"THIS INSTRUMENT PREPARED BY CHARLES B. REASOR, JR.
ATTORNEY, 21st FLOOR - FIRST AMERICAN CENTER,
NASHVILLE, TENNESSEE 37238"

File Box 7

SPECIAL WARRANTY DEED

BOOK 5270 PAGE 363

ADDRESS OF NEW OWNER AS FOLLOWS:	SEND TAX BILLS TO:	Map-Parcel No.
Service Merchandise Company, Inc. 2968 Foster Creighton Drive Nashville, Tennessee 37204	Same	Part of Map 163, Parcel 107 FB# 2DU-21200

FOR AND IN CONSIDERATION of the sum of TEN and no/100 ($10.00) DOLLARS, and other good and valuable consideration, the receipt of which is hereby acknowledged, from SERVICE MERCHANDISE COMPANY, INC., a corporation organized under the laws of the State of Tennessee, hereinafter referred to as "Grantee," to HICKORY HOLLOW MALL, INC., a Georgia corporation, duly authorized to do business in Tennessee, and INTEREAL COMPANY, a Tennessee corporation, together doing business as HICKORY HOLLOW ASSOCIATES, a joint venture, hereinafter referred to as "Grantor."

GRANTOR HAS BARGAINED AND SOLD, and by these presents does transfer and convey unto the said Grantee, its successors and assigns, that certain parcel of land described in Exhibit "A" which is attached hereto and hereby incorporated herein by reference; provided, however, this conveyance is expressly subject to the following:

1. Declaration of Protective Covenants for Hickory Hollow as of record in Book 5125, page 769, Register's Office for Davidson County, Tennessee, as amended by an Amendment to Declaration of Protective Covenants for Hickory Hollow as of record in Book 5189, page 947, said Register's Office;

2. Easements, setback lines, and conditions of the Owner's Certificates shown on the plan of Hickory Hollow Mall, Section Two (Revised), a plat of which is of record in Book 5200, page 29, said Register's Office;

3. 1978 Metropolitan Nashville and Davidson County real property taxes, a lien but not due and payable, provided, said taxes have been prorated between Grantor and Grantee as of the date of this instrument;

STATE OF TENNESSEE
COUNTY OF DAVIDSON } The actual consideration or value, whichever is greater, for this transfer is $ 400,000.00

Subscribed and sworn to before me, this the 16th day of January 1978

Affiant

My commission expires: 11/16/80 (Affix Seal)

JOYCE V. SMITH NOTARY PUBLIC STATE OF TENNESSEE LARGE

Notary Public

4. Title to that portion of the property embraced within the charter right-of-way of the L & N Railroad as described in a certain Quitclaim Deed of record in Book 5205, page 190, said Register's Office, provided, Grantor does hereby quitclaim and convey the same to Grantee.

TO HAVE AND TO HOLD the said parcel of land, with the appurtenances, estate, title and interest thereto belonging to the said Grantee, its successors and assigns, forever.

AND GRANTOR DOES COVENANT with the said Grantee that it has good right to convey said land and that the same is unencumbered except as provided above. The Grantor does further covenant and bind itself, and its successors and legal representatives, to warrant and forever defend the title to the said land to the said Grantee, its successors and assigns, against the lawful claims of all persons claiming by, through or under Grantor, but not otherwise.

IN WITNESS WHEREOF, Grantor has caused this instrument to be executed by the undersigned duly authorized officers of its Joint Venturers on this 13th day of February, 1978.

HICKORY HOLLOW ASSOCIATES

By: INTEREAL COMPANY, Joint Venturer,

By: Marian C. Smith Jr
PRESIDENT

By: HICKORY HOLLOW MALL, INCORPORATED, Joint Venturer

By: _____

By: _____

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Before me, the undersigned, a Notary Public in and for said County and State, on this day personally appeared Marian C Smith Jr, who acknowledged himself to be President of INTEREAL COMPANY, a Joint Venturer of Hickory Hollow Associates, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that the same was the act of Hickory Hollow Associates, and that he executed the same as the act of Hickory Hollow Associates for the purposes and consideration therein expressed, and in the capacity therein stated.

Given under my hand and seal of office this the 13th day of February, 1978.

Notary Public

My Commission expires: 3-6-81

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Before me, the undersigned, a Notary Public in and for said County and State, on this day personally appeared Henry E Kromer, who acknowledged himself to be Vice President of HICKORY HOLLOW MALL, INC., a Joint Venturer of Hickory Hollow Associates, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that the same was the act of Hickory Hollow Associates, and that he executed the same as the act of Hickory Hollow Associates for the purposes and consideration therein expressed, and in the capacity therein stated.

Given under my hand and seal of office this the 13th day of February, 1978.

Notary Public

My Commission expires:

E 5849

IDENTIF. REFERENCE

APR 6 3 27 PM '78

FEE Z. WILSON II REGISTER DAVIDSON COUNTY, TENN.

STATE OF TENNESSEE

COUNTY OF DAVIDSON

Before me, the undersigned, a Notary Public in and for said County and State, on this day personally appeared George Volkert, who acknowledged himself to be Vice President of HICKORY HOLLOW MALL, Inc., a Joint Venturer of Hickory Hollow Associates, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that the same was the act of Hickory Hollow Associates, and that he executed the same as the act of Hickory Hollow Associates for the purposes and consideration therein expressed, and in the capacity therein stated.

Given under my hand and seal of office this the 13th day of February, 1978.

Notary Public

My Commission Expires:

APR-6 CONV * 400000 00
APR-6 S'TAX B* 1,040.00
APR-6 PR'FEE B* .50
APR-6 W'DEED B* 8.00 * 1,048.50

EXHIBIT "A"

LEGAL DESCRIPTION

BEING a parcel of land bounded on the south by L & N Railroad, on the west by Bell Road, and on the north by Hickory Hollow Parkway; further being Planned Commercial Tract B-1 as shown on the Plan of Hickory Hollow, Section Two (Revised), as of record in Book 5200, page 29, Register's Office for Davidson County, Tennessee; and being more particularly described according to a survey of Barge, Waggoner, Sumner & Cannon, dated July 28, 1977, (File No. 4420-18) as follows:

BEGINNING at the intersection of the northerly right-of-way of L & N Railroad with the easterly right-of-way of Bell Road; thence N 46° 38' 55" E, 487.91 feet to a point; thence with a curve to the right having a central angle of 0° 59' 33", a radius of 2,790.00 feet, 48.33 feet to a point of compound curvature; thence continuing with a curve to the right having a central angle of 89° 13' 21", a radius of 50.00 feet, 77.86 feet to a point in the southerly right-of-way of Hickory Hollow Parkway; thence with said Parkway, S 43° 08' 11" E, 457.00 feet to a point; thence S 46° 51' 49" W, 448.46 feet to a point in the northerly right-of-way of L & N Railroad; thence with said Railroad right-of-way, 50 feet from and parallel to the center-line of said Railroad, N 58° 18' 50" W, 523.67 feet to the point of beginning; and containing 6.00 acres, more or less, according to said survey.

BEING a portion of Tract VIII, a portion of Tract X, all of Tract XI and a portion of Parcel 4 of Tract XIV of the property conveyed to Hickory Hollow Mall, Inc. (undivided 50% interest) and Intereal Company (undivided 50% interest), doing business as Hickory Hollow Associates, a joint venture, by Warranty Deed from Cousins Properties of Tennessee, Inc. of record in Book 4920, page 916, Register's Office for Davidson County, Tennessee, also being a portion of Tract V of the property conveyed to Hickory Hollow Mall, Inc. (undivided 50% interest) and Intereal Company (undivided 50% interest), doing business as Hickory Hollow Associates, a joint venture, by Quitclaim Deed from Cousins Properties of Tennessee, Inc. of record in Book 4920, page 933, Register's Office for Davidson County, Tennessee, and also being a portion of the property conveyed to Hickory Hollow Associates, a joint venture composed of Hickory Hollow Mall, Inc. and Intereal Company by Quitclaim Deed from Louisville and Nashville Railroad Company of record in Book 5205, page 190, Register's Office for Davidson County, Tennessee.