E-4 35
CT Ic

THIS INSTRUMENT PREPARED BY
AND RETURN TO:

Mason W. Stephenson, Esq.
King & Spalding
191 Peachtree Street
Atlanta, Georgia 30303-1763

BOOK 8519 PAGE 649

Grantee Address:

Retail Fund Limited Partnership
3350 Cumberland Circle
Suite 1500
Atlanta, GA 30339

Send Bill to: Same

Map Parcel No: 97-130

QUITCLAIM DEED

THIS INSTRUMENT is made and entered into this 30th day of December, 1991 by and between GENERAL ELECTRIC CREDIT EQUITIES, INC., a Delaware corporation, as successor by merger to Priest Point Holdings, Inc., a Tennessee corporation, pursuant to Articles of Merger filed on or about the date hereof (hereafter referred to as "Grantor") and RETAIL FUND LIMITED PARTNERSHIP, a Georgia limited partnership (hereinafter referred to as "Grantee").

For and in consideration of the sum of One ($1.00) Dollar and other valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Grantor conveys unto Grantee all its rights, title and interest in and to all that tract or parcel of land lying and being in Davidson County, Tennessee, being Lot No. 2, on the plan of Priest Point, as shown on plat of record in Plat Book 6900, Page 746, in the Register's Office of Davidson County, Tennessee, to which plat reference is hereby made for a more particular description. This conveyance is made subject to those matters listed on Exhibit "B", attached hereto.

IN TESTIMONY WHEREOF, I have hereunto set my signature on the day and date written above.

GENERAL ELECTRIC CREDIT EQUITIES, INC.

By: _____

Title: VICE PRESIDENT

[CORPORATE SEAL]

7.36.1.2.

IDENTIFICATION REFERENCE

Dec 31 3 05 PM '91

FILED & WITNESSED REGISTER
DAVIDSON COUNTY, TN

rebhm/21300/78029/DeedPP1
Tue Dec 24 11:35:51 1991

BOOK 8519 PAGE 650

STATE OF Georgia :

COUNTY OF Fulton :

On this 30th day of December, 1991, before me, Barbara H. Morgan, a Notary Public in and for said State and County, duly commissioned and qualified, personally appeared Fernando A. Nasmyth 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 Vice President of General Electric Credit Equities, Inc., the within named bargainor, a corporation, and that he as such officer, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by himself as such officer.

WITNESS my hand and Notarial Seal the day and year above written.

Barbara H Morgan
Notary Public
Notary Public, Gwinnett County, Georgia
My Commission Expires May 22, 1992

My Commission Expires: _____

(Notary Seal)

7354 12/31 0101 03CHECK 21.00

The actual consideration or value, whichever is greater, for this transfer is $ 0 .

Signed, sealed and delivered in the presence of:

NEW MARKET-PENSACOLA, L.P.,
a Georgia limited partnership

Witness
Print Name: LAURA KURLANDER

By: _____ (SEAL)
Daniel M. DuPree,
its Managing General Partner

Witness
Print Name: _____

Address: 3350 Cumberland Circle
Suite 1500
Atlanta, GA 30339

STATE OF Georgia)
)s.s:
COUNTY OF Fulton)

The foregoing instrument was acknowledged before me this 30th day of December, 1991, by Daniel M. DuPree, managing general partner of New Market-Pensacola, L.P., a Georgia limited partnership, on behalf of the limited partnership. He is personally known to me or has produced _____ as identification and did take an oath.

Barbara H Morgan
Name: Barbara H Morgan
Notary Public - State of Georgia

[Notary Seal]

My Commission Expires:

Notary Public, Gwinnett County, Georgia
My Commission Expires May 22, 1992

EXHIBIT A

LEGAL DESCRIPTION

Lot No. 2, Priest Point

Being a parcel of land in Nashville, Thirteenth Councilmanic District, Second Civil District, Davidson County, Tennessee, located in the southwesterly quadrant of Blackwood Drive and Stewarts Ferry Pike, being Lot No. 2 shown on the plan of Priest Point of record in Book 6900, Page 746, R.O.D.C., and being more particularly described as follows:

BEGINNING at a concrete monument in the southerly margin of Blackwood Drive, being the northeast corner of Lot 136, Larchwood Subdivision, Section Two, as recorded in Book 5200, Page 207, R.O.D.C., Tennessee;

THENCE, in a northeasterly direction with a curve to the right, 172.35 feet to a concrete monument, said curve having a radius of 600.00 feet, a central angle of 16° 27′ 30", a tangent distance of 86.77 feet and a chord of N 49° 44′ 34" E, 171.76 feet;

THENCE, with a curve to the left, 119.12 feet to a concrete monument, said curve having a radius of 1,000.00 feet, a central angle of 6° 49′ 30", a tangent distance of 59.63 feet and a chord of N 54° 33′ 34" E, 119.05 feet;

THENCE, continuing with Blackwood Drive, N 51° 08′ 49" E, 484.02 feet to a concrete monument;

THENCE, with a curve to the right, 181.52 feet to the common corner to described Lot No. 2 and Lot No. 1 shown on said referenced plan, said curve having a radius of 650.00 feet, a central angle of 15° 59′ 59", a tangent of 91.35 feet and a chord of N 59° 08′ 49" E, 180.92 feet;

THENCE, leaving said Blackwood Drive with the boundary between said Lot Nos. 1 and 2, S 24° 48′ 06" E, 95.92 feet to a point;

THENCE, S 19° 40′ 18" W, 15.00 feet to a point;

THENCE, with a curve to the left, 8.00 feet to a point, said curve having a radius of 148.00 feet, a central angle of 3° 05′ 53", a tangent distance of 4.00 feet and a chord of S 68° 46′ 57" E, 8.00 feet;

remcc/21300/GECCNM/LegalNash
Tue Dec 17 18:16:08 1991

THENCE, with a curve to the right, 73.87 feet to a point, said curve having a radius of 157.02 feet, a central angle of 26° 57′ 16", a tangent distance of 37.63 feet and a chord of S 56° 51′ 15" E, 73.19 feet;

THENCE, with a curve to the left, 34.02 feet to a point, said curve having a radius of 25.00 feet, a central angle of 77° 58′ 07", a tangent distance of 20.23 feet and a chord of S 82° 21′ 40" E, 31.46 feet;

THENCE, with a curve to the right 81.61 feet to a point, said curve having a radius of 171.80 feet, a central angle of 27° 13′ 04", a tangent distance of 41.60 feet and a chord of N 72° 15′ 49" E, 80.84 feet;

THENCE, N 85° 52′ 21" E, 60.47 feet to a point in the westerly margin of Stewarts Ferry Pike (Pleasant Hill Road), said point being the common corner to described Lot No. 2 and Lot No. 1, shown on said referenced plan;

THENCE, with said margin S 8° 27′ 44" W, 691.49 feet to a concrete monument in the north line of the United State of America property (J. Percy Priest Reservoir):

THENCE, leaving said margin with said U.S.A. property N 76° 01′ 00" W, 417.29 feet to a concrete monument;

THENCE, S 14° 07′ 54" W, 133.31 feet to a concrete monument, being the northeasterly corner of Larchwood Subdivision, Section Two, and a corner of Lot 115 of said subdivision;

THENCE, with said subdivision, N 66° 37′ 22" W, 423.76 feet to a concrete monument;

THENCE, N 50° 10′ 51" W, 136.08 feet to the point of beginning.

Containing 492,572 square feet or 11.31 acres, more or less.

EXHIBIT B

PERMITTED TITLE EXCEPTIONS

(Nashville, Tennessee)

1. Taxes for the year 1991 a lien, but not yet due and payable.

2. All matters shown on the Plat of record in Book 6900, Page 746, Register's Office for Davidson County, Tennessee, including an Owner's Certificate and other matters.

3. Restrictive covenants contained in an instrument of record in Book 6553, pages 353 through 357, Register's Office for Davidson County, Tennessee.

4. Agreement for Dedication of Easement, Water Mains and Appurtenances, of record in Book 7492, Page 465, in said Register's Office.

5. Storm Water Detention Agreement of record in Book 7446, Page 845, in said Register's Office.

6. Terms and provisions of Lease between Priest Point Associates, L. P., and J. P. Brown Drug Store, Inc., Memorandum of which is recorded in Book 7647, Page 937, in said Register's Office.

7. Shopping Center Lease by and between Priest Point Associates, L. P., a Delaware limited partnership, and Super Value Stores, Inc., a Delaware corporation, dated August 17, 1987, as amended by First Amendment to Shopping Center Lease by and between Priest Point Associates, L. P., a Delaware limited partnership, and Randalls International, Inc., a South Dakota corporation, dated February 24, 1988.

8. Terms and conditions of Memorandum of Lease by and between Priest Point Associates, L. P., a Delaware limited partnership, and Super Value Stores, Inc., a Delaware corporation, dated March 20, 1989, recorded March 22, 1989, in Book 7798, Page 924, in said Register's Office.

9. Terms and conditions of Memorandum of Lease Assignment by and between Super Value Stores, Inc., a Delaware corporation, and Randalls International, Inc., a South Dakota corporation, dated March 18, 1989, recorded March 22, 1989, in Book 7798, Page 928, in said Register's Office.

10. Terms and conditions of Memorandum of Lease Assignment by and between Randalls International, Inc., a South Dakota corporation, and Super Valu Stores, Inc., a Delaware corporation, dated March 18, 1989, recorded March 22, 1989, in Book 7798, Page 931, in said Register's Office.

11. Deed of Conveyance to Metropolitan Government of Nashville and Davidson County, Tennessee, of record in Book 8127, Page 681, in said Register's Office.

12. Rights of tenants in possession of the property as tenants only.

13. Matters shown on that certain ALTA/ACSM Land Title Survey of Priest Point Shopping Center prepared by Barge Waggoner Sumner and Cannon, Wendell H. Talley, Sr., Tennessee Registered Land Surveyor No. 785, last revised September 25, 1991.