This instrument prepared by:
James M. Haley, IV
Miller & Martin
Tenth Floor, Volunteer Bldg.
Chattanooga, TN 37402

BOOK 5287 PAGE 927

SPECIAL WARRANTY DEED

Address of New Owner As Follows:	Send Tax Bills To:	Map & Parcel No.
B & B Nashville Associates 6363 Sunset Boulevard Los Angeles, CA 90028	Same	Part of 149-235

FOR AND IN CONSIDERATION of the sum of Ten and No/100 ($10.00) Dollars and of other good and valuable consideration, the receipt and legal sufficiency of which is hereby acknowledged, the undersigned, Fletcher Bright Company, trustee, a Tennessee corporation, ("Grantor"), has bargained and sold, and by these presents does transfer and convey unto the said B & B Nashville Associates, a California limited partnership, ("Grantee"), its successors and assigns, a certain tract or parcel of land in Davidson County, State of Tennessee, more particularly described as follows:

> A tract or parcel of land located in Davidson County, Tennessee, being Lot 3 on the Resubdivision of Lot 2, Phase No. 1 and Phase No. 2 on the Revised Site Plan of Priest Lake Plaza Shopping Center of record in Book 5200, page 30, Register's Office for Davidson County, Tennessee, which property is more particularly described according to said plat as follows:
>
> BEGINNING at a point in the westerly right-of-way line of Murfreesboro Road, said point being North 42° 35' 27" West 82.79 feet from a monument in the westerly right-of-way line of Murfreesboro Road at the intersection with Bell Road; thence, leaving said right-of-way line, South 72° 24' 34" West 150.00 feet to a point; thence, South 17° 35' 26" East 294.18 feet to a point; thence, South 89° 40' 25" West 326.93 feet, in part along the southerly wall of an existing building to a point; thence, along the rear wall of said building, North 17° 24' 46" West 40.00 feet to a point; thence, South 72° 35' 14" West 143.54 feet to a point; thence, North 03° 04' 36" East 60.00 feet to a monument; thence, South 85° 57' 32" West 186.73 feet to a monument in the easterly right-of-way line of Rural Hill Road; thence, with said easterly right-of-way line, North 03° 07' 47" East 495.02 feet to a monument; thence, leaving said right-of-way, North 59°

57' 05" East 372.62 feet to a monument in the westerly right-of-way line of Murfreesboro Road; thence, with said westerly right-of-way line of Murfreesboro Road, South 42°35' 27" East 537.00 feet to the point of beginning.

FOR PRIOR TITLE, see deed of record in Book 5256, page 465, Register's Office for Davidson County, Tennessee.

SUBJECT TO and together with easements and conditions contained in the deed of record in Book 5256, Page 465 in said Register's Office.

SUBJECT TO and together with all other items shown on Exhibit "A" attached hereto and made a part hereof.

To have and to hold the said tract or parcel of land, with all of the appurtenances, estate, title and interest thereto belonging to Grantee, its successors and assigns forever. And Grantor does covenant with Grantee that it is lawfully seized and possessed of said land in fee simple, has a good right to convey it, and that the Grantor has not in any way caused the same to be encumbered except as herein set forth. Grantor does further covenant to warrant and forever defend Grantee against the lawful claims of all persons claiming by, through or under Grantor.

By accepting this deed, Grantee hereby assumes (1) the obligations contained in the Cross Easement Agreement referred to as Item 1 on Exhibit "A", to maintain the paved areas on the property transferred by this deed, and (2) the obligation to maintain the access easement shown on Lot 4 as shown on the resubdivision plat recorded in Book 5200, page 30, Register's Office, Davidson County, Tennessee until such time as any construction is commenced on Lot 4.

IN WITNESS WHEREOF, the Grantor has caused this instrument to be executed as of the 9th day of May, 1978.

FLETCHER BRIGHT COMPANY, Trustee

By: James C. Glasscock
VICE PRES.

BOOK 5287 PAGE 929

STATE OF TENNESSEE)
)
COUNTY OF HAMILTON)

Before me Gay Jackson, of the state and county aforesaid, personally appeared James C. Hancock, Jr., with thom I am personally acquainted, and who, upon oath, acknowledged himself to be Vice President of Fletcher Bright Company, trustee, the within named bargainor, a corporation, and that he as such Vice President, being authorized so to do, executed the foregoing instrument for the purpose therein contained, by signing the name of the corporation by himself as Vice President.

WITNESS my hand and seal, at office in Chattanooga, this 9th day of May, 1978.

Gay Jackson
Notary Public

My commission expires: 10-4-81

E66389

IDENTIF. REFERENCE

MAY 10 02 PM '78

FILED WILSON AL REGISTER DAVIDSON COUNTY, TENN.

STATE OF TENNESSEE)
COUNTY OF HAMILTON)

The actual consideration or value, whichever is greater, for this transfer is $ 2,194,723.00.

Warner M. Hall, IV
AFFIANT

Subscribed and sworn to before me this 9th day of May, 1978.

Gay Jackson
NOTARY PUBLIC

My commission expires: 10-4-81

MAY 19 78	CONV	*	2,194,723.80	
MAY 19 78	S'TAX		5,706.22	
MAY 19 78	PR'FEE		.50	
MAY 19 78	W'DEED		10.00	* 5,716.72

EXHIBIT A

1. Cross Easement Agreement dated July 3, 1975 and recorded January 22, 1976 at Book 4990, page 806 of the Register's Office for Davidson County, Tennessee, as modified by a Modification of Easement dated September 29, 1976 and recorded September 29, 1976 at Book 5073, page 350, said Register's Office.
2. Lease to The Kroger Co., a short form of which lease dated March 24, 1975 was recorded March 25, 1975 at Book 4898, page 746, Register's Office for Davidson County, Tennessee.
3. Lease to SuperX Drugs of Texas, Inc. a short form of which lease dated April 1, 1975 was recorded April 4, 1975 at Book 4901, page 573, Register's Office for Davidson County, Tennessee.
4. Tenants in possession under unrecorded leases.
5. Deed of Trust dated April 4, 1975 between Bell Road Investment, Ltd. and William N. Dearborn, Trustee and recorded April 4, 1975 in Book 4901, page 776, Register's Office for Davidson County, Tennessee to secure to Commerce Union Bank an indebtedness in the original principal amount of $1,575,000. Said Deed of Trust was corrected by a Deed of Correction dated September 29, 1976 and recorded September 29, 1976 at Book 5073, page 345 and which Deed of Trust was assigned by Commerce Union to Provident Life and Accident Insurance Company by instrument dated September 29, 1976 and recorded September 29, 1976 at Book 5073, page 356, said Register's Office.
6. Financing statement of record at Book 4901, page 788, Register's Office for Davidson County, Tennessee, listing Bell Road Investment, Ltd. as debtor and Commerce Union Bank as secured party filed as additional security for the indebtedness owed to Commerce Union Bank in the amount of

$1,575,000. This financing statement was assigned to Provident Life and Accident Insurance Company by an assignment of record at Book 5073, page 358 of the Register's Office for Davidson County, Tennessee.

7. Separate Assignments of Lease dated September 21, 1976 to Provident Life and Accident Insurance Company as follows:

Name of Tenant	Assignment Recorded At
Washington Industries, Inc.	Book 5073, page 359
Americal Girl Figure Salon, Inc.	Book 5073, page 363
John A. Gaddy and wife Evelyn M. Gaddy	Book 5073, page 367
Stacy's Outdoorsman, Inc.	Book 5073, page 371
Margaret L. Newsom	Book 5073, page 375
Tribble's Arts & Crafts, Inc.	Book 5073, page 379
Sports Industries of America, Inc.	Book 5073, page 383
Tandy Corporation	Book 5073, page 387
31 Flavors Stores Realty, Inc.	Book 5073, page 391
SuperX Drugs of Texas, Inc.	Book 5073, page 395
The Kroger Co.	Book 5073, page 399

8. Deed to Metropolitan Government of Nashville and Davidson County, Department of Water and Sewerage Services for 74.5 feet of 8-inch water main, dated January 20, 1977 and recorded February 18, 1977 in Book 5116, page 733, Register's Office for Davidson County, Tennessee.

9. Deed to the Metropolitan Government of Nashville and Davidson County, Department of Water and Sewerage Services for 260 feet of 8-inch sanitary sewer, dated January 20, 1977 and recorded February 18, 1977 at Book 5116, page 720, Register's Office for Davidson County, Tennessee.

10. Electric lines and various drainage pipes shown on the survey dated January 21, 1978, prepared by James R. Briggs, Professional Engineer, Goodlettsville, Tennessee.

11. Access easement and other matters shown on the plat of record at Book 5200, page 30, Register's Office for Davidson County, Tennessee.

12. 1978 Real Estate Taxes which are to be prorated and assumed by Grantee.