This document prepared by:
John W. Griffin
1400 Candler Bldg
Atlanta, GA 30043

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SPECIAL WARRANTY DEED

Send Tax Bills to Address of New Owner:
Nashland Associates
c/o J. W. O'Connor & Co. Incorporated
200 Park Avenue (51st Floor)
New York, New York 10166

BOOK 6321 PAGE 61

FOR AND IN CONSIDERATION of the sum of Ten and No/100 Dollars ($10.00) and other good and valuable consideration, the receipt, adequacy and sufficiency of which are hereby acknowledged, RIVERGATE MALL, INC., a Tennessee corporation ("Grantor"), has bargained and sold, and by these presents does transfer and convey unto NASHLAND ASSOCIATES, a Tennessee partnership ("Grantee"), its successors and assigns, all of Grantor's undivided one-half interest in and to those certain tracts or parcels of land in Davidson County, State of Tennessee, more particularly described on Exhibit "A" attached hereto and by this reference incorporated herein, together with the improvements thereon and appurtenances thereto (collectively, the "Property").

SUBJECT TO those matters set forth on Exhibit "B" attached hereto and by this reference made a part hereof.

RESERVING unto Grantor, its successors and assigns, a non-exclusive, assignable easement for the use, maintenance, repair and replacement of the existing sixteen inch (16") water line and connecting appliances, accessories and equipment located within the fifteen foot (15') water line easement (public) and thirty foot (30') utilities easement (public) which are adjacent to and parallel with Gallatin Road as shown on that certain plan of Rivergate East, Section 1, recorded in Deed Book 5200, page 243, Register's Office for Davidson County, Tennessee, said plan being incorporated herein by reference. The aforedescribed easement shall expire upon the dedication of such existing water line and connecting appliances, accessories and equipment to the appropriate governmental authority or private utility company. Grantor shall indemnify Grantee against any damage caused by any and all maintenance, repair or replacement by Grantor of the aforesaid water line and connecting appliances, accessories and equipment.

To have and to hold the Property, with the appurtenances, estate, title and interest thereto belonging to Grantee, its successors and assigns, forever.

And Grantor does covenant with Grantee that Grantor is lawfully seized and possessed of an undivided one-half interest in said Property in fee simple and has a good right to convey it and that such interest is Grantor's entire interest in such Property.

And Grantor does further covenant and bind Grantor and its successors and representatives, to warrant and forever defend the title to the said Property to Grantee and its successors and assigns against the lawful claims of all persons claiming by, through or under Grantor, but not otherwise.

Witness the hand of the undersigned this 21st day of June, 1984, the corporate party having caused its name to be signed hereto by its duly authorized officer on said day and date.

"GRANTOR"

RIVERGATE MALL, INC.,
a Tennessee corporation

By: _____
Its: SENIOR VICE PRESIDENT

STATE OF TENNESSEE
COUNTY OF DAVIDSON

Before me, Andrea Barach, a Notary Public of the State and County aforesaid, personally appeared Robert P. Hunter, Jr, with whom I am personally acquainted, and who, upon oath, acknowledged himself to be Senior Vice President of Rivergate Mall, Inc., the within named bargainor, a corporation, and that he as such Senior 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 Senior Vice President.

Witness my hand and seal, at office in Nashville, Tenn., this 21st day of June, 1984.

Andrea Barach
Notary Public

Commission Expires 11-1-87

STATE OF TENNESSEE
COUNTY OF DAVIDSON

The actual consideration or value for this transfer, whichever is greater, is $ 12,595,549.17

Subscribed and sworn to before me, this 21st day of June, 1984.

Affiant

Notary Public

My commission expires:

11-1-87

(Affix Seal)

I 3 0 7 9 2

IDENTIFICATION REFERENCE

Jun 21 9 03 AM '84

EXHIBIT "A"
RIVERGATE MALL

Tract No. D-1

Being a parcel of land in the 10th Civil District of Davidson County, Tennessee, bounded on the south by Gallatin Road and on the west by Two Mile Pike, more particularly described as follows:

Beginning at a point on the easterly margin of Two Mile Pike as widened, 35.00 feet southerly from the centerline of Blue Bird Avenue extended;

Thence, with the easterly margin of Two Mile Pike N 18° 35' W, 70.00 feet to a point;

Thence, N 71° 25' E, 152.05 feet;

Thence, N 15° 30' E, 27.44 feet;

Thence, westerly with a curve to the right having a radius of 343.00 feet and a central angle of 37° 46', 226.09 feet;

Thence, S 71° 25' W, 34.15 feet to a point on the easterly margin of Two Mile Pike;

Thence, with said Two Mile Pike N 18° 35' W, 43.00 feet;

Thence, N 27° 07' W, 50.56 feet;

Thence, N 18° 35' W, 174.97 feet;

Thence, S 74° 30' E, 415.95 feet;

Thence, N 15° 30' E, 618.96 feet;

Thence, S 74° 30' E, 333.50 feet;

Thence, S 15° 30' W, 229.00 feet;

Thence, S 74° 30' E, 218.00 feet;

Thence, N 15° 30' E, 103.50 feet;

Thence, S 74° 30' E, 333.50 feet;

Thence, S 15° 30' W, 723.27 feet;

Thence, S 41° 55' E, 258.47 feet to a point on the northerly margin of Gallatin Road 35.00 feet easterly from centerline of Cude Lane extended;

Tract No. D-2

Being a parcel of land in the 10th Civil District of Davidson County, Tennessee, bounded on the west by Two Mile Pike and located north of Gallatin Road, more particularly described as follows:

Beginning at a point on the easterly margin of Two Mile Pike as widened northerly 422.19 feet from the centerline of Wren Drive;

Thence, N 74° 30' E, 572.00 feet to a point;

Thence, N 83° 08' E, 350.00 feet to a point;

Thence, N 84° 06' E, 47.65 feet to a point;

Thence, S 15° 30' W, 283.19 feet to a point;

Thence, N 74° 30' W, 510.00 feet to a point;

Thence, S 74° 30' W, 376.57 feet to a point on the easterly margin of Two Mile Pike;

Thence, with said Two Mile Pike N 18° 35' W, 50.07 feet to the point of beginning.

Containing 2.62 acres, more or less.

Tract No. D-1 Continued

Thence, westerly along the north margin of said Gallatin Road and with a curve to the left having a radius of 985.00 feet and a central angle of 04° 07' 18", 70.86 feet to a point;

Thence, N 41° 55' W, 298.00 feet to a point;

Thence, N 74° 30' W, 672.00 feet to a point;

Thence, S 71° 25' W, 312.42 feet to the point of beginning.

Containing 19.20 acres, more or less.

EXHIBIT "A"
RIVERGATE MALL

TRACT NO. D-3 AND OUTLOT

Being a parcel of land in the City of Goodlettsville, formerly the 10th Civil District of Davidson County, Tennessee, located generally North of Two Mile Pike, East of I-65, and West of Gallatin Road, more particularly described as follows:

Beginning at a point in the Northerly margin of Gallatin Road, being the Southwest corner of Reserve Parcel 3 as shown on the Plan of Rivergate East, Section One, of record in Book 5200, page 243, Register's Office for said County, and proceeding thence with the Westerly margin of said Reserve Parcel 3 North 18° 42' West 608.53 feet to a point;

Thence North 7° 48' East 758.3 feet to a point, being the point of beginning;

Thence North 82° 20' West 305.89 feet to a point;

Thence South 7° 40' West ~~253.10~~ 215.00 feet to a point;

Thence North 82° 20' West 670 feet to a point;

Thence North 7° 40' East 442 feet to a point;

Thence South 82° 20' East 976.42 feet to a point;

Thence South 7° 48' West 227 feet to the point of beginning.

EXHIBIT A
Rivergate East

SURVEYOR'S DESCRIPTION

PARCEL 2
RIVERGATE EAST
SECTION 1

Being a tract of land in the First, formerly the Tenth, Civil District of Davidson County, Tennessee, located northeast of Two Mile Pike and Gallatin Road, more particularly described as follows:

Beginning at a point where the northwest margin of Gallatin Road is intersected by the westerly margin of Conference Drive;

Thence, with Gallatin Road S 50° 09' 56" W, 288.93 feet to the easterly line of parcel 5;

Thence, with parcel 5, N 39° 50' 04" W, 91.67 feet;

Thence, with a curve to the left having a central angle of 75° 49' 56", a radius of 125.00 feet, 165.44 feet;

Thence, S 64° 20' W, 205.22 feet;

Thence, with a curve to the right having a central angle of 93° 10' 19", a radius of 5.00 feet, 8.12 feet;

Thence, N 22° 29' 41" W, 148.72 feet;

Thence, N 64° 20' E, 172.85 feet;

Thence, N 07° 48' E, 280.58 feet;

Thence, S 82° 12' E, 18.00 feet;

Thence, N 07° 48' E, 145.00 feet;

Thence, N 54° 05' E, 58.16 feet;

Thence, N 07° 48' E, 282.73 feet to a point in the westerly margin of Conference Drive;

Thence, with said Drive, S 25° 40' E, 761.28 feet;

Thence, with a curve to the left having a central angle of 14° 10' 04", a radius of 270.00 feet, 66.76 feet;

Thence, with a curve to the right having a central angle of 90° 00', a radius of 25.00 feet, 39.27 feet to the point of beginning.

EXHIBIT 'A"
RIVERGATE EAST

SURVEYOR'S DESCRIPTION

RESERVE PARCEL 3
RIVERGATE EAST
SECTION 1

Being a tract of land in the First, formerly the Tenth, Civil District of Davidson County, Tennessee, and being part of the property owned by Rivergate Limited, as of record in Book 5057, Page 272, R.O.D.C., and part of the property shown on the map of A. L. Moore's Subdivision of Biltmore, as of record in Book 421, Page 6, R.O.D.C., Tenn., said tract being located northeast of Gallatin Road and Two Mile Pike and being more particularly described as follows:

Beginning at a point on the northerly margin of Gallatin Road, said point being 2,100± feet east of the easterly margin of Two Mile Pike, said point also being the southeast corner of the property owned by J.C. Penney Company, as of record in Book 4690, Page 647, R.O.D.C.;

Thence, leaving said Gallatin Road with the line between said properties N 18° 42' W, 608.53 feet to a point;

Thence, N 07° 48' E, 364.14 feet along the easterly line of the property owned by Corporate Properties Investors and H.P.C. c/o E. S. Dame, Cain Sloan Company, as recorded in Book 4556, Page 112, R.O.D.C.;

Thence, S 22° 29' 41" E, 566.93 feet;

Thence, with a curve to the left having a central angle of 93° 10' 19", a radius of 35.00 feet, 56.91 feet;

Thence, N 64° 20' E, 170.39 feet;

Thence, with a curve to the right having a central angle of 75° 49' 56", a radius of 100.00 feet, 132.35 feet;

Thence, S 39° 50' 04" E, 95.36 feet to a point in the northwest margin of Gallatin Road;

Thence, with Gallatin Road S 50° 09' 56" W, 391.90 feet;

Thence, with a curve to the right having a curve of 03° 54' 24", a radius of 2,835.00, 193.30 feet to the point of beginning.

EXHIBIT "A"
RIVERGATE EAST

SURVEYOR'S DESCRIPTION

RESERVE PARCEL 4
RIVERGATE EAST
SECTION 1

Being a tract of land in the First, formerly the Tenth, Civil District of Davidson County, Tennessee, located northeast of Two Mile Pike and Gallatin Road, more particularly described as follows:

Beginning at a point in the westerly margin of Conference Drive, said point being located 923.17 feet measured along the westerly margin of said Drive from Gallatin Road, and further being the northeast corner of parcel 1;

Thence, with parcel 1, N 82° 13' W, 130.28 feet;

Thence, N 37° 12' W, 127.28 feet;

Thence, N 82° 12' W, 120.43 feet;

Thence, S 52° 48' W, 98.39 feet to a point in the easterly line of Rivergate Associates, of record in Book 5254, Page 191, R.O.D.C.;

Thence, with the easterly line of Rivergate Associates and Brooks D. Fitzpatrick, et ux, as of record in Book 2858, Page 189, R.O.D.C., N 07° 48' E, 299.80 feet to a concrete monument being Fitzpatrick's northeast corner;

Thence, with Fitzpatrick's northerly line, N 82° 15' W, 191.01 feet to a concrete monument;

Thence, N 64° 20' E, 325.12 feet to a point in the westerly margin of Conference Drive;

Thence, with said Drive, S 25° 40' E, 598.59 feet to the point of beginning.

EXHIBIT "A"
RIVERGATE EAST

SURVEYOR'S DESCRIPTION

PARCEL 5 (JOINT ACCESS EASEMENT)
RIVERGATE EAST
SECTION 1

Being a tract of land in the First, formerly the Tenth, Civil District of Davidson County, Tennessee, located northeast of Two Mile Pike and Gallatin Road, more particularly described as follows:

Beginning at a point in the northwest margin of Gallatin Road, said point being the easterly corner of Parcel 3, Rivergate East, Section 1;

Thence, leaving Gallatin Road, N 39° 50' 04" W, 95.36 feet;

Thence, with a curve to the left having a central angle of 75° 49' 56", a radius of 100.00 feet, 132.35 feet;

Thence, S 64° 20' W, 170.39 feet;

Thence, with a curve to the right having a central angle of 93° 10' 19", a radius of 35.00 feet, 56.91 feet;

Thence, N 22° 29' 41" W, 566.93 feet to a point in the easterly line of Corporate Properties Investors, et al;

Thence, N 07° 48' E, 59.47 feet;

Thence, with the westerly line of parcel 1, S 22° 29' 41" E, 618.28 feet;

Thence, with a curve to the left having a central angle of 93° 10' 19", a radius of 5.00 feet, 8.12 feet;

Thence, N 64° 20' E, 205.22 feet;

Thence, with a curve to the right having a central angle of 75° 49' 56", a radius of 125.00 feet, 165.44 feet;

Thence, S 39° 50' 04" E, 91.67 feet to a point in the northwest margin of Gallatin Road;

Thence, with said Road, S 50° 09' 56" W, 60.00 feet to the point of beginning.

EXHIBIT A

Derivation Clause: Rivergate East

Being a portion of the same property conveyed to Rivergate Associates, a Joint Venture, by deeds from Rivergate, Limited, of record in Book 5580, page 953, Register's Office for Davidson County, Tennessee; from W. R. Grace & Co. of record in Book 5580, page 967, said Register's Office; from Barney E. Gray, et al., of record in Book 5488, page 338, said Register's Office; and from F. H. Roberts and wife, of record in Book 5519, page 19, said Register's Office.

A. Rivergate Mall

1. Deed of Trust executed by Rivergate Mall, Inc. and Tennessee JV Corporation to E. M. Haywood, Trustee, dated December 15, 1969, and recorded in Book 4386, page 532, in the Register's Office for Davidson County, Tennessee, as modified by instrument of record in Book 4432, page 151, to secure to Commerce Union Bank, for the sum of $7,100,000.00, subject to the terms and conditions therein.

2. Said trust deed was assigned to Intereal Company by agreement of record in Book 4589, page 248, said Register's Office, said indebtedness was reduced to $6,400,000.00, of record in Book 4617, page 142, said Register's Office.

3. Said note and Deed of Trust was assigned to The National Life and Accident Insurance Company, of record in Book 4617, page 154, said Register's Office.

4. Third Modification of Deed of Trust and Second Amendment to note of record in Book 5398, page 69, said Register's Office.

5. Assignment of rents of record in Book 4386, page 550, Book 4589, page 248, and modification of assignment of record in Book 4617, page 146, said Register's Office.

6. Deed of Trust executed by Rivergate Mall, Inc., a Tennessee corporation and Tennessee JV Corporation, a Tennessee corporation, as tenants in common to E. M. Haywood, Trustee, dated June 1, 1973, of record in Book 4713, page 475, said Register's Office, to secure to The National Life and Accident Insurance Company, for the sum of $257,700.00, subject to the terms and conditions therein.

7. Amendment to Trust Deed by Rivergate Mall, Inc., a Tennessee corporation and Tennessee JV Corporation, a Tennessee corporation, to E. M. Haywood, Trustee and The National Life and Accident Insurance Company is referred to as "Beneficiary" dated June 1, 1973, of record in Book 4713, page 486, said Register's Office.

8. Second Amendment to Deed of Trust of record in Book 5398, page 80, said Register's Office.

9. Assignment of Rents by Rivergate Mall, Inc. and Tennessee JV Corporation to The National Life and Accident Insurance Company, dated June 1, 1973, of record in Book 4713, page 495, said Register's Office.

10. Financing Statement filed under the Uniform Commercial Code by Tennessee JV Corporation to The National Life and Accident Insurance Company in Office of Secretary of State and in the Office of the Register of Davidson County, Tennessee, in Book 4713, page 489, Continuation of said Financing Statement recorded in Book 5264, page 807, and Book 6028, page 995, said Register's Office.

11. Deed of Trust executed by Rivergate Mall, Inc., a Tennessee corporation, Tennessee JV Corporation, a Tennessee corporation, to Alan Innes, Trustee, of record in Book 5254, page 195, said Register's Office, to secure Intereal Company, a Tennessee corporation, a note dated February 15, 1978, for the sum of $1,900,000.00, subject to the terms and conditions therein.

12. Assignment of the above Deed of Trust from Intereal Company to The National Life and Accident Insurance Company, dated February 16, 1979, filed February 23, 1979, of record in Book 5398, page 44, as amended by instrument dated February 16, 1979, filed February 23, 1979, of record in Book 5398, page 48, Register's Office for Davidson County, Tennessee.

13. Certain 20-foot utility easements, a 30-foot utility easement, a T.V.A. easement across the northwesterly corner of premises, of record in Book 653, page 56, Book 2485, page 253, and Book 2485, page 257, Register's Office for Davidson County, Tennessee, a 20-foot-wide water line easement and conditions of owner's certificate, as shown on the plan of record in Book 4595, page 100, said Register's Office.

14. Easement vested in the United States of America for electric transmission line by decree of the United States District Court for the Middle District of Tennessee, Nashville Division, a certified copy of which is of record in Book 2485, page 253, said Register's Office.

15. Easement vested in the Tennessee Valley Authority by decree of the United States District Court, a certified copy of which is of record in Book 2485, page 257, said Register's Office.

16. The right to trim certain trees as evidenced by a clearance permit granted to the Tennessee Electric Power Company, of record in Book 986, page 330 and 336, said Register's Office.

17. Easements and other rights as reserved in favor of the subject property and other properties, as contained in deed of declaration of record in Book 4386, page 523, said Register's Office, and by second amendment of record in Book 5254, page 146, and by third amendment of record in Book 5254, page 164, said Register's Office.

18. Memorandum of Operating Agreement between Rivergate Associates, a joint venture composed of Rivergate Mall, Inc., a Tennessee corporation and Tennessee JV Corporation, a Tennessee corporation, J. C. Penney Company, Inc., a Delaware corporation, Alstores Realty Corporation, a Delaware corporation, Cain-Sloan Company, a Tennessee corporation and The Caster-Knott Dry Goods Co., a Tennessee corporation, dated December 10, 1969, filed July 17, 1970, and recorded in Book 4432, page 137, as amended in Book 4523, page 322, said Register's Office, and second amendment of record in Book 5254, page 124, said Register's Office.

19. Terms and provisions of a lease between Rivergate Associates and Walgreen Co., of record in Book 4522, page 744, said Register's Office, as amended in Book 5254, page 182, said Register's Office.

20. Memorandum of Lease between Rivergate Associates and the Wiener Corporation, of record in Book 4584, page 66, said Register's Office.

21. Easements, building setback lines, conditions of owners certificate, and other data, as shown on plan of record in Book 4460, page 31, Register's Office for Davidson County, Tennessee.

22. Agreement to build a 4-inch water line and to install a 3-inch water line south of the existing mall of record in Book 5305, page 800, Register's Office for said County.

23. Financing Statement filed under the Uniform Commercial Code by Rivergate Associates, to Intereal Company in the Office of the Secretary of State under R-2542, and filed for record in the Register's Office for Davidson County, Tennessee in Book 5254, page 220, as additional security for the Deed of Trust recorded in Book

5254, page 195, said Register's Office; assigned to The National Life and Accident Insurance Company by instrument of record in Book 5298, page 86, Register's Office for said County; assigned in the Office of the Secretary of State to The National Life and Accident Insurance Company in 1162R; and continuation of record in Book 6007, page 794, Register's Office for Davidson County, Tennessee.

24. Terms and provisions of a lease between Rivergate Associates, and Martin Theatres of Georgia, Inc., of record in Book 4641, page 984, said Register's Office.

25. Assignment of Lessor's Interest in Leases of record in Book 5398, page 56, said Register's Office.

26. Rights of tenants in possession under unrecorded leases, as tenants only.

27. Taxes for 1984, a lien, but not yet due and payable.

28. Matters shown on the recent surveys of the subject property prepared by Barge Waggoner Sumner & Cannon.

B. Village at Rivergate

1. 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, said Register's Office. 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 pipeline and easement for road or parking purposes, but no buildings may be constructed thereon."

2. Right retained to a 50-foot right-of-way in the deed from F. Clay Bailey, Jr., Trustee, to Rivergate Limited, a Tennessee partnership, of record in Book 5057, page 272, Register's Office for Davidson County, Tennessee.

3. An unrecorded NES power line easement on the western and northwestern boundary of a portion of the 50-foot roadway.

4. Restrictive Covenants of record in Book 4560, page 515, Register's Office for Davidson County, Tennessee.

5. Such matters as may appear on the plan of Rivergate East, Section One, Book 5200, page 243, Register's Office for Davidson County, Tennessee.

6. Conditions of and rights of others in easement grant created by Easement Agreement by and between Rivergate Associates, a joint venture composed of Rivergate Mall, Inc. and Tennessee JV Corporation, and Dayton-Hudson Corporation, a Minnesota corporation, dated March 12, 1980, of record in Book 5581, page 1, said Register's Office.

7. Right of First Refusal and Agreement by and between Dayton-Hudson Corporation, as Seller, and Rivergate Associates, as Purchaser, dated March 12, 1980, of record in Book 5581, page 12, said Register's Office.

8. Rights of others in and to the land embraced within the Reciprocal Easement Agreement as of record in Book 5581, page 20, said Register's Office.

9. Memorandum of Lease, dated March 12, 1980, by and between Rivergate Associates, a joint venture composed of Rivergate Mall, Inc., and Tennessee JV Corporation, and W. R. Grace & Co., a Connecticut corporation, as tenant, of record in Book 5581, page 74, Register's Office for Davidson County, Tennessee.

10. Lease by and between Rivergate Associates, a joint venture comprised of Tennessee JV Corporation, a Tennessee corporation and Rivergate Mall, Inc., a Georgia corporation, and BAM, Inc., a Tennessee corporation, d/b/a Showbiz Pizza, as tenant, dated December 29, 1981, of record in Book 5882, page 151, said Register's Office.

11. Deed of Dedication between Rivergate Mall, Inc. and Tennessee JV Corporation and Madison Suburban Utility District, of record in Book 5782, page 494, said Register's Office.

12. Rights of tenants in possession under unrecorded leases, as tenants only.

13. Taxes for 1984, a lien, but not yet due and payable.

14. Matters shown on the recorded plan of record in Book 5200, page 243, said Register's Office, and such additional matters as are shown on recent surveys of Barge Waggoner Sumner & Cannon.

OFFICIAL RECEIPT

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

RECEIVED OF _____ BOOK 6321 PAGE 78

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
		19,585,849.57		

50922.30 CSTAX
.50 PRFEE
51.00 MDEED
CHECK 50973.80-
7015A06/21/84 DRL .00

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

I 3 0 7 9 2

IDENTIF. REFERENCE

JUN 21 3 03 PM '84

FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN

No. 0046260