SPECIAL WARRANTY DEED

THIS INSTRUMENT PREPARED BY:
A. Eric Levine, Esq
Ledgewood
Two Commerce Square
2001 Market Street, Suite 3400
Philadelphia, PA 19103

Davidson County DEEDWARRSP
Recvd: 05/26/17 14:26 7 pgs
Fees:38.00 Taxes:42468.60
20170526-0052866

SPECIAL WARRANTY DEED

STATE OF Pennsylvania)
COUNTY OF Philadelphia)

The actual consideration or value, whichever is greater, for this transfer is $11,478,000.

Affiant

Subscribed and sworn to before me, this the 22nd day of May, 2017.

COMMONWEALTH OF PENNSYLVANIA
NOTARIAL SEAL
REGINA M. WEISBACK, Notary Public
City of Philadelphia, Phila. County
My Commission Expires March 23, 2020

Regina Weisback
Notary Public
My Comm. Expires: 3/23/2020

THE REMAINDER OF THIS PAGE WAS LEFT BLANK INTENTIONALLY.

FOR AND IN CONSIDERATION OF the sum of Ten Dollars, cash in hand paid by the hereinafter named GRANTEE, and other good and valuable considerations, the receipt and sufficiency of which are hereby acknowledged, SOUTH PLAZA CENTER OWNER, LLC, a Delaware limited liability company, hereinafter collectively called "GRANTOR", has bargained and sold, and by these presents does transfer and convey unto REALTY INCOME PROPERTIES 19, LLC, a Delaware limited liability company, hereinafter called "GRANTEE", its successors and assigns, a certain tract or parcel of land in Davidson County, State of Tennessee, described as follows, to wit:

See Exhibit A attached hereto

Said property is transferred subject to the limitations, restrictions, and encumbrances set forth in **Exhibit B** attached hereto and incorporated herein by reference. Except for those matters set forth on **Exhibit B**, Grantor will warrant and defend the title to said premises against the claims of all persons claiming by, through or under Grantor, but not otherwise.

This is improved property located at 5520 Nolensville Pike, Nashville, Tennessee 37211.

TO HAVE AND TO HOLD the said tract or parcel of land, with the appurtenances, estate, title and interest thereto belonging to the said GRANTEE, its successors and assigns, forever, and GRANTOR further covenants and binds itself, its successors and assigns to warrant specially and forever defend the title to said real estate to GRANTEE, its successors and assigns, against the lawful claims of all persons claiming through and under GRANTOR (other than claims arising out of the matters set forth above), but not further or otherwise. Wherever used, the singular number shall include the plural, the plural the singular, and the use of any gender shall be applicable to all genders.

[SIGNATURE CONTAINED ON FOLLOWING PAGE]

WITNESS its hand this 24th day of May, 2017.

GRANTOR:

SOUTH PLAZA CENTER OWNER, LLC,
a Delaware limited liability company

By: South Plaza Member, LLC, a Delaware limited liability company, its sole member and manager

By: RAIT Equity Holdings I, LLC, a Delaware limited liability company, its sole member and manager

By: RAIT Partnership, L.P., a Delaware limited partnership, its sole member

By: RAIT General, Inc., a Maryland corporation, its sole general partner

By: _____
Name: _____
Title: Jamie Reyle
General Counsel

COMMONWEALTH OF PENNSYLVANIA)
COUNTY OF PHILADELPHIA)

I HEREBY CERTIFY THAT on this 22nd day of May, 2017, before the undersigned, a Notary Public of the Commonwealth and County aforesaid, personally appeared Jamie Reyle, who acknowledged himself/herself to be the General Counsel of RAIT General, Inc., a Maryland corporation, the sole general partner of RAIT Partnership, L.P., a Delaware limited partnership, the sole member of RAIT Equity Holdings I, LLC, a Delaware limited liability company, the sole member and manager of South Plaza Member, LLC, a Delaware limited liability company, the sole member and manager of South Plaza Center Owner, LLC, a Delaware limited liability company, and that he/she, as such officer, being authorized so to do, executed the foregoing instrument for the purposes therein contained.

Witness my hand and seal, at office in Philadelphia, this the 22nd day of May, 2017.

Regina Weisback
NOTARY PUBLIC

My Commission Expires: 3/23/2020

COMMONWEALTH OF PENNSYLVANIA
NOTARIAL SEAL
REGINA M. WEISBACK, Notary Public
City of Philadelphia, Phila. County
My Commission Expires March 23, 2020

(SPACE BELOW THIS LINE FOR STATISTICAL AND RECORDING DATA ONLY)

PROPERTY ADDRESS:
5520 Nolensville Pike
Nashville, Tennessee 37211

MAIL TAX NOTICES TO:
REALTY INCOME PROPERTIES 19, LLC
c/o Realty Income Corporation
11995 El Camino Real
San Diego, CA 92130

NAME AND ADDRESS OF PROPERTY OWNER:
REALTY INCOME PROPERTIES 19, LLC
c/o Realty Income Corporation
Attn: Legal Department
11995 El Camino Real
San Diego, CA 92130

THIS INSTRUMENT PREPARED BY:
A. Eric Levine, Esq
Ledgewood
Two Commerce Square
2001 Market Street, Suite 3400
Philadelphia, PA 19103

RETURN ORIGINAL BY MAIL:
REALTY INCOME PROPERTIES 19, LLC
c/o Realty Income Corporation
Attn: Legal Department
11995 El Camino Real
San Diego, CA 92130

MAP & TAX PARCEL NO.: 16100008200

STATE TAX:	$____
REGISTER'S FEE:	$____
RECORDING FEE:	$____
TOTAL:	$____

EXHIBIT "A"

LEGAL DESCRIPTION

LOCATION: LOWE'S
5520 NOLENSVILLE PIKE
NASHVILLE, TN 37211

Land in Davidson County, Tennessee, being Lot 1 on the Plan of the Resubdivision Plat of Lot 1 of the Resubdivision of South Plaza Shopping Center in Plat of record in Instrument No. 20081107-0110962, in the Register's Office for Davidson County, Tennessee, to which plat reference is hereby made for a more complete description.

Together with appurtenant easements created by Reciprocal Access and Crossing Parking Easement and Property Maintenance Agreement of record in Book 6490, Page 204, as re-recorded in Book 6538, Page 731, Register's Office for Davidson County, Tennessee.

Being a portion of the same property conveyed to South Plaza Center Owner, LLC, a Delaware limited liability company by Special Warranty Deed from South Plaza Investments, LLC, a Delaware limited liability company, recorded on the 6th day of October, 2011 in Instrument No. 20111006-0077541, in the Register's Office of Davidson County, Tennessee.

EXHIBIT "B"

PERMITTED EXCEPTIONS

1. Taxes and assessments for the year 2017, liens due and payable, but not yet delinquent.

2. All matters appearing on Plat recorded as Instrument No. 200811070110962, Davidson County, Tennessee records.

3. Storm Water Detention Agreement of record in Book 6408, Page 878, aforesaid records.

4. Reciprocal Access and Cross Parking Easement and Property Maintenance Agreement of record in Book 6490, Page 204, as re-recorded in Book 6538, Page 731, and further amended in Instrument No. 200711090132358, aforesaid records.

5. Reciprocal Easement and Restrictive Covenant Agreement of record in Book 6644, page 397, aforesaid records.

6. Agreement for Dedication of Easement for Water Mains and Appurtenances of record in Book 6740, Page 973, aforesaid records.

7. Deed of Conveyance of record in Book 7026, page 885 and Book 7026, Page 926, aforesaid records.

8. Easement to the State of Tennessee of record in Book 8078, Page 151, aforesaid records.

9. Agreement for Dedication of Easement for Sanitary Sewers and/or Storm Drainage Water Mains, Pumps and Appurtenances of record in Instrument No. 200703130030513 and Instrument No. 200706080068716, aforesaid records.

10. Stormwater Detention Agreement of record in Instrument No. 200703130030536, aforesaid records.

11. Memorandum of Lease by and between 222 Partners, LLC and McDonald's Corporation of record in Book 7521, Page 915; as affected by Supplement to Lease of record in Book 7708, Page 323, aforesaid records.

11. Memorandum of Lease by and between American Reserve Service Corporation and Officemax North America, Inc. of record in Instrument No. 20050329-0033705, aforesaid records.

13. Memorandum of Ground Lease by and between South Plaza Investments, LLC and Lowe's Home Centers, Inc. of record in Instrument No. 200709050106614, in the Register's Office for Davidson County, Tennessee. See also Rent Commencement Agreement in Instrument No. 200802210016896, aforesaid records as affected by Memorandum of Assignment of Lease dated _____, 2017, and recorded _____, 2017 in Instrument No. _____ in the Register's Office for Davidson County, Tennessee.

14. Agreement for Property Maintenance and Other Obligations by South Plaza Center Owner, LLC, dated _____, 2017 and recorded _____, 2017 in Instrument No. _____ in the Register's Office for Davidson County, Tennessee.

True Copy Certification

I, Jennifer Jones, do hereby make oath that I am a ~~licensed attorney~~ and/or the custodian of the electronic version of the attached document tendered for registration herewith and that this is a true and correct copy of the original document executed and authenticated according to law.

Jennifer Jones
Signature

State of PA

County of Chester

Personally appeared before me, Richard F. Little [~~Name of Notary~~], a notary public for this county and state, [Jennifer Jones who acknowledges that this certification of an electronic document is true and correct and whose signature I have witnessed.

Notary's Signature

My Commission Expires: 5/10/20
Notary' Seal (if on paper)

COMMONWEALTH OF PENNSYLVANIA
NOTARIAL SEAL
RICHARD F. LITTLE, Notary Public
West Chester Borough, Chester County
My Commission Expires May 10, 2020