Davidson County DEEDWARR
Recvd: 12/11/00 11:33 6pgs
Fees:27.00 Taxes:16872.00
20001211-0121765

WARRANTY DEED

THIS INDENTURE, made as of the 7th day of December, A.D., 2000, between PL NASHVILLE LIMITED PARTNERSHIP, a limited partnership organized and existing under the laws of the State of Tennessee with its principal place of business at 33 South Service Road, Jericho, New York, First Party, and

R-LITTLE RIVER LIMITED PARTNERSHIP, a limited partnership organized and existing under the laws of the State of South Carolina with its principal place of business at 33 South Service Road, Jericho, New York, Second Party,

WITNESSETH: that said First Party, for and in consideration of the sum of FOUR MILLION FIVE HUNDRED SIXTY THOUSAND AND 00/100 (US$4,560,000.00) DOLLARS to it in hand paid by said Second Party, the receipt of which is hereby acknowledged, and the First Party

has granted, bargained, sold, and conveyed and does hereby grant, bargain, sell and convey unto the said Second Party the real estate located in Nashville, Davidson County, Tennessee, described on the attached Schedule A, which is incorporated herein and made a part hereof by this reference,

with the hereditaments and appurtenances thereto appertaining, TO HAVE AND TO HOLD the said premises to the said Second Party, their heirs and assigns forever.

And said First Party, for itself and for its successors and assigns does hereby covenant with said Second Party, their heirs and assigns, that it is lawfully seized in fee simple of the premises above conveyed and has full power, authority and right to convey the same, and that said premises are free from all encumbrances and that it will forever warrant and defend the said premises and the title thereto against the lawful claims of all persons whomsoever.

Parcel A being the same property conveyed to the First Party by deed recorded in deed book 9200, page 558 in the records of the register's office for Davidson County, Tennessee and the Parcel B being the same property conveyed to the First Party by deed from Ace Nashville Limited Partnership and intended to be recorded in the said register's office immediately prior hereto.

Whenever in this instrument a pronoun is used it shall be constructed to represent either singular or plural, as the case may demand.

IN WITNESS WHEREOF the said First Party has caused this instrument to be executed and its name to be signed hereto by its sole General Partner in accordance with its Operating Agreement and by consent of its Members the day and year first above written.

Attest:

PL NASHVILLE LIMITED PARTNERSHIP,
a Tennessee limited partnership

By: PL MANAGEMENT NASHVILLE LIMITED PARTNERSHIP,
a Tennessee limited partnership,
Its Sole General Partner

By: R NASHVILLE CORP.,
a Tennessee corporation,
Its Sole General Partner

By: _____
Name: Florence Rosen
Title: Vice President

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

On the 6th day of December, in the year 2000 before me, the undersigned, personally appeared Florence Rosen, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.

_____
Notary Public

MARNA E. BERNSTEIN
Notary Public, State of New York
No. 01BE4940021
Qualified in Nassau County
Commission Expires 08/01/2002

This instrument was prepared by:

Marna E. Bernstein, Esq.
Cullen and Dykman
100 Quentin Roosevelt Boulevard
Garden City, New York 11530
(516) 357-3744

The Name and Address of a Property Owner
Owner: R-Little River Limited Partnership
Address: 33 South Service Road, Jericho, New York 11753-1006

Person or Entity Responsible for Payment of Taxes:
President of R-Little River Limited Partnership
Address: 33 South Service Road, Jericho, New York 11753-1006

STATE OF NEW YORK)
COUNTY OF NASSAU)

I hereby swear or affirm that the actual consideration or true value of this transfer, whichever is greater, is $4,560,000.00

Affiant: Florence Rosen
Vice President
R Nashville Corp.

Subscribed and sworn to before me this 6th day of December, 2000.

Notary Public

My Commission Expires: 10/31/02

PETRINA DI SANTO
Notary Public, State of New York
No. 01DI4628615
Qualified in Nassau County
Commission Expires

Fidelity National Title

Insurance Company of New York

File Number: 20001128

Property Description

SCHEDULE A
PARCEL A

A tract of land in the Second Civil District of Metropolitan Nashville and Davidson County, Tennessee; said tract being all of Lot 3 on the Resubdivision of Lot 2, Phase No. 1 and Phase No. 2 on the Revised Site Plan for PRIEST LAKE PLAZA SHOPPING CENTER of record in Book 5200, Page 30, R.O.D.C., Tennessee, all of Lot 2 on the Resubdivision of Lot No. 4 on plat entitled Resubdivision of Lot No. 2, Phase No. 1 and Phase No. 2 on the Revised Site Plan for PRIEST LAKE PLAZA SHOPPING CENTER of record in Book 5200, Page 344 R.O.D.C., Tennessee and part of TRACT II conveyed to Bank Ope, Lexington, NA, by Trustee's Deed from Stephen C. Baker, Trustee of record in Book 8752, Page 376, R.O.D.C., Tennessee and being more particularly described together as follows:

Beginning at an existing iron pin on the west right-of-way line of Murfreesboro Pike, the most northerly corner of Lot 1 on the Revised Site Plan of PRIEST LAKE SHOPPING CENTER of record in Book 4860, Page 87, R.O.D.C., Tennessee and the northeast corner of the herein described tract; thence,

1. With the north boundary line of said Lot 1, S 72 Deg. 24 min. 15 sec. W, 149.95 feet to an existing iron pin: thence,

2. With the west boundary line of said Lot 1 and part of the west boundary line of Lot 2 on the First Revision Resubdivision of Lot 2, Phase No.1 and Phase No.2 on the Revised Site Plan for the PRIEST LAKE PLAZA SHOPPING CENTER of record in Book 7900, Page 475, R.O.D.C., Tennessee, S 17 deg. 32 min. 26 sec. E, 298.28 feet to an existing mark on the curb; thence,

3. With the north boundary line of Lot 1 on the Resubdivision of Lot No. 4 on plat entitled Resubdivision of Lot No. 2, Phase No.1 and Phase No.2 on the Revised Site Plan for PRIEST LAKE PLAZA SHOPPING CENTER of record in Book 5200, Page 344, R.O.D.C., Tennessee, S 89 deg. 44 min. 02 sec. W, 81.09 feet to an existing railroad spike: thence,

4. With the west property line of said Lot 1, S 1 deg. 54 min. 46 sec. E, 190.43 feet to an existing drilled hole in curb; thence,

5. With the south boundary line of said Lot 1, N 88 deg. 05 min. 02 sec. E, 145.00 feet to an existing iron pin in the west right-of-way line of Bell road: thence,

6. With the west eight-of-way line of Bell Road, S 12 deg. 32 min. 32 sec. W, 203.51 feet to an existing iron pin in the northeast corner of Forest E. Charlton property of record in Book 4183, Page 898 R.O.D.C., Tennessee; thence,

7. With Charlton's north boundary line, N 88 deg. 29 min. 59 sec. W, 176.76 feet to an existing iron pin; thence,

8. N 80 deg. 18 min. 57 sec. W, 406.32 feet to an existing iron pin; thence,

9. With the west boundary line of the property of Emma & Johnnie J. Baskin of record in Deed Book 5335, Page 896, R.O.D.C., Tennessee N 12 deg. 43 min. 39 sec. E, 82.44 feet to an existing concrete monument; thence,

10. With the south boundary line of Cecil V. Waldron, et ux, of record in Deed Book 7362, Page 679, R.O.D.C., Tennessee, N 87 deg. 09 min. 35 sec. E, 44.05 feet to an existing iron pin: thence,

11. With the east boundary line of said Waldron and Wendell Hale of record Book Deed 2279, Page 311, R.O.D.C., Tennessee N 3 deg. 04 min. 59 sec. E, 198.56 feet to an existing iron pin; thence,

12. Continuing with said Hale's east boundary line, N 2 deg. 42 min. 09 sec. E, 62.40 feet to an existing iron pin; thence,

13. With the north boundary line of said Hale, S 85 deg. 57 min. 35 sec. W, 187.03 feet to an existing iron pin; thence,

14. With the east right-of-way line of Rual Hill Road, N 3 deg. 07 min. 47 sec. E, 495.02 feet to an existing iron pin; thence,

15. With the south boundary line of Kay Subdivision of record in Book 4885, Page 107, R.O.D.C., Tennessee, N 60 deg. 18 min. 49 sec. E, 372.62 feet to an existing railroad spike:thence,

16. With the west right-of-way line of Murfreesboro Pike, S 42 deg. 30 min. 06 sec. E, 537.14 feet to the point of beginning and containing 524,914 square feet or 12.050 acres, more or less.

Less and Except: (See continuation)

Property Description (Continued)

LESS AND EXCEPT

Less and except that property described in the Warranty deed dated March 22, 1999 and recorded in Book 11628, page 663, among the land records for Davidson County, Tennessee, from PL Nashville Limited Partnership in favor of the State of Tennessee. Property described as follows:

Beginning at a point on the southwest existing margin of Murfreesboro Road, said point being the point of intersection between the common property line between Ace Limited Partnership and the Grantor with the Southwest existing margin of Murfreesboro Road; thence with the existing margin of Murfreesboro Road, southeasterly 537 feet more or less to the intersection with the common property line of Nations Bank and the Grantor; thence with said property line South 77 degrees 24 minutes 47 seconds West 31.37 feet to the point of intersection with the southwest proposed margin of State Project No. 19021-2230-54; thence with said proposed margin North 36 degrees 57 minutes 12 second West 83.85 feet to a point 71.96 feet right of centerline survey station 457+79.00; thence with said proposed margin North 32 degrees 13 minutes 05 seconds West 180.24 feet to a point 56.99 feet right of centerline survey station 455+99.38; thence with said proposed margin North 35 degrees 50 minutes 09 seconds West 120.63 feet to a point 54.58 feet right of centerline survey station 454+78.78; thence with said proposed margin North 36 degrees 33 minutes 31 seconds West 78.25 feet to a point 54.0 feet right of centerline survey station 454+00.53; thence with said proposed margin North 36 degrees 58 minutes 54 seconds West 62.70 feet to Ace Limited Partnership's southeast property line North 64 degrees 57 minutes, 18 seconds East 5.0 feet to the point of beginning, containing 0.18 acre and being part of the same property conveyed by Bank One, Lexington, NA to PL Nashville Limited Partnership of record in Book 9200, page 558 among the land records for Davidson County, Tennessee.

Fidelity National Title

Insurance Company of New York

SCHEDULE A
PARCEL B

Property Description

A tract of land lying in the Second Civil District of Davidson County, Tennessee, in the City of Nashville, Tennessee, being Lot Number 1, Kay Subdivision, of recording Plat Book 4885, page 107, Register's Office, Davidson County, Tennessee and being more particularly described as follows:

COMMENCING at iron pin found at the intersection of the southerly right of way line of Rural Road and the westerly right of way line of Murfreesboro Road Road, beside the remains of a concrete highway monument; along the westerly right of way line of said Murfreesboro Road, said iron pin being the northeast corner of Lot Number 2 of said Kay Subdivision, thence South 42 degrees 55 minutes 27 seconds East, 194.00 feet to an iron pin set at the northeast corner of said Lot Number 1 and being the POINT OF BEGINNING of the herein described tract; thence,

1. Continuing along said right of way line, South 42 degrees 55 minutes 27 seconds East, 139.96 feet to an existing rail road spike on the northerly line of Priest Lake Plaza Shopping Center, recorded in Plat Book 4860, page 35, Revised in Plat Book 5200, page 30, Register's Office, Davidson County, Tennessee; thence;

2. With said Northerly line, South 59 degrees 27 minutes 12 seconds West, passing the northwest corner of said Priest Lake Shopping Center at 372.60 feet, in all 383.03 feet to an iron pin set on the easterly right of way line of said Rural Road; thence;

3. With said easterly right of way line, North 02 degrees 29 minutes 24 seconds East, 106.11 feet to an iron pin set; thence,

4. Northerly, with a curve to the right, having a radius of 914.32 feet and a central angle of 03 degrees 33 minutes 44 seconds, an arc length of 56.85 feet, a chord being and distance of North 04 degrees 16 minutes 05 seconds, East 56.84 feet to an iron pin set at the northwest corner of said Lot 1; thence.

5. Leaving said easterly right of way line, North 59 degrees 12 minutes 58 seconds East, 262.74 feet to an iron pin set; thence, to the POINT OF BEGINNING and containing 1.011 acres, more or less, according to a survey by John O. Spry, RLS # 727, 315 Woodland Street, Nashville, TN, said survey being dated March 11, 1994, and being Job Number 94-020.

LESS AND EXCEPT

Less and except that property described in the Warranty deed dated May 22, 1998 and recorded in Book 10968, page 853, among the land records for Davidson County, Tennessee, from Ace Nashville Limited Partnership in favor of the State of Tennessee. Property described as follows:

Beginning at a point on the southwest existing margin of Murfreesboro Road, said point being the point of intersection between the common property line between TOC Retail, Inc. and the Grantor with the Southwest existing margin of Murfreesboro Road; thence with the existing margin of Murfreesboro Road, southeasterly 140 feet more or less to the intersection with the common property line of P.L Nashville Limited Partnership and the Grantor; thence with said common property line South 64 degrees 57 minutes 18 seconds West 5.0 feet to the point of intersection with the southwest proposed margin of State Project No. 19021-2230-54; thence with said proposed margin North 36 degrees 58 minutes 54 seconds West 140.28 feet to TOC Retail Inc's east property line; thence with said proposed margin North 64 degrees 57 minutes 18 East 6.39 feet to a point of beginning, containing 736.4 square feet and being part of the same property conveyed by Billie E. Richardson and wife, Charlene L. Richardson to Ace Nashville Limited Partnership of record in Book 9295, page 857, among the land records for Davison County, Tennessee.