Box 36

I-D.050
Nashville, TN

This Instrument Prepared By:

Bernard Turiel, Esq.
90 Woodbridge Ctr. Dr.
Woodbridge NJ 07095
When Recorded Mail To:

Jeffrey M. Diamond, Esq.
Marcus Rosenberg & Diamond LLP
488 Madison Avenue
New York, New York 10022

BOOK 11277 PAGE 952

Map No. 60, Parcel No. 82

Space Above for Recorder's Use

DEED

THIS INDENTURE made as of November 19, 1998, by NASHVILLE TENN. ASSOCIATES, a general partnership, having an address at c/o I. Reiss & Son, 60 East 42nd Street, New York, New York 10165, hereinafter called the Grantor, to 12 CHURCH ASSOCIATES LLC, a New York limited liability company, having an address at c/o The Feil Organization, Inc., 7 Penn Plaza, New York, New York 10001, hereinafter referred to as Grantee.

W I T N E S S E T H :

That the Grantor, for and in consideration of the sum of Ten ($10.00) Dollars, and other good and valuable consideration, receipt whereof is hereby acknowledged, hereby grants, bargains, sells, aliens, remises, releases and conveys unto the Grantee, its successors and assigns, all that certain land, with the buildings and improvements thereon, situate and lying in the State and in the County set forth and as more particularly described in Schedule A annexed hereto and made a part hereof.

TOGETHER with all the tenements, hereditaments and appurtenances thereto belonging or in anywise appertaining, and all of Grantor's estate and rights in and to said premises.

TOGETHER with all of Grantor's right, title and interest in and to any streets and roads abutting said premises to the center lines thereof.

TO HAVE AND TO HOLD, unto the Grantee, its successors and assigns, the same in fee simple forever.

AND the Grantor hereby covenants with the Grantee that the Grantor has not done or suffered anything whereby the said premises have been encumbered by the Grantor in anyway whatever, except as set forth on Schedule B.

IN WITNESS WHEREOF, the said Grantor has caused this instrument to be executed in its name by its duly authorized general partner as of the date first above written.

NASHVILLE TENN. ASSOCIATES

By Linda Reiss Heffner
Linda Reiss Heffner, General Partner

Signed, Sealed and Delivered
in the Presence of:

Arthur Reiss
ARTHUR REISS

Edwin Hirschberg
EDWIN HIRSCHBERG

STATE OF NEW YORK)
: ss.:
COUNTY OF NEW YORK)

On this 18th day of November, 1998, before me, a notary public duly authorized, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared LINDA REISS HEFFNER, who acknowledged herself to be the general partner of NASHVILLE TENN. ASSOCIATES, a general partnership, and that as such general partner, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing the name of the partnership by herself as general partner, and as the free act and deed of said partnership.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Tracie A. DeGenova
Notary Public

TRACIE A. DE... NOTARY PUBLIC STATE OF NEW...

Tracie A. DeGenova
Notary Public, State of New York
Registration #01DE6012649
Qualified In Westchester County
My Commission Expires Aug. 31, 2000

Nashville, Tennessee

Legal Description

Land in Davidson County, Tennessee, being Lot No. 3 on the Plan of Revisions to Brick Church Business Park of record in Plat Book 6900, page 706, Register's Office for Davidson County, Tennessee, to which reference is made for a more complete and accurate description.

Being the same property conveyed to Nashville Tenn. Associates by Deed from The Castner-Knott Dry Goods Co. of record in Book 7920, page 357, Register's Office for Davidson County, Tennessee.

Schedule A

7452 12/31 0001 09:08:15 TAX 25.00

I-D.50b

Nashville, Tennessee

1. Short Form Lease Agreement between Nashville Tenn. Associates, Lessor, and The Caster-Knott Dry Goods Co., Lessee, of record in Book 7634, page 382, re-recorded in Book 8057, page 709, in said Register's Office.

2. Lease Agreement dated July 11, 1988 between Nashville Tenn. Associates, as Lessor, and The Castner-Knott Dry Goods Co., as Lessee; First Amendment to Lease dated September 29, 1989; Letter Agreement dated February 11, 1997.

05317S1
IDENTIF. & REFERENCE
98 DEC 31 PM 3:51
REGISTER
DAVIDSON COUNTY, TN.

Schedule B

RECORDERS MEMO
LEGIBILITY OF WRITING, TYPING OR
PRINTING IN THIS DOCUMENT
UNSATISFACTORY WHEN RECEIVED

I-D.050d
Nashville, TN

VALUE AFFIDAVIT (FOR DEED)

STATE OF NEW YORK)
: ss.:
COUNTY OF NEW YORK)

The actual consideration or value, whichever is greater, for this transfer is $9,100,000.00.

NASHVILLE TENN. ASSOCIATES

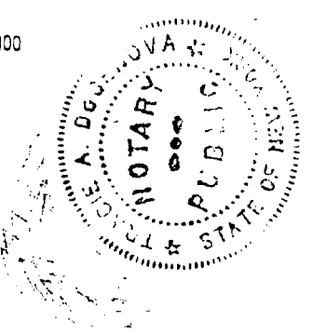
By Linda Reiss Heffner
Linda Reiss Heffner, General
Partner, Affiant

Subscribed and sworn to before me this 18th day of November, 1998.

Tracie A. DeGenova
Notary Public

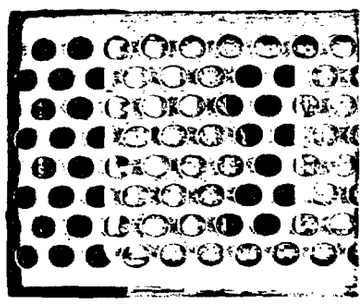
Tracie A. DeGenova
Notary Public, State of New York
Registration #01DE6012649
Qualified in Westchester County
My Commission Expires Aug. 31, 2000

(Stamp and Seal)



OFFICIAL RECEIPT

BILL GARRETT
REGISTER OF DAVIDSON COUNTY
NASHVILLE, TENNESSEE



RECEIVED OF _____

FOR _____

BOOK 11277 PAGE 957

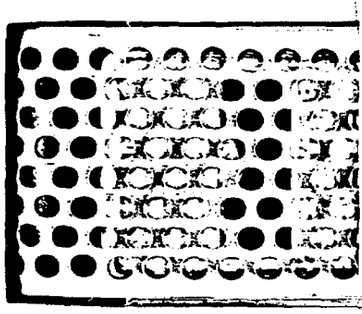
CO - CONVEYANCE	CC - CERTIFIED COPY	MISC - MISCELLANEOUS
MO - MORTGAGE	REL - RELEASE	CO TX - STATE TAX CONVEY
WD - WARRANTY DEED	UCC - UNIFORM COMMERCIAL CODE	MO TX - STATE TAX MORT
TD - TRUST DEED	CFEE - COMPUTER FEE	PRFEE - PROBATE FEE

CAMT	
	9100000.00
CON TX	33670.00
PRFEE	1.00
WDEED	20.00
CFEE	2.00
TOTAL	33693.00
CHECK	33693.00

12/31/98 01 15:49 0001 7452

053175 I
IDENTIF. & REFERENCE

98 DEC 31 PM 3:52
BILL GARRETT REGISTER
DAVIDSON COUNTY, TN.



RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

No. 1404758