FORM NO. WD-1

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STATE OF TENNESSEE }
COUNTY OF DAVIDSON }

THE ACTUAL CONSIDERATION OR VALUE, WHICHEVER IS GREATER, FOR THIS TRANSFER IS $ 2,350,000.00

Affiant

SUBSCRIBED AND SWORN TO BEFORE ME, THIS THE 31st DAY OF December 1981.

Notary Public

MY COMMISSION EXPIRES: Oct 20 1985

(AFFIX SEAL)

NOTARY PUBLIC DAVIDSON COUNTY, TENN. LINDA CARTWELL

This Instrument Was Prepared By
DENNEY, LACKEY & CHERNAU
218 Third Avenue North
Nashville, Tennessee 37

THIS INSTRUMENT WAS PREPARED BY
NAME ADDRESS

ADDRESS NEW OWNER (S) AS FOLLOWS:	SEND TAX BILLS TO:	MAP-PARCEL NUMBERS
Rivergate Plaza, Ltd. (NAME)	Phoenix Mutual Life Ins. Co. (NAME)	Map 26-14
Freeman Webb Investment	Co. One American Row (STREET ADDRESS)	Parcel 34
2501 Hillsboro Road (STREET ADDRESS OR ROUTE NUMBER)	Hartford, Connecticut 06115 (CITY) (STATE) (ZIP)	GO-8095
Nashville, Tennessee 37212 (CITY) (STATE) (P. O. ZIP)		

FOR AND IN CONSIDERATION OF THE SUM OF TEN DOLLARS, CASH IN HAND PAID BY THE HEREINAFTER NAMED GRANTEES, AND OTHER GOOD AND VALUABLE CONSIDERATIONS, THE RECEIPT OF WHICH IS HEREBY ACKNOWLEDGED, I, STANLEY M. CHERNAU, TRUSTEE WITH FULL POWER TO MORTGAGE, SELL, CONVEY OR OTHERWISE ENCUMBER WITHOUT THE JOINDER OF ANY BENEFICIARY

HEREINAFTER CALLED THE GRANTORS, HAVE BARGAINED AND SOLD, AND BY THESE PRESENTS DO TRANSFER AND CONVEY UNTO RIVERGATE PLAZA, LTD., A TENNESSEE LIMITED PARTNERSHIP

HEREINAFTER CALLED THE GRANTEES, THEIR HEIRS AND ASSIGNS, A CERTAIN TRACT OR PARCEL OF LAND IN DAVIDSON COUNTY, STATE OF TENNESSEE, DESCRIBED AS FOLLOWS: TO-WIT:

SEE ATTACHED EXHIBIT "A" FOR COMPLETE LEGAL DESCRIPTION:

This conveyance is made subject to: (1) 1981 taxes; (2) Easements shown on the plat of record in Book 4300, page 139, Register's Office for Davidson County, Tennessee; (3) Deed of Trust executed by William D. Castleman, Trustee to Robert J. Walker, Trustee, of record in Book 4898, page 128, said Register's Office, and the Collateral Assignment of Leases and Income by and between William D. Castleman, Trustee and Phoenix Mutual Life Insurance Company of record in Book 4898, page 139, said Register's Office, both as modified by Modification Agreements recorded in Book 4995, page 816, and Book 5043, page 314, said Register's Office; (4) Financing Statement executed by William D. Castleman, Trustee, to Phoenix Mutual Life Insurance Company of record in Book 4989, page 138, said Register's Office; (5) Memorandum of Lease between William D. Castleman, Trustee and Martin Theatres of Georgia, Inc., a Georgia Corporation of record in Book 4857, page 21, said Register's Office; (6) Rights of tenants and unrecorded leases; and (7) Deed of Trust executed by William D. Castleman, Trustee to William N. Dearborn, Trustee of record in Book 5041, page 989, said Register's Office.

The Grantee is not assuming the obligation, performance, or payment of the debts which are secured by the Deeds of Trust, as modified, the Collateral Assignments of Leases and Income, and the Financing Statement described above in Numbers 3,4 and 7.

This is improved (X) unimproved ( ) property, known as _____ (House Number) (Street) (P. O. Address) (City or Town) (Postal Zip)

TO HAVE AND TO HOLD the said tract or parcel of land, with the appurtenances, estate, title and interest thereto belonging to the said GRANTEES, their heirs and assigns, forever; and we do covenant with the said GRANTEES that we are lawfully seized and possessed of said land in fee simple, have a good right to convey it, and the same is unencumbered, unless otherwise herein set out; and we do further covenant and bind ourselves, our heirs and representatives, to warrant and forever defend the title to the said land to the said GRANTEES, their heirs and assigns, against the lawful claims of all persons whomsoever. 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.

Witness my hand this 31st day of December, 1981

Stanley M. Chernau, Trustee

Stanley M. Chernau, Trustee

STATE OF TENNESSEE
Davidson County

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Personally appeared before me, Linda Cantrell, a Notary Public in and for said County and State, the within named Stanley M. Chernau, Trustee

the bargainor s, with whom I am personally acquainted, and who acknowledged that he executed the within instrument as Trustee for the purposes therein contained. Witness my hand and official seal at Nashville, Tennessee, this 31st day of December 19 81

Commission expires Oct 20, 1985

Linda Cantrell
Notary Public

STATE OF TENNESSEE
Davidson County

Before me, _____, a Notary Public within and for the State and County aforesaid, personally appeared _____ and _____ with whom I am personally acquainted and who upon (his oath) (their several oaths) acknowledged (himself) (themselves) to be the _____ and _____ respectively of the _____ the within named bargainor, a corporation, and that (he) (they) as such _____ and _____, being authorized so to do, executed the foregoing instrument for the purposes therein contained by signing the name of the corporation by the said _____ as such _____, and attesting the same by the said _____ as such _____

Witness my hand and official seal at office at _____ on this the _____ day of _____, 19__

My commission expires _____

_____
Notary Public

WARRANTY DEED

FROM
Stanley M. Chernau, Trustee, with full power, etc.,

TO
Rivergate Plaza, Ltd., a Tennessee Limited Partnership

Attorneys Title Company
Titles Guaranteed
NASHVILLE, TENN.

EXHIBIT "A"

A tract of land in the 10th Civil District of Davidson County, Tennessee, being a part of Rivergate Plaza, of record in Book 4300, page 139, Register's Office for Davidson County, Tennessee, and being more particularly described as follows:

Beginning on the easterly margin of Two Mile Pike, said monument being 1500.75 feet northerly of the center line of Bluebrird Drive; thence North 75° 03' 18" East, a distance of 181.70 feet to an iron pin; thence North 18° 00' 41" West, a distance of 175.02 feet to an iron pin; thence North 74° 30' 47" East, a distance of 869.75 feet to an iron pin; thence South 82° 18' 21" East, a distance of 323.94 feet to an iron pin; thence South 7° 42' 33" West, a distance of 77.09 feet to a point; thence North 82° 17' 05" West a distance of 262.03 feet to a point; thence South 7° 43' 02" West a distance of 361.94 feet to a chisle mark on curb; thence South 83° 11' 33" West, a distance of 350.02 feet to an iron pin; thence South 74° 30' West, a distance of 224.77 feet to a point; thence in an easterly and northerly direction with a 25 foot radius curve to the left, a distance of 39.27 feet to a point; thence North 15° 30' West, a distance of 80.00 feet to a point; thence South 74° 30' West, a distance of 101.66 feet to a point; thence South 18° 35' East a distance of 105.15 feet to a point; thence South 74° 30' West, a distance of 30.00 feet to a point; thence North 18° 35' West, a distance of 150.00 feet to a point; thence South 74° 30' West, a distance of 245.00 feet to an iron pin; thence North 18° 35' West, a distance of 52.28 feet to the point of beginning, and containing 7.73 acres.

Together with all the Grantor's right, title and interest in and to a 49 foot permanent access easement lying south of and immediately adjacent to the southerly line of premises, said access easement having been dedicated by plat of Re-sub, Tract D-3, Rivergate Mall Shopping Center of record in Book 4595, page 100, Register's Office for Davidson County, Tennessee.

Being the same property conveyed to Stanley M. Chernau, Trustee, with full power to mortgage, sell, transfer and convey, without the joinder of any beneficiary by deed from William D. Castleman, Trustee, with full power to mortgage, sell, transfer and convey without the joinder of any beneficiary of record in Book 5102, page 497, Register's Office for Davidson County, Tennessee.

EC
OFF

G 73900

IDENTIFICATION REFERENCE

DEC 31 5 05 PM '81

DAVIDSON COUNTY, TENN.

OFFICIAL RECEIPT
FELIX Z. WILSON, II
REGISTER OF DAVIDSON COUNTY
NASHVILLE, TENNESSEE

RECEIVED OF _____

FOR _____

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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
	CO.	2. 350,000-00		
			6110.00 CO TX	
			.50 PRFEE	
			9.00 WDEED	
			CHECK 6119.50-	
			5463A12/31/81 BAL .00	

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

G. 739001

IDENTIF. REFERENCE

DEC 31 5 05 PM '81

FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TENN.

No. 860281