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25,987.50

RECORDED IN OFFICIAL RECORDS
INSTRUMENT # 2000130010 5 PGS
2000 OCT 12 01:26 PM
KAREN E. RUSHING
CLERK OF CIRCUIT COURT
SARASOTA COUNTY, FLORIDA
DCLINGER Receipt#080932

THIS INSTRUMENT WAS PREPARED BY
AND SHOULD BE RETURNED TO

Craig A Minegar, Esquire
Greenberg Traung, P A
111 N Orange Avenue, 20th Floor
Orlando, Florida 32801

Doc Stamp-Deed: 25,987.50



SPECIAL WARRANTY DEED

THIS SPECIAL WARRANTY DEED is made this 12th day of October, 2000, by PAINE WEBBER INCOME PROPERTIES THREE LIMITED PARTNERSHIP, a Delaware limited partnership ("Grantor"), whose address is 265 Franklin Street, 16th Floor, Boston, Massachusetts 02110, to NORTHEAST PLAZA VENTURE I, LLC, a Delaware limited liability company ("Grantee") whose address is 141 Union Boulevard, Suite 330, Lakewood, Colorado 80228, and whose Taxpayer Identification Number is 52-2263793

[Wherever used herein, the terms "Grantor" and "Grantee" shall include singular and plural, heirs, legal representatives, and assigns of individuals, and the successors and assigns of corporations, wherever the context so admits or requires]

WITNESSETH:

THE Grantor, for and in consideration of the sum of Ten and No/100 Dollars (\$10 00) and other valuable consideration, receipt whereof is hereby acknowledged, hereby grants, bargains, sells, aliens, remises, releases, conveys and confirms unto the Grantee, all of that certain land situated in Sarasota County, Florida (the "Property"), as more particularly described in Exhibit "A" attached hereto and incorporated herein by this reference

TOGETHER with all the tenements, hereditaments and appurtenances, with every privilege, right, title, interest and estate, reversion, remainder and easement thereto belonging or in anywise appertaining

TO HAVE AND TO HOLD the same in fee simple forever

And the Grantor hereby covenants with the Grantee that Grantor will warrant and defend the Property against the lawful claims of all persons claiming by, through or under said Grantor but against none other, and that the Property is free of all encumbrances, except taxes and assessments accruing subsequent to December 31, 1999, zoning and other governmental regulations, and those matters reflected as "Permitted Encumbrances" set forth in Exhibit "B" attached hereto and incorporated herein by this reference

Return to: Greenberg Traung (FMS)
111 N. Orange Ave., Ste. 2050
Orlando, FL 32801

EXHIBIT "A"

LEGAL DESCRIPTION

Lot 1, of KENSINGTON PARK SUBDIVISION, UNIT NO 1, as per plat thereof as recorded in Plat Book 8, Pages 112 and 112-A, of the Public Records of Sarasota County, Florida Together with a tract 100 feet wide, located within said Lot 1 of KENSINGTON PARK, and being marked "not included in this plat" on said plat of KENSINGTON PARK, UNIT NO 1 Less a tract 150 feet by 150 feet in the Southwest corner thereof

ALSO LESS right of way conveyed to Sarasota County consisting of 20 feet along Lockwood Ridge Road and 5 feet along 17th Street, pursuant to Right of Way Deed recorded in Official Records Book 1597, Page 1118, of the Public Records of Sarasota County, Florida

ALL OF THE ABOVE BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS

Commence at the Southwest corner of Lot 1 of KENSINGTON PARK SUBDIVISION, UNIT NO 1, according to the plat thereof as recorded in Plat Book 8, Pages 112 and 112-A, of the Public Records of Sarasota County, Florida, thence North 89° 57' 56" East, along the South line of said Lot 1, 150 00 feet, thence North and parallel to the West line of said Lot 1, 5 00 feet to the Point of Beginning, which is on the Northerly right of way line of 17th Street, thence continue North and parallel to the West line of said Lot 1, 145 00 feet, thence South 89° 57' 56" West, 130 00 feet to the Easterly right of way line of Lockwood Ridge Road, thence North parallel to the West line of Lot 1, 468 17 feet to the North line of said Lot 1, thence East along the North line of said Lot 1, 885 48 feet to the P C of a curve to the left, thence Easterly along said curve, having a radius of 640 00 feet, a distance of 49 21 feet to the Northeast corner of said Lot 1, thence South 21° 40' 34" East, along the East line of said Lot 1, 165 46 feet to the P C of a curve to the right, thence Southerly along said curve, having a radius of 60 00 feet, a distance of 22 70 feet to the P T, thence South along the East line of said Lot 1, 438 43 feet to the Northerly right of way line of 17th Street, thence South 89° 57' 56" West parallel to the South line of said Lot 1 (and extensions thereof) 870 feet to the Point of Beginning

[TAX PARCEL I.D. #B00800-2554; #0042-15-0018; #0042-15-0020; #0042-15-0021]

IN WITNESS WHEREOF, the Grantor aforesaid has set its hand as of the date set forth above

WITNESSES

PAINÉ WEBBER INCOME PROPERTIES
THREE LIMITED PARTNERSHIP, a
Delaware limited partnership

Leslie S Wentworth

Print Name LESLIE S WENTWORTH

Frank J Huemmer

Print Name Frank J Huemmer

By Third Income Properties, Inc, a
Delaware corporation, its Managing
General Partner

By Margaret A. Fitts
Print Margaret A. Fitts
Title Vice President

STATE OF Massachusetts

COUNTY OF Suffolk

The foregoing instrument was acknowledged before me this 16th day of October, 2000, by Margaret Fitts, as Vice President of Third Income Properties, Inc, a Delaware corporation, the Managing General Partner of Paine Webber Income Properties Three Limited Partnership, a Delaware limited partnership, on behalf of the limited partnership He [She] is personally known to me or [] as produced MA license as identification.

Laurie Fulton
NOTARY PUBLIC
Print Name Laurie Fulton
My Commission Expires 8/9/07

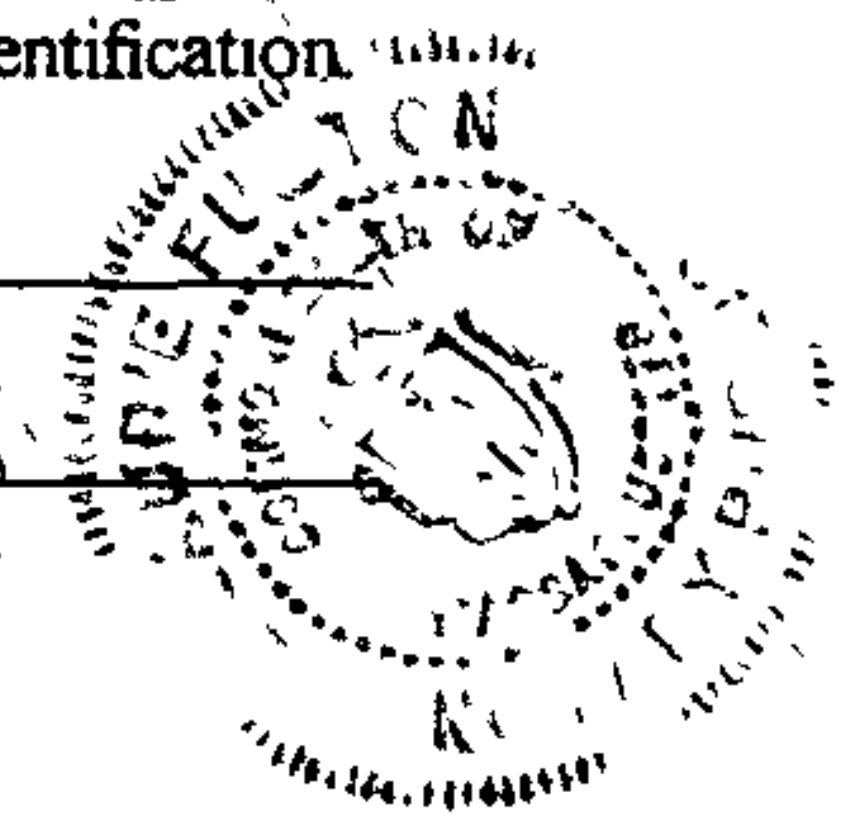


EXHIBIT "B"

PERMITTED ENCUMBRANCES

- 1 Easements and matters as set forth on the plat of Kensington Park Subdivision, Unit No 1, recorded in Plat Book 8, Pages 112 and 112-A, Public Records of Sarasota County, Florida
- 2 Lease by and between Kensington Park Shopping Center, Inc , a Florida corporation (Lessor) and Winn-Dixie Stores, Inc , a Florida corporation (Lessee), a Short Form of which dated September 12, 1962, was recorded November 2, 1962 in Official Records Book 397, Page 956, as amended by First Amendment to Short Form Lease recorded May 21, 1976 in Official Records Book 1122, Page 161, and Second Amendment to Short Form Lease recorded February 22, 1977 in Official Records Book 1159, Page 414, all of the Public Records of Sarasota County, Florida, *Short Form of Lease in OR Book 1484, Page 0014*
- 3 Declaration of Restrictions and Easements by Kensington Park Shopping Center, Inc recorded May 9, 1963 in Official Records Book 423, Page 857, Public Records of Sarasota County, Florida
- 4 Restrictive Covenants Agreement by and between Kensington Park Shopping Center, Inc and Sibarco Corporation, a Delaware corporation, dated and recorded January 31, 1964 in Official Records Book 462, Page 592, Public Records of Sarasota County, Florida
- 5 Lease by and between Northeast Plaza Associates, an Ohio limited partnership, and Winn-Dixie Stores, Inc , a Florida corporation, a Short Form of which dated November 4, 1981 was recorded December 23, 1981 in Official Records Book 1484, Page 14, as affected by Attornment Agreement by and between Paine Webber Income Properties Three Limited Partnership, Northeast Plaza Associates and Winn-Dixie Stores, Inc dated October 25, 1990, recorded December 7, 1990 in Official Records Book 2260, Page 2391, all of the Public Records of Sarasota County, Florida
- 6 Declaration of Restrictions by Northeast Plaza Associates, recorded January 4, 1982 in Official Records Book 1487, Page 1120, Public Records of Sarasota County, Florida
- 7 Easement in favor of Florida Power and Light Company recorded March 21, 1983 in Official Records Book 1572, Page 1446, Public Records of Sarasota County, Florida
- 8 Easement in favor of Florida Power and Light Company recorded August 26, 1986 in Official Records Book 1880, Page 2901, Public Records of Sarasota County, Florida

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- 9 Sublease by and between Northeast Plaza Associates and Autozone, Inc, a Nevada corporation, a Short Form of which dated March 10, 1997 was recorded April 3, 1997 in Official Records Book 2955, Page 391, as amended by Amended Short Form Lease dated April 25, 1997, recorded June 5, 1997 in Official Records Book 2977, Page 2841, all of the Public Records of Sarasota County, Florida
- 10 Lease by and between Northeast Plaza Associates and National Bank of Sarasota (a predecessor of Nationsbank, N A.), dated July 7, 1981, notice of which is reflected in that certain Memorandum of Leases, Estoppel Certificate, Consent to Assignment, Release and Lease Modification by and between Paine Webber Income Properties Three Limited Partnership, Northeast Plaza Associates, and Nationsbank, N A., dated December 4, 1998, recorded December 8, 1998 as Official Records Instrument #1998163416, with Assignment to and Assumption thereof by Century Bank, F S B, recorded December 8, 1998 as Official Records Instrument #1998163417, all of the Public Records of Sarasota County, Florida
- 11 Notice of Stipulations and Limitations concerning Zoning Special Exception recorded June 24, 1994 in Official Records Book 2644, Page 1889, Public Records of Sarasota County, Florida
- 12 Tenants under unrecorded leases, as tenants only