Box 35
42

Davidson County DEEDWARR
Recvd: 07/18/03 15:40 9pgs
Fees:48.00 Taxes:7644.62

20030718-0101443

Reserved for Recorder's Officer

AFTER RECORDING RETURN TO:
Eric L. Stern, Esq.
Morgan, Lewis & Bockius LLP
1701 Market Street
Philadelphia, Pennsylvania 19103

Prepared by: Bank of America Legal Dept.
C. Vandiver Smith,
Assistant General Counsel
101 South Tryon Street
NC1-002-29-01
Charlotte, NC 28255

Address of New Owner:

First States Investors 5000B, LLC
1725 The Fairway
Jenkintown, PA 19046

Send Tax Bills To:

First States Investors 5000B, LLC
1725 The Fairway
Jenkintown, PA 19046

Map 82-16
Parcel 18

SPECIAL WARRANTY DEED

BANK OF AMERICA, NATIONAL ASSOCIATION, a national banking association ("Grantor"), for and in consideration of the sum of TEN AND NO/100 DOLLARS ($10.00) paid to Grantor and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, has GRANTED, SOLD, and CONVEYED and does hereby GRANT, SELL, and CONVEY unto FIRST STATES INVESTORS 5000B, LLC, a Delaware limited liability company, ("Grantee"), in fee simple, Grantee's successors and assigns, that certain land located in Davidson County, Tennessee, and being more particularly described in Exhibit A, attached hereto and incorporated herein by reference, together with all improvements, if any, located on such land (such land and improvements being collectively referred to as the "Property").

This conveyance is made and accepted subject to the Permitted Exceptions set forth in Exhibit B hereto and incorporated herein by reference.

TO HAVE AND TO HOLD the Property, together with all and singular the rights and appurtenances pertaining thereto, including all of Grantor's right, title and interest in and to adjacent streets, alleys and rights-of-way, subject to the Permitted Exceptions, unto Grantee and Grantee's successors and assigns forever; and Grantor does hereby bind itself and its successors to warrant and forever defend the Property unto Grantee and Grantee's successors and assigns, against every person whomsoever lawfully claiming or to claim the same or any part thereof, by, through or under Grantor, but not otherwise.

Ad valorem taxes for the present year having been prorated, Grantee hereby assumes payment thereof, and subsequent assessments for that and prior years due to change in land usage, ownership, or both.

By acceptance of this Special Warranty Deed, Grantee agrees to and accepts all of the foregoing matters.

IN WITNESS WHEREOF, GRANTOR has caused this Special Warranty Deed to be executed on the date set forth in the acknowledgment attached hereto to be effective as of the 30th day of June, 2003.

ATTEST:

Clara S. Blanding
Asst. Secretary

[SEAL]

BANK OF AMERICA, NATIONAL ASSOCIATION,
a national banking association

By: Claud Vandiver Smith
Name: Claud Vandiver Smith
Title: Sr. Vice President

STATE OF NORTH CAROLINA

COUNTY OF MECKLENBURG

Personally appeared before me, Michelle M. Parker a Notary Public in and for the State and County duly commissioned and qualified, Claud Vandiver Smith, with whom I am personally acquainted, and who acknowledged that s/he executed the within instrument for the purposes therein contained, and who further acknowledged that s/he is the Sr. Vice President of the Grantor, Bank of America, National Association, and is authorized by the Grantor to execute this instrument on behalf of the Grantor.

Witness my hand, at office, this 18th day of June, 2003.

Michelle M. Parker
Notary Public

MICHELLE M. PARKER NOTARY PUBLIC MECKLENBURG COUNTY, N.C.

My Commission Expires:

11/2006

[Notarial Seal]

WARRANTY DEED

STATE OF Pennsylvania
COUNTY OF Allegheny

The actual consideration or value whichever is greater, for this transfer is $2,066,113.00.

Affiant _____

Chicago Title Insurance Company, as agent

Subscribed and sworn to before me this the 8th day of July , 2003.

(Affix Seal) *Notary Public* Nancy B. Fenton

My commission expires:

Notarial Seal
Nancy B. Fenton, Notary Public
Pittsburgh, Allegheny County
My Commission Expires Dec. 7, 2004

Member, Pennsylvania Association of Notaries

Exhibit "A"
Legal Description

Record Legal:

TRACT A:

TWO PARCELS OF LAND IN DAVIDSON COUNTY, TENNESSEE BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

PARCEL 1:

LAND IN DAVIDSON COUNTY, TENNESSEE BEING LOT NO. 23 ON THE PLAN OF BARROW'S ADDITION TO EDGEFIELD, NOW EAST NASHVILLE, OF RECORD IN PLAN BOOK 1, PAGE 13, CHANCERY COURT AT NASHVILLE.

SAID LOT NO. 23 FRONTS 50 FEET ON THE NORTHERLY SIDE OF WOODLAND STREET AND EXTENDS BACK BETWEEN PARALLEL LINES 170 FEET TO AN ALLEY.

PARCEL 2:

LAND IN DAVIDSON COUNTY, TENNESSEE BEING LOT NO. 26 ON THE PLAN OF BARROW'S ADDITION TO EDGEFIELD, NOW EAST NASHVILLE, OF RECORD IN PLAN BOOK 1, PAGE 13, CHANCERY COURT AT NASHVILLE.

SAID LOT NO. 26 FRONTS 50 FEET ON THE NORTHERLY SIDE OF WOODLAND STREET AND EXTENDS BACK BETWEEN PARALLEL LINES 170 FEET TO AN ALLEY.

TRACT B:

LAND IN DAVIDSON COUNTY, TENNESSEE BEING LOT NO. 22 ON THE PLAN OF BARROW'S ADDITION TO EDGEFIELD, NOW EAST NASHVILLE, OF RECORD IN PLAN BOOK 1, PAGE 13, CHANCERY COURT AT NASHVILLE.

SAID LOT NO. 22 FRONTS 50 FEET ON THE NORTHERLY SIDE OF WOODLAND STREET AND RUNS BACK BETWEEN PARALLEL LINES 170 FEET TO AN ALLEY.

TRACT C:

LAND IN DAVIDSON COUNTY, TENNESSEE BEING LOT NO. 24 ON THE PLAN OF BARROW'S ADDITION TO EDGEFIELD, NOW EAST NASHVILLE, OF RECORD IN PLAN BOOK 1, PAGE 13, CHANCERY COURT AT NASHVILLE.

SAID LOT NO. 24 FRONTS 50 FEET ON THE NORTHERLY SIDE OF WOODLAND STREET AND RUNS BACK BETWEEN PARALLEL LINES 170 FEET TO AN ALLEY.

TRACT D:

LAND IN DAVIDSON COUNTY, TENNESSEE BEING THE SOUTHERLY 160 FEET, MORE OR LESS, OF LOT NO. 11 ON THE PLAN OF BARROW'S ADDITION TO EDGEFIELD, NOW EAST NASHVILLE, OF RECORD IN PLAN BOOK 1, PAGE 13, CHANCERY COURT AT NASHVILLE.

SAID PART OF SAID LOT NO. 11 FRONTS 50 FEET ON THE SOUTHERLY SIDE OF MAIN STREET, AS WIDENED AND EXTENDS BACK BETWEEN PARALLEL LINES 160 FEET, MORE OR LESS, TO AN ALLEY.

TRACT E:

LAND IN DAVIDSON COUNTY, TENNESSEE BEING THE SOUTHERLY 160 FEET, MORE OR LESS, OF LOT NO. 9 ON THE PLAN OF BARROW'S ADDITION TO EDGEFIELD, NOW EAST NASHVILLE, OF RECORD IN PLAN BOOK 1, PAGE 13, CHANCERY COURT AT NASHVILLE.

SAID PART OF SAID LOT NO. 9 FRONTS 50 FEET ON THE SOUTHERLY SIDE OF MAIN STREET AND EXTENDS BACK BETWEEN PARALLEL LINES 160 FEET, MORE OR LESS, TO AN ALLEY.

TRACT F:

LAND IN DAVIDSON COUNTY, TENNESSEE BEING PART OF LOT NO. 10 ON THE PLAN OF BARROW'S ADDITION TO EDGEFIELD, NOW EAST NASHVILLE, OF RECORD IN PLAN BOOK 1, PAGE 13, CHANCERY COURT AT NASHVILLE.

SAID PART OF SAID LOT NO. 10 FRONTS 50 FEET ON THE SOUTH SIDE OF MAIN STREET, AS WIDENED, AND RUNS BACK BETWEEN PARALLEL LINES 160 FEET, MORE OR LESS, TO AN ALLEY.

TRACT G:

LAND IN DAVIDSON COUNTY, TENNESSEE BEING THE SOUTHERLY 160 FEET OF LOT NOS. 13 AND 14 ON THE PLAN OF BARROW'S ADDITION TO EDGEFIELD, NOW EAST NASHVILLE, OF RECORD IN PLAN BOOK 1, PAGE 13, CHANCERY COURT AT NASHVILLE.

SAID PARTS OF SAID LOTS FRONT TOGETHER 100 FEET ON THE SOUTHERLY SIDE OF MAIN STREET, AS WIDENED, FORMERLY GALLATIN PIKE, AND RUNS BACK BETWEEN PARALLEL LINES 160 FEET TO AN ALLEY.

TRACT H:

LAND IN DAVIDSON COUNTY, TENNESSEE BEING LOT NO. 25 ON THE PLAN OF BARROW'S ADDITION TO EDGEFIELD, NOW EAST NASHVILLE, OF RECORD IN PLAN BOOK 1, PAGE 13, CHANCERY COURT AT NASHVILLE, TO WHICH PLAN REFERENCE IS HEREBY MADE FOR A MORE COMPLETE DESCRIPTION.

SAID LOT NO. 25 FRONTS 50 FEET ON THE NORTHERLY SIDE OF WOODLAND STREET AND RUNS BACK BETWEEN PARALLEL LINES 170 FEET TO AN ALLEY.

TRACT I:

BEING THREE CERTAIN PROPERTIES KNOWN AS PARCEL NOS. 214-CB AND 234-CA, AND 519 C-CA OF THE EAST NASHVILLE URBAN RENEWAL AREA, PROJECT NO. R-13, AND AS SHOWN ON THE BELOW LISTED SURVEYS PREPARED BY BARGE, WAGGONER & SUMNER, ENGINEERS, AS FOLLOWS:

PARCEL 1:

LAND IN DAVIDSON COUNTY, TENNESSEE BEING THE SOUTHERLY PARTS OF LOTS NOS. 15, 16 AND 17 OF BARROW'S ADDITION TO EDGEFIELD, NOW EAST NASHVILLE, AS OF RECORD IN PLAN BOOK 1, PAGE 13, CHANCERY COURT AT NASHVILLE, AND THE EASTERLY 15 FEET OF SOUTH EIGHTH STREET, AS CLOSED, AND AN UNNUMBERED ALLEY, AS CLOSED, BOTH BY

METROPOLITAN COUNCIL BILL NO. 66-855, DESCRIBED TOGETHER ACCORDING TO A SURVEY BY BARGE, WAGGONER, AND SUMNER ENGINEERS, DATED AUGUST 3,1965, AS FOLLOWS:

BEGINNING AT AN IRON PIN IN THE SOUTHERLY MARGIN OF MAIN STREET, AS WIDENED IN THE LINE BETWEEN LOT NOS. 14 AND 15 ON SAID PLAN; THENCE WITH THE LINE BETWEEN SAID LOTS, SOUTH 24 DEGREES 53 MINUTES EAST 159.80 FEET TO AN IRON PIN IN THE NORTHERLY MARGIN OF CITY ALLEY NO. 258; THENCE WITH SAID MARGIN OF SAID ALLEY AND ALONG THE SOUTHERLY OR REAR LINES OF LOTS NOS. 15, 16 AND 17, SOUTH 65 DEGREES 05 MINUTES WEST 165.0 FEET TO AN IRON PIN IN THE EASTERLY RIGHT OF WAY OF SOUTH 8TH STREET, AS NARROWED; THENCE NORTH 24 DEGREES 53 MINUTES WEST 159.80 FEET TO AN IRON PIN IN THE SOUTHERLY RIGHT OF WAY OF MAIN STREET, AS WIDENED; THENCE WITH THE MARGIN OF SAME, NORTH 65 DEGREES 05 MINUTES EAST 165.00 FEET TO THE POINT OF BEGINNING.

PARCEL 2:

LAND IN DAVIDSON COUNTY, TENNESSEE BEING LOT NOS. 19, 20 AND 21 AND THE EASTERLY 15 FEET OF LOT NO. 18 ON THE PLAN OF BARROW'S ADDITION TO EDGEFIELD, NOW EAST NASHVILLE, OF RECORD IN PLAN BOOK 1, PAGE 13, CHANCERY COURT AT NASHVILLE

SAID LOT NOS. 19, 20 AND 21 AND THE EASTERLY 15 FEET OF LOT NO. 18 ADJOIN AND FRONT TOGETHER 165 FEET ON THE NORTH SIDE OF WOODLAND STREET AND RUN BACK BETWEEN PARALLEL LINES 170 FEET TO AN ALLEY.

PARCEL 3:

LAND IN DAVIDSON COUNTY, TENNESSEE, BEING LOT NOS. 11,12,13,14 AND 15 ON THE PLAN OF HOBSON & WHELESS, SECOND ADDITION TO EDGEFIELD, AS OF RECORD IN BOOK 21, PAGE 21, REGISTER'S OFFICE FOR DAVIDSON COUNTY TENNESSEE, AND THAT PART OF SOUTH 8TH STREET, CLOSED BY METROPOLITAN COUNTY COUNCIL BILL NO. 66-855, LYING BETWEEN THE NORTHERLY MARGIN OF WOODLAND STREET AND CITY ALLEY NO. 258, DESCRIBED TOGETHER ACCORDING TO A SURVEY BY BARGE, WAGGONER, & SUMNER ENGINEERS, DATED MAY 11,1966, AS FOLLOWS:

BEGINNING AT A POINT IN THE NORTHERLY MARGIN OF WOODLAND STREET, THE SOUTHWEST CORNER OF LOT NO. 15; THENCE WITH THE LINE BETWEEN LOT NOS. 15 AND 16, NORTH 24 DEGREES 53 MINUTES WEST 169.90 FEET TO A POINT IN THE SOUTHERLY MARGIN OF ALLEY NO 258; THENCE WITH THE REAR LINES OF LOTS NOS. 11, 12,13, 14 AND 15, NORTH 65 DEGREES 05 MINUTES EAST 266.0 FEET TO A POINT 15 FEET EAST OF THE NORTHEAST CORNER OF LOT NO. 11 IN THE WESTERLY MARGIN OF SOUTH 8TH STREET AS NARROWED; THENCE WITH THE WESTERLY MARGIN OF SOUTH 8TH STREET, AS NARROWED, SOUTH 24 DEGREES 53 MINUTES EAST 169.90 FEET TO A POINT IN THE NORTHERLY MARGIN OF WOODLAND STREET; THENCE WITH THE MARGIN OF THE SAME, SOUTH 65 DEGREES 05 MINUTES WEST 266.0 FEET TO THE POINT OF BEGINNING.

TRACT J:

LAND IN DAVIDSON COUNTY, TENNESSEE BEING THE SOUTHERLY 160 FEET, MORE OR LESS, OF LOT NO. 12 ON THE PLAN OF BARROW'S ADDITION TO EDGEFIELD, NOW EAST NASHVILLE, OF RECORD IN PLAN BOOK 1, PAGE 13, CHANCERY COURT AT NASHVILLE.

SAID PART OF SAID LOT FRONTS 50 FEET ON THE SOUTHERLY SIDE OF MAIN STREET, AS WIDENED, AND EXTENDS BACK BETWEEN PARALLEL LINES 160 FEET, MORE OR LESS, TO AN ALLEY.

BEING THE SAME PROPERTY CONVEYED TO COMMERCE UNION BANK BY DEEDS FROM:

RAY WILLIAMS AND WIFE, JANEL W. WILLIAMS, OF RECORD IN BOOK 4217, PAGE 665, REGISTER'S OFFICE FOR DAVIDSON COUNTY, TENNESSEE, AS TO TRACT A;
E. L CUNNINGHAM AND MARY RAY CUNNINGHAM OF RECORD IN BOOK 4218, PAGE 276, SAID REGISTER'S OFFICE, AS TO TRACT B;
D. W. CLIFTON AND WIFE, LAURA J. CLIFTON, OF RECORD IN BOOK 4218, PAGE 278, SAID REGISTER'S OFFICE, AS TO TRACT C;
I. E. HELTON, SR., JOHN E. HELTON, SR. AND WIFE, MARGARET L. HELTON, OF RECORD IN BOOK 4218, PAGE 280, SAID REGISTER'S OFFICE, AS TO TRACT D;
FRANK C. MCCULLOUGH, JR. AND WIFE, ANNA BELL MCCULLOUGH, OF RECORD IN BOOK 4218, PAGE 282, SAID REGISTER'S OFFICE, AS TO TRACT E;
LAURA FIELDS EVANS, WALTER L. FIELDS, JR., MRS. PAULINE FIELDS JENKINS, BEING THE SOLE SURVIVING HEIRS AT LAW OF PAULINE FIELDS, DECEASED, OF RECORD IN BOOK 4218, PAGE 284, SAID REGISTER'S OFFICE, AS TO TRACT F;
CHESTER E. SADLER AND WIFE, MILDRED B. SADLER, OF RECORD IN BOOK 4218, PAGE 286, SAID REGISTER'S OFFICE, AS TO TRACT G;
WILLIE LEON PARTON, UNMARRIED OF RECORD IN BOOK 4218, PAGE 288, SAID REGISTER'S OFFICE AS TO TRACT H;
THE NASHVILLE HOUSING AUTHORITY OF RECORD IN BOOK 4220, PAGE 432, SAID REGISTER'S OFFICE, AS TO TRACT I; AND
GRACE S. ALFORD GOLD AND HARRIS A. GILBERT, CO-EXECUTORS OF THE LAST WILL & TESTAMENT OF SARAH B. ALFORD, DECEASED, AND GRACE S. ALFORD GOLD, INDIVIDUALLY, OF RECORD IN BOOK 4221, PAGE 47, SAID REGISTER'S OFFICE, AS TO TRACT J.

THE SAID COMMERCE UNION BANK HAVING SINCE CHANGED ITS NAME TO SOVRAN BANK/CENTRAL SOUTH; SOVRAN BANK/CENTRAL SOUTH HAVING SINCE CHANGED ITS NAME TO SOVRAN BANK/TENNESSEE ON JANUARY 2, 1991; SOVRAN BANK/TENNESSEE HAVING SINCE CHANGED ITS NAME TO NATIONSBANK OF TENNESSEE ON JANUARY 2, 1992; NATIONSBANK OF TENNESSEE, HAVING SINCE CHANGED ITS NAME TO NATIONSBANK OF TENNESSEE, NATIONAL ASSOCIATION, ON JANUARY 1, 1993; NATIONSBANK OF TENNESSEE, NATIONAL ASSOCIATION, HAVING CHANGED ITS NAME TO BANK OF AMERICA, NATIONAL ASSOCIATION, ON JULY 5,1999.

EXHIBIT B
PERMITTED EXCEPTIONS

1. The lien of current taxes and assessments not yet due and payable.

2. Special taxes and assessments becoming a lien on or after the date hereof.

3. The state of facts shown on an accurate survey of the property, but only to the extent valid and enforceable.

4. All matters of record, but only to the extent valid and enforceable