgia General Partnership having Donald H. Morgan and Skymount Investment Company, N.V., as general partners

as party of the first part, hereinafter called "Grantor", and

NATIONAL COMMUNITY CENTERS XII, L.P., a Delaware limited partnership having Alan Talansky as its general partner

as party of the second part, hereinafter called "Grantee" (the words "Grantor" and "Grantee" to include their respective heirs, successors, and assigns where the context requires or permits).

WITNESSETH that: Grantor, for and in consideration of the sum of one dollar ($1.00) and other valuable considerations in hand paid at or before the sealing and delivery of these presents, the receipt whereof is hereby acknowledged, by these presents does hereby remise, convey, and forever QUITCLAIM unto the said Grantee that certain tract or parcel of land lying and being situated in the 1st Civil District of Davidson County, Tennessee, and being more particularly described on Exhibit "A" attached hereto and made a part hereof.

IN WITNESS WHEREOF, Grantor has signed and sealed this deed, effective the day and year first above written.

Jonathan R. Shils
Unofficial Witness

Unofficial Witness

"GRANTOR"

SUSSEX/NASHVILLE ASSOCIATES, a Georgia general partnership having Donald H. Morgan and Skymount Investment Company, N.V. as general partners

By: Donald H. Morgan
Donald H. Morgan,
General Partner

By: Skymount Investment Company, N.V., a Netherland Antilles corporation

By:

Its: Managing Director

[Seal]

Person or Agency Responsible for payment of taxes:

National Community Centers XII, L.P.
c/o National Property Analysts, Inc.
1818 Market Street, Suite 3600
Philadelphia, PA 19103

Tax Map & Parcel: 8DZ-00300 & 8DZ-00140

STATE OF GEORGIA)
:ss
COUNTY OF FULTON)

Before me, the undersigned authority, a Notary Public in and for said County and State personally appeared DONALD H. MORGAN, with whom I am personally acquainted or proved to me on the basis of satisfactory evidence and who, upon oath acknowledged himself to be a general partner of SUSSEX/NASHVILLE ASSOCIATES, the within named bargainor, a Georgia general partnership, and that he as such partner being authorized so to do, executed the foregoing instrument for the purposes therein contained by signing the name of the partnership by himself as partner.

Witness my hand and seal at office in Fulton County, this 17TH day of February 1986.

Notary Public
Notary Public, Georgia, State at Large
My Commission Expires September 11, 1989

My Commission Expires: _____

[Seal]

SUSAN SUTHERLAND NOTARY PUBLIC FULTON CTY. GA.

COMMONWEALTH OF THE BAHAMAS
NEW PROVIDENCE

Before me, the undersigned authority, a Notary Public, personally appeared Trevor D. A. Sunderland with whom I am personally acquainted or proved to me on the basis of satisfactory evicence, and who upon oath acknowledged himself to be the Managing Director of SKYMOUNT INVESTMENT COMPANY, N.V., a Netherlands Antilles corporation, a general partner of SUSSEX/NASHVILLE ASSOCIATES, the within named bargainor, a Georgia general partnership, and that he as such officer of Skymount Investment Company, N.V., being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation as partner of Sussex-Nashville Associates.

Witness my hand and seal this 5th day of February, 1986.

Notary Public

My Commission Expires: 31 DEC. 1986

[Seal]

I hereby swear or affirm that the actual consideration or true value of this transfer, whichever is greater, is $0.

Affiant

Sworn to and subscribed before me, this 5 day of February, 1986.

Notary Public

My Commission Expires: 31 DEC. 1986

[Seal]

EXHIBIT "A"

[LEGAL DESCRIPTION]

Land in the 1st Civil District of Davidson County, Tennessee, lying south of Clees Ferry Road and between Interstate I-40 and Charlotte Pike, and being Lots Nos. 1 and 2 on the Plan of Charlotte Square, Section 2, of record in Plat Book 4660, page 126 in the Register's Office for Davidson County, Tennessee, being improved property now known as Charlotte Square Shopping Center described as follows:

BEGINNING at a 1-1/2 inch diameter iron pipe in the west margin of Charlotte Pike, 377 feet, more or less, southerly from the center line of Clees Ferry Road; thence South 46 degrees 32 minutes west 552.1 feet along the westerly right of way of Charlotte Pike to a 1-1/2 inch diameter iron pipe located at the easternmost corner of property shown as belonging to Union Oil Company of California; thence North 47 degrees 24 minutes West 609.9 feet to a 1 inch pipe; thence South 46 degrees 03 minutes West 37.8 feet to a fence post; thence North 46 degrees 52 minutes West 591.0 feet to a fence post located on the centerline of a 33 foot wide roadway easement shown on Plat in Book 332, page 68 in the Register's Office for Davidson County, Tennessee; thence North 41 degrees 48 minutes East 568.2 feet with the center of said easement to a 1-1/2 inch diameter pipe; thence South 50 degrees 11 minutes East 293.82 feet to a point; thence in a northerly direction with a curve to the right having a center angle of 9 degrees 53 minutes, a radius of 2040.00 feet, a chord bearing and distance of North 43 degrees 19 minutes Easts 351.42 feet and a curve length of 352.49 feet, to a point on the south margin of Clees Ferry Road; thence along the south margin of said Road, South 50 degrees 36 minutes East 40.47 feet to a point; thence southerly around a curve to the left having a central angle of 10 degrees 05 minutes, a radius of 2000.00 feet a chord bearing and distance of South 43 degrees 22 minutes West 351.74 feet a curve length of 352.17 feet to a point; thence South 50 degrees 11 minutes East 268.84 feet to a point; thence South 40 degrees 33 minutes West 24.1 feet to a point; thence South 48 degrees 16 minutes East 646.3 feet to the point of BEGINNING, containing 16.23 acres, more or less.

Said property being more particularly described on that plat of survey for Charlotte Square Shopping Center originally prepared for J.E. Crain & Son by Barge, Waggoner, Sumner & Cannon, Inc., dated May 24, 1967, and revised December 12, 1985, by John H. Wright of Barge, Waggoner, Sumner & Cannon, Inc., Tennessee Registered Land Surveyor No. 1014.

Together with all easements, rights of way, appurtenances and other rights and benefits belonging to the property described above.

Together with all buildings and other improvements now located, erected or constructed upon the property described above.

Together with all right, title and interest, if any, of the Grantor in and to any strips and gores adjoining and adjacent to the property described above and in and to any land lying in the bed of any street, road, or way, open or proposed, in front of or adjoining said property, and all right, title and interest, if any, of the Grantor in and to any award made or to be made in lieu thereof and in and to any award for damage to said property, or any improvements thereon by reason of any change of grade in any street, road or way.

Being the same property conveyed to Skymount Investment Company, N.V., a foreign corporation by deed from J. T. Crain and Charlotte Square Company, a partnership composed of Crain

Investment Properties, acting by and through its duly authorized General Partners, J. T. Crain as to an undivided one-half interest in and to the beneficial ownership, and Carl Storey, Jr. as to an undivided one-half interest in and to the beneficial ownership, of record in Deed Book 5605, Page 842 in the Register's Office for Davidson County, Tennessee.

The purpose of this Quitclaim Deed is to convey any interest which may be held by Grantor in the above described premises pursuant to that certain Partnership Agreement between Grantor and Skymount Investment Company, N.V., the record owner of the title to the above described premises, dated as of May 19, 1980.

EXHIBIT "B"

[PERMITTED ENCUMBRANCES]

1. Taxes for the year 1986 and subsequent years. Said taxes being neither due nor payable.

2. Lease by and between J. T. Crain, individually and Charlotte Square Company, Lessor, and Martin Theaters of Georgia, Inc., of record in Book 4452, page 965, being for a term of 15 years, with an option to renew.

3. Easement for right of way of 33 foot road as shown on the Plan of record in Book 332, page 68, Register's Office for Davidson County, Tennessee, which is the west boundary of the premises.

4. Easement for sanitary and/or storm drain granted Metropolitan Government of Nashville and Davidson County, in Book 3836, page 675, Register's Office for Davidson County, Tennessee.

5. Restrictions in instrument dated October 22, 1960, in Book 3178, page 430, Register's Office for Davidson County, Tennessee.

6. Memorandum of Lease by and between Charlotte Square Company, a partnership hereinafter called Lessor and McDonalds Corporation, a Delaware corporation, hereinafter called the Lessee, dated June 11, 1973, filed December 20, 1974 of record in Book 4876, page 583, Register's Office for Davidson County, Tennessee.

7. The recorded Plan of record in Book 4660, page 126, Register's Office for Davidson County, Tennessee shows an Owner's Certificate, a 100 foot setback line from Charlotte Pike, an easement for an 8 inch water main in a ten foot easement running generally northwest to southeast through the center of said lot, and a 16.5 foot roadway easement along the northwesterly line of said lot (affects Lot No. 1 only).

8. The recorded Plan in Book 4660, page 126, Register's Office for Davidson County, Tennessee shown an Owner's Certificate, a 100 foot set back line from Charlotte Pike, a 65 foot access easement along the front portion of said lot, and a 50 foot access easement along the northeast line of said lot (affects Lot No. 2 only).

9. Survey of Barge, Waggoner, Sumner and Cannon dated May 24, 1967 and revised March 29, 1972, April 17, 1972, October 25, 1972, November 26, 1979 and December 19, 1985 shows a 100 foot building set back line from Charlotte Pike which has been violated by a Photo-T building, a ten foot waterline easement across the center of the premises, a 50 foot access easement along the northeast line, a 65 foot access easement along Charlotte Pike, a sewer easement across the northerly portion of the premises and utility lines across the premises.

10. Lease by and between J.E. Crain and J.T. Crain DBA Charlotte Square Company, Lessor, and Big K Charlotte Square, Inc., Lessee, dated June 23, 1965, filed November 14, 1980, of record in Book 5678, page 476, in the Register's Office for Davidson County, Tennessee, and amended in Book 5678, page 501, said Register's Office. NOTE: Charlotte Square Company did not join in the execution of the Lease Amendment of record in Book 5678, page 501, said Register's Office.

11. Conveyance of 8 inch water main within a 10 foot easement from Charlotte Square Company to the Metropolitan Government of Nashville and Davidson County, Department of Water and Sewerage Services, dated December 30, 1966, of record in Book 4096, page 326, Register's Office for Davidson County, Tennessee.

03/05 10:00- CHECK