Address New Owner:	Send Tax Bills to:	Map-Parcel Numbers
DAYTON-HUDSON CORPORATION 777 Nicollet Mall Minneapolis, Minn. 55402	SAME	26-92, GO 8170 26-12, 10D 38910 26-13, 10D 38920

This instrument prepared by: Boult, Cummings, Conners & Berry, 21st Floor, First American Center, Nashville, TN 37238

WARRANTY DEED

For and in Consideration of the sum of Five Hundred Eighty-Eight Thousand One Hundred Fifty and No/100 ($588,150.00) DOLLARS cash in hand paid, and other good and valuable considerations, the receipt and sufficiency of all of which are hereby acknowledged, Rivergate Associates, a Joint Venture composed of Rivergage Mall, Inc. and Tennessee JV Corporation (the "Grantor"), has bargained and sold, and by these presents does transfer and convey unto the said Dayton-Hudson Corporation (the "Grantee"), Grantee's successors and assigns, a certain tract or parcel of land in Davidson County, State of Tennessee, described in Exhibit A which is attached hereto and incorporated herein by reference ("the Property").

This conveyance of the Property, and all covenants and warranties contained herein, are made expressly subject to the following:

1. State, Metropolitan, and City of Goodlettsville taxes for 1980 and thereafter.

2. Permanent Water Line Easement and Right of Way conveyed by deed from Marvin K. Barry, Thomas F. Frist and Harry Sadler, to Madison Suburban Utility District, dated October 27, 1969, of record in Book 4377, page 94, Register's Office for Davidson County,

STATE OF TENNESSEE
COUNTY OF DAVIDSON
The actual consideration or value, whichever is greater, for this transfer is $588,150.00

L. P. Crane Jr. - Attorney for Grantee
Affiant

Subscribed and sworn to before me this 12th day of March, 1980.

Notary Public
My commission expires: 1-11-82

Tennessee. In said conveyance of easement, "it is agreed by all parties to this contract that the Grantors, their successors, have retained the right to pave over this pipe line and easement for road or parking purposes, but no buildings may be constructed thereon."

3. An unrecorded NES power line easement on the western and northwestern boundary of a portion of the property.

4. Conditions of the owner's certificate, easements, and other matters set forth on the recorded plan of Rivergate East Section One. This is unimproved property.

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, Grantee's successors and assigns, forever.

And Grantor does covenant with the said Grantee that Grantor is lawfully seized and possessed of said land in fee simple; has a good right to convey it, and the same is unencumbered except as set forth hereinabove.

And Grantor does further covenant and bind itself, its successors and assigns, to warrant and forever defend the title to the Property to the said Grantee, its successors and assigns against the lawful claims of all persons whomsoever.

IN WITNESS WHEREOF, the Grantor has caused this Deed to be executed this 12TH day of MARCH, 1980, the corporate party, if any, having caused its name to be signed hereto by its duly authorized officers on said day and date.

RIVERGATE ASSOCIATES, a Joint Venture

By: RIVERGATE MALL, INC.

By: John Barge, V.P.

By: TENNESSEE JV CORPORATION

By: D. Alan Potter, V.P.
Vice President

STATE OF TENNESSEE

COUNTY OF DAVIDSON

Before me, Myra K. Medlock a Notary Public of the State and County aforesaid, personally appeared John Barge, with whom I am personally acquainted, and who, upon oath, acknowledged himself to be Vice President of Rivergate Mall, Inc., the within named bargainor, a corporation, and that he as such Vice Pres., being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by himself as Vice Pres..

WITNESS my hand and seal, at office in Nashville, Tennessee, this 12th day of March, 1980.

Myra K. Medlock
Notary Public

My commission expires: 10/17/82

STATE OF TENNESSEE

COUNTY OF DAVIDSON

Before me, Myra K. Medlock, a Notary Public of the State and County aforesaid, personally appeared D. Allen Patton, Jr., with whom I am personally acquainted, and who, upon oath, acknowledged himself to be Vice Pres. of Tennessee JV Corporation, the within named bargainor, a corporation, and that he as such Vice Pres., being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by himself as Vice Pres..

WITNESS my hand and seal, at office in Nashville, Tennessee, this 12th day of March, 1980.

Myra K. Medlock
Notary Public

My commission expires: 10/17/82

Land in the 2nd, formerly the 10th Civil District, Nashville, Davidson County, Tennessee, being Lot No. 1, on the plan of Rivergate East, Section One, of record in Book 5200, page 243, Register's Office for Davidson County, Tennessee, and being located north of Rivergate Mall, northwest of Gallatin Road and Southeast from Interstate Highway 65, more particularly described as follows:

BEGINNING at a point in the easterly boundary of parcel owned by Rivergate Associates, as recorded in Book 5254, page 191, Register's Office for Davidson County, Tennessee, said point being southerly 299.80 feet from the northeast corner of Brooks S. Fitzpatrick property, as of record in Book 2858, page 189, Register's Office for Davidson County, Tennessee; thence, N 52° 48' E, 98.39 feet to a point; thence, S. 82° 12' E, 120.43 feet to a point; thence, S 37° 12' E, 127.28 feet to a point; thence, S 82° 13' E, 130.28 feet to a point in the westerly margin of Rivergate Parkway; thence, S 25° 40' E, 55.86 feet to a point; thence, leaving said Parkway, S 07° 48' W, 282.73 feet to a point; thence, S 54° 05' W, 58.16 feet to a point; thence, S 07° 48' W, 145.00 feet to a point; thence, N 82° 12' W, 18.00 feet to a point; thence S 07° 48' W, 280.58 feet to a point; thence, S 64° 20' W, 172.85 feet to a point in the easterly margin of a 30-foot joint access easement; thence, with said easement, N 22° 29' 41" W, 469.56 feet to a point in the easterly line of Corporate Properties Investors and HPC (Cain-Sloan Company), as of record in Book 4556, page 112, Register's Office for Davidson County, Tennessee; thence, N 07° 48' E, 505.39 feet to the point of beginning, containing 7.49 acres, more or less.

BEING property conveyed to Rivergate, Limited, a Tennessee partnership, by deed from F. Clay Bailey Jr., Trustee, with full power to sell, mortgage, convey or otherwise encumber without joinder or disclosure of any beneficiary, of record in Book 5057, page 272, Register's Office for Davidson County, Tennessee; AND BEING property conveyed to W. R. Grace & Co., by quitclaim deed from Handy City, Inc., a Texas Corporation, of record in Book 5107, page 903, Register's Office for Davidson County, Tennessee; AND BEING property conveyed to Rivergate Associates, a joint venture composed of Rivergate Mall, Inc., and Tennessee JV Corporation, both Tennessee Corporations, by deed from Barney E. Gray, Harold Thomas Gray, Charles William Gray, Frank E. Gray, John E. Gray and Joan Charlotte Gray Fowler, of record in Book 5488, page 338, Register's Office for Davidson County, Tennessee.

Being parts of the same property conveyed to Rivergate Associates, a Joint Venture, by deeds from Rivergate, Limited, of record in Book 5580, page 953, said Register's Office; from W. R. Grace & Co. of record in Book 5580, page 967 said Register's Office; and from Barney E. Gray, et al, of record in Book 5488, page 338, said Register's Office.

RUSH

F 8 1 4 7 4

IDENTIF. REFERENCE

MAR 20 2 51 PM '00

FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TENN.

9022 03/20 1541.56- CHECK

EXHIBIT A

OFFICIAL RECEIPT

FELIX Z. WILSON, II

REGISTER OF DAVIDSON COUNTY
NASHVILLE, TENNESSEE

RECEIVED OF _____ BOOK 5580 PAGE 992

FOR _____

CO - CONVEYANCE	CC - CERTIFIED COPY	MISC - MISCELLANEOUS
MO - MORTGAGE	REL - RELEASE	CO TX - STATE TAX CONVEY
WD - WARRANTY DEED	UCC - UNIFORM COMMERCIAL CODE	MO TX - STATE TAX MORT
TD - TRUST DEED		PRFEE - PROBATE FEE

DATE	SYMBOL	VALUATION	TAX AND FEES	TOTAL PAID

588150.00- CO
1529.06 CO TX
.50 PRFEE
12.00 WDEED
CHECK 1541.56-
9022A03/20/80 BAL .00

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

F. 8 1 4 7 4

IDENTIF. REFERENCE

MAR 20 2 53 PM '80

FELIX Z. WILSON, II REGISTER
DAVIDSON COUNTY, TENN.

No. 748098

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