This instrument was prepared by
John W. Griffin
1400 Candler Building
Atlanta, GA 30303

Map 163 - par 228
Map 163 - par 251
Map 163 - par 256
Map 163 - par 224
2DU-21020
2 DU-17355
2 DU-17365
2 DU-21005

SPECIAL WARRANTY DEED

BOOK 6321 PAGE 209

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

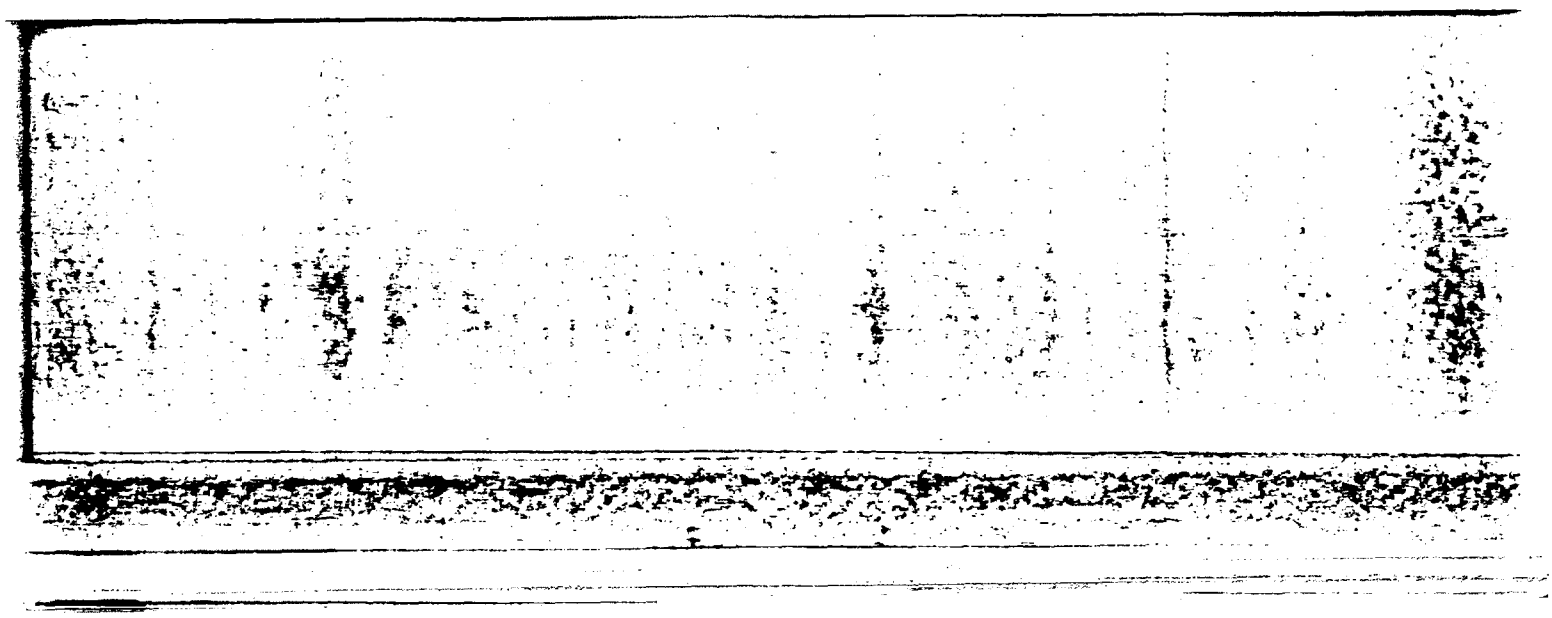
FOR AND IN CONSIDERATION of the sum of Ten and No/100 Dollars ($10.00) and other good and valuable consideration, the receipt, adequacy and sufficiency of which are hereby acknowledged, INTEREAL COMPANY, a Tennessee corporation ("Grantor"), has bargained and sold, and by these presents does transfer 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.

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"

BOOK 6321 PAGE 210

INTEREAL COMPANY,
a Tennessee corporation

By: Sydney Keeble
Its: EXEC. V.P.

RUSH

8 0 2

I 3 0

IDENT. REFERENCE

JUN 21 3 14 PM '84

STATE OF TENNESSEE
COUNTY OF DAVIDSON

Before me, Andrea Barach, a Notary Public of the State and County aforesaid, personally appeared Sydney F. Keeble, Jr., with whom I am personally acquainted, and who, upon oath, acknowledged himself to be Exec. Vice-President of Intereal Company, the within named bargainor, a corporation, and that he as such Exec. 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 Executive 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 $ 27,941,604.50

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

Affiant

Notary Public

My commission expires:

11-1-87

(Affix Seal)

EXHIBIT "A"
HICKORY HOLLOW MALL

TRACT I:

Being a parcel of land in the 1st Civil District, Nashville, Davidson County, Tennessee, bounded on the north by Mt. View Road, on the east by Bell Road, and being a part of Section 1, Hickory Hollow Mall, as of record in Book 5050, Page 25, Register's Office for Davidson County, Tennessee, more particularly described according to a survey by Barge, Waggoner, Sumner & Cannon, dated June 19, 1978, as follows:

Beginning at a point in the westerly margin of Bell Road, approximately 546.31 feet northerly from the north margin of Hickory Hollow Parkway; thence, leaving Bell Road, N 28° 34' 33" W, 108.55 feet to a point; thence, S 64° 20' 50" W, 54.92 feet to a point, the beginning of a curve to the right; thence, with said curve to the right having a central angle of 34° 04' 58", a radius of 600.00 feet, and a distance of 356.92 feet to a point; thence, N 14° 38' E, 319.57 feet to a point; thence, N 75° 22' W, 30.00 feet to a point; thence, N 14° 38' E, 265.00 feet to a point; thence, N 75° 22' W, 40.00 feet to a point; thence, N 30° 22' W, 60.00 feet to a point; thence, N 75° 22' W, 50.00 feet to a point; thence, N 14° 38' E, 97.20 feet to a point; thence, N 75° 22' W, 314.00 feet to a point; thence, S 14° 38' W, 48.00 feet to a point; thence, N 75° 22' W, 104.00 feet to a point; thence, S 14° 38' W, 663.15 feet to a point; thence, in a northwesterly direction with a curve to the right having a radius of 1,100.00 feet, a central angle of 10° 18' 39", 197.96 feet to a point; thence, N 14° 38' E, 506.78 feet to a point; thence, S 75° 22' E, 118.00 feet to a point; thence, N 14° 38' E, 580.18 feet to a point; thence, S 75° 22' E, 595.82 feet to a point; thence, N 56° 00' E, 389.73 feet to a point; thence, with a curve to the right in a southeasterly direction, said curve having a central angle of 05° 04' 27", radius of 2,000.00 feet, curve length of 177.12 feet and a chord bearing S 38° 15' 10" E, 177.06 feet to a point; thence, N 56° 00' E, 150.93 feet to a point in the south margin of Mt. View Road; thence, with said road, S 57° 14' 25" E, 55.51 feet to a point; thence, S 52° 59' 36" E, 505.44 feet to a point; thence, S 47° 14' W, 303.92 feet to a point; thence, with a curve to the left in a northwesterly direction, said curve having a central angle of 10° 19' 52", a radius of 250.00 feet, 45.08 feet to a point; thence, N 34° 00' W, 150.79 feet to a point; thence, N 75° 22' W, 591.57 feet to a point; thence, S 14° 38' W, 479.24 feet to a point; thence, S 75° 22' E, 40.00 feet to a point; thence, S 14° 38' W, 259.50 feet to a point; thence, S 75° 22' E, 496.12 feet to a point; thence, S 22° 43' 46" E, 108.55 feet to a point; thence, southwesterly along Bell Road with a curve to the left having a central angle of 5° 50' 47", a radius of 2,940.00 feet and a curve length of 300.00 feet (and a chord bearing S 64° 21' W, 299.87 feet) to the point of beginning.

EXHIBIT "A"
HICKORY HOLLOW MALL

TRACT II:

Being a parcel of land in the 1st Civil District, Nashville, Davidson County, Tennessee, bounded on the north by Mt. View Road, west of Bell Road and being a part of Section 1, Hickory Hollow Mall, as of record in Book 5050, Page 25, Register's Office for Davidson County, Tennessee, more particularly described according to a survey by Barge, Waggoner, Sumner & Cannon, dated June 19, 1978, as follows:

Beginning at a point in the southerly margin of Mt. View Road, also the northwest corner of Section 1, Hickory Hollow Mall; thence, along Mt. View Road,

S 77° 40' 05" E, 245.00 feet; thence, with a curve to the right having a central angle of 02° 36' 26", a radius of 1,793.53 feet, and a distance of 81.61 feet to a point; thence, S 75° 03' 39" E, 203.67 feet to a point; thence, leaving Mt. View Road, S 14° 38' W, 597.24 feet to a point in the northerly margin of Sears site; thence, with Sears site, N 75° 22' W, 221.88 feet to a point; thence, N 30° 22' W, 475.99 feet to a point; thence, N 21° 08' E, 252.27 feet to the point of beginning.

EXHIBIT "A"
HICKORY HOLLOW MALL

TRACT III:

Being a parcel of land in the 1st Civil District, Nashville, Davidson County, Tennessee, bounded on the north by Mt. View Road, west of Bell Road and being a part of Section One, Hickory Hollow Mall, as of record in Book 5050, page 25, Register's Office for Davidson County, Tennessee, more particularly described according to a survey by Barge, Waggoner, Sumner & Cannon, dated June 19, 1978, as follows:

Beginning at a point in the southerly margin of Mt. View Road, approximately 1,494 feet westerly from the west margin of Bell Road; thence, S 58° 07' 46" W, 56.68 feet to a point; thence, N 44° 00' W, 176.78 feet to a point; thence, northwesterly with a curve to the left having a central angle of 31° 44', a radius of 668.00 feet and a distance of 369.97 feet to a point; thence, N 75° 44' W, 294.73 feet to a point; thence, N 14° 38' E, 17.23 feet to a point in the southerly margin of Mt. View Road; thence, along said road, S 75° 03' 39" E, 496.66 feet to a point; thence, with a curve to the right having a central angle of 11° 47' 46", a radius of 432.29 feet and a distance of 89.00 feet to a point in a graveyard; thence, excluding said graveyard, S 20° 10' W, 45.6 feet to a point; thence, S 71° 35' E, 67.5 feet to a point; thence, N 16° 01' 07" E, 30.97 feet to a point in the southerly margin of Mt. View Road; thence, with a curve to the right having a central angle of 22° 34' 49", a radius of 432.29 feet and a distance of 170.37 feet to a point; thence, S 31° 52' 14" E, 61.71 feet to the point of beginning.

Being part of the property conveyed to Hickory Hollow Mall, Inc., a Georgia Corporation as to an undivided fifty percent (50%) interest, and Intereal Company, a Tennessee corporation, as to an undivided fifty percent (50%) interest by deed from Cousins Properties, of Tennessee, Inc., a Georgia corporation of record in Book 4920, page 916, and Quitclaim Deed in Book 4920, page 933, said Register's Office.

EXHIBIT "A"

SURVEYOR'S DESCRIPTION

COURTYARD SQUARE HICKORY HOLLOW TRACT H

Being a parcel of land in the 5th Civil District, Nashville, Davidson County, Tennessee, bounded on the north by Mt. View Road and on the southeast by Bell Road, more particularly described as follows:

Beginning at a point in the northerly margin of Bell Road, 135.30 feet westerly from the southwest margin of Mt. View Road;

Thence, with Bell Road, S 68° 50' 55" W, 439.83 feet to a point;

Thence, leaving Bell Road, N 65° 41' 35" W, 35.36 feet to a point;

Thence, with a curve to the left in a northerly direction, said curve having a central angle of 42° 43' 55", a radius of 310.00 feet, 231.20 feet to a point;

Thence, N 63° 25' W, 85.00 feet to a point;

Thence, N 18° 25' W, 35.36 feet to a point;

Thence, with a curve to the left in a northerly direction, said curve having a central angle of 40° 06' 25", a radius of 250.00 feet, 175.00 feet to a point;

Thence, N 47° 14' E, 303.92 feet to a concrete monument in the southerly margin of Mt. View Road;

Thence, with Mt. View Road, S 53° 08' 57" E, 570.11 feet to a concrete monument;

Thence, with a curve to the right having a central angle of 121° 59' 52", a radius of 75.00 feet, 159.69 feet to the point of beginning.

EXHIBIT A

Derivation Clause: The Courtyard at Hickory Hollow

Being part of the same property conveyed to Hickory Hollow Mall, Inc., a Georgia corporation, as to an undivided fifty percent (50%) interest, and Intereal Company, a Tennessee corporation, as to an undivided fifty percent (50%) interest, by deed from Cousins Properties of Tennessee, Inc., a Georgia corporation, of record in Book 4920, page 916, and by Quitclaim Deed in Book 4920, page 933, Register's Office for Davidson County, Tennessee.

Exhibit "B"

A. Hickory Hollow Mall

1. Deed of Trust executed by Intereal Company, a Tennessee corporation, and Hickory Hollow Mall, Inc., a Georgia corporation, as tenants-in-common, doing business as Hickory Hollow Associates, a Georgia joint venture, to Keith B. Simmons, Trustee, of record in the Register's Office, Davidson County, Tennessee, in Book 5387, page 184, said Register's Office, to secure Aetna Life Insurance Company, a Connecticut corporation, a note dated January 19, 1979, for the sum of $20,250,000.00, subject to the terms and conditions therein.

2. Assignment of rents and leases from Intereal Company, a Tennessee corporation and Hickory Hollow Mall, Inc., a Georgia corporation, as tenants-in-common, doing business as Hickory Hollow Associates, a Georgia joint venture of record in Book 5387, page 225, said Register's Office, to further secure the above Deed of Trust.

3. Deed of Declaration by Hickory Hollow Associates, a joint venture comprised of Hickory Hollow Mall, Inc., a Georgia corporation, and Intereal Company, a Tennessee corporation dated November 16, 1976, filed for record November 26, 1976, of record in Book 5091, page 533, said Register's Office.

4. First Amendment to Deed of Declaration dated January 24, 1978, filed February 3, 1978, of record in Book 5249, page 450, said Register's Office.

5. Second Amendment to Deed of Declaration dated August 1, 1978, filed August 1, 1978, of record in Book 5318, page 762, said Register's Office.

6. Operating Agreement by and between Hickory Hollow Associates, a joint venture comprised of Hickory Hollow Mall, Inc., a Georgia corporation and Intereal Company, a Tennessee corporation (hereinafter called the "Developer") and Sears, Roebuck and Co., a New York Corporation, et al. of record in Book 5098, page 17, said Register's Office, dated December 17, 1976.

7. Supplemental Operating Agreement by and between Hickory Hollow Associates, a joint venture comprised of Hickory Hollow Mall, Inc., a Georgia corporation, and Intereal Company, a Tennessee corporation, (hereinafter called "Developer") and Sears, Roebuck and Co., a New York corporation (hereinafter called "Sears") of record in Book 5098, page 101, said Register's Office, dated December 17, 1976.

8. First Amendment to Supplemental Operating Agreement dated August 1, 1978, filed August 1, 1978, of record in Book 5318, page 885, said Register's Office.

9. Supplemental Operating Agreement by and between Hickory Hollow Associates, a joint venture comprised of Hickory Hollow Mall, Inc., a Georgia corporation, and Intereal Company, a Tennessee corporation ("Developer"), and Alstores Realty Corporation, a Delaware corporation ("Alstores") and The Cain-Sloan Company, a Tennessee corporation ("Cain-Sloan") of record in Book 5098, page 111, said Register's Office, dated December 17, 1976.

10. First Amendment to Supplemental Operating Agreement, dated August 1, 1978, filed August 1, 1978, of record in Book 5318, page 890, said Register's Office.

11. Supplemental Operating Agreement by and between Hickory Hollow Associates, a joint venture comprised of Hickory Hollow Mall, Inc., a Georgia corporation and Intereal Company, a Tennessee corporation (hereinafter called "Developer") and Mercantile Properties, Inc., a Delaware corporation (hereinafter "Mercantile") and the Castner-Knott Dry Goods Co., a Tennessee corporation (hereinafter called "Dry Goods") of record in Book 5098, page 143, said Register's Office, dated December 17, 1976.

12. First Amendment to Supplemental Operating Agreement dated August 1, 1978, filed August 1, 1978, of record in Book 5318, page 907, said Register's Office.

13. First Amendment to Operating Agreement dated August 1, 1978, filed August 1, 1978, of record in Book 5318, page 780, said Register's Office.

14. Supplemental Operating Agreement by and between Hickory Hollow Association, a joint venture comprised of Hickory Hollow Mall, Inc., a Georgia corporation, and Intereal Company, a Tennessee corporation

(hereinafter called "Developer"), and J. C. Penney Properties, Inc., a Delaware corporation (hereinafter called "Penney Company") of record in Book 5318, page 810, said Register's Office, dated August 1, 1978.

15. Consent & Waiver by Retail Planning Corporation, dated June 12, 1978, filed June 26, 1978, of record in Book 5303, page 156, said Register's Office.

16. Consent & Waiver by Retail Planning Corporation, dated June 12, 1978, filed June 26, 1978, of record in Book 5303, page 161, Register's Office for said County.

17. Financing Statement filed under the Uniform Commercial Code by Hickory Hollow Mall, Inc., and Intereal Company, d/b/a together as Hickory Hollow Associates to Aetna Life Insurance Company of record in Book 5387, page 239, said Register's Office, for the sum of $20,250,000.00, and continued of record in Book 6192, page 336, said Register's Office.

18. Memorandum of Lease by Hickory Hollow Associates, a joint venture composed of Hickory Hollow Mall, a Georgia corporation qualified to do business in Tennessee, and Intereal Company, a Tennessee corporation to Morrison's Incorporated of Tennessee, dated November 20, 1977, filed December 19, 1977, of record in Book 5234, page 498, said Register's Office.

19. Assignment of Lease by Martini, Incorporated to Stephen C. Baker, Trustee of record in Book 5349, page 188, dated October 2, 1978, filed October 11, 1978.

20. Terms and provisions of a Lease between Hickory Hollow Mall, Inc. and South Central Bell Telephone Company, of record in Book 5851, page 716, said Register's Office.

21. Restrictions filed for record in Book 5129, page 769, amended in Book 5189, page 947, and further amended in Book 5337, page 933, consolidated in Book 5441, page 968, amended in Book 5792, page 491, and Book 6011, page 163, said Register's Office.

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

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

24. Matters shown on the recorded plan of record in Book 5050, page 25, said Register's Office, and such additional matters as are disclosed by the survey of Hickory Hollow prepared by Barge Waggoner Sumner & Cannon, dated June 19, 1984.

B. Courtyard at Hickory Hollow

1. Memorandum of Lease by Hickory Hollow Mall, Inc. and Catherine's Stout Shoppe, dated March 3, 1980, filed April 2, 1980, of record in Book 5586, page 7, said Register's Office.

2. Restrictions of record in Book 5129, page 769, amended in Book 5189, page 947, amended in Book 5337, page 933, consolidated in Book 5441, page 968, amended in Book 5792, page 491, and further amended in Book 6011, page 163, Register's Office for Davidson County, Tennessee.

3. Sewer lines conveyed to Metropolitan Water and Sewerage services by deed of record in Book 5369, page 346, said Register's Office.

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

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

6. Matters shown on the recorded plan of record in Book 5210, page 123, said Register's Office, and such additional matters as are disclosed by the survey of Courtyard prepared by Barge Waggoner Sumner & Cannon, dated May 31, 1984.

OFFICIAL RECEIPT

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

RECEIVED OF_____

FOR_____

BOOK 6321 PAGE 222

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

DATE	SYMBOL	VALUATION	TAX AND FEES	TOTAL PAID
		27,941,804.50	CONV.	
			72648.60	COTAX
			.50	PRFEE
			39.00	MDEED
			CHECK72688.18-	
7028A06/21/84			BAL	.00

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

I 3 0 8 0 2

IDENTIF. REFERENCE

JUN 21 3 14 PM '84

FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN

No. 0046273