56913

WILLIAMSBURG CENTER III
NASHVILLE, TENNESSEE
11/23/85 REVISING 11/7/85
BBSJR:dd

IDENTIF. REFERENCE

DEC 2 9 41 AM '85

FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN
BOOK 6721 PAGE 318

FROM: Allied Partners

TO: Mid-Tenn Retail, Ltd.

ADDRESS NEW OWNERS:	SEND TAX BILLS TO:	MAP-PARCEL NOS.
Mid-Tenn Retail, Ltd. c/o General Capital Corp. One Commerce Place Suite 850 Nashville, TN 37239	SAME	Map 147-12 Parcel 103 Fd Bk 6DU-00670

THIS INSTRUMENT PREPARED BY: WHITE & REASOR, 3305 WEST END AVENUE, NASHVILLE, TENNESSEE 37203

STATE OF TENNESSEE:
COUNTY OF DAVIDSON:

The actual consideration or value, whichever is greater, for this transfer is $1,190,000.00.

AFFIANT

NOTARY PUBLIC

MY COMMISSION EXPIRES: 5-13-89

GENERAL WARRANTY DEED

FOR AND IN CONSIDERATION OF the sum of Ten and No/100 ($10.00) Dollars, cash in hand paid, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Allied Partners, a Tennessee general partnership, comprised of Steve Hewlett, Leroy Norton, Steve Horrell, and John Horrell (which partnership took title to the property herein conveyed in the name of Steve Hewlett, Leroy Norton, Steve Horrell, and John Horrell, d/b/a Allied Partners, for the benefit of said partnership) ("Grantor"), has bargained and sold, and by these presents does transfer, grant, bargain, sell, convey, and generally warrant unto Mid-Tenn Retail, Ltd., a Tennessee limited partnership ("Grantee"), Grantee's successors and assigns, certain real estate located in the city of Nashville, Davidson County, Tennessee, being more particularly described on Exhibit "A", attached hereto and incorporated herein by reference, together with all improvements, buildings, and structures located thereon, all right, title, and interest of Grantor in and to any easements, rights-of-way, and leasehold estates adjoining or abutting said

land, and any other covenants, rights, or interests appurtenant thereto (all of which are collectively referred to herein as the "Property").

This conveyance of the Property, and all covenants and warranties contained herein, are made expressly subject to those liens and encumbrances set forth on Exhibit "B", which is attached hereto and incorporated herein by reference ("Permitted Encumbrances").

This is improved property known as the Williamsburg III Shopping Center 4707 Nolensville Road, Nashville, Tennessee.

TO HAVE AND TO HOLD the said Property, with all and singular the tenements, hereditaments, appurtenances, estate, title, and interest thereto belonging, or in any way appertaining thereto, to the said Grantee, its successors and assigns, forever.

And Grantor, for itself and for its successors and assigns, does covenant with Grantee that Grantor is lawfully seized and possessed of the Property by absolute and indefeasible estate, in fee simple, that Grantor has a good right to convey it, and that the same is unencumbered except as set forth on Exhibit "B".

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

IN WITNESS WHEREOF, Grantor has caused this General Warranty Deed to be executed as of the 27th day of November, 1985.

GRANTOR

ALLIED PARTNERS, a Tennessee general partnership

BY: _____
Steve Hewlett by: Steph H. Howell A-I-F

BY: _____
Leroy Norton by: Steph H. Howell A-I-F

BY: _____
Steve Horrell

BY: _____
John Horrell
by: Steph H. Howell A-I-F

STATE OF TENNESSEE:
COUNTY OF DAVIDSON:

Before me, Dana Davis, a Notary Public of the state and county aforesaid, personally appeared, Steve Horrell, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself to be a partner of Allied Partners, the within named bargainor, a general partnership, and that he as such partner executed the foregoing instrument for the purpose therein contained, by signing the name of the partnership by himself as partner.

Witness my hand and seal, this 27th day of November, 1985.

Dana Davis
NOTARY PUBLIC

MY COMMISSION EXPIRES: 7-18-87

STATE OF TENNESSEE:
COUNTY OF DAVIDSON:

Before me, Dana Davis, a Notary Public of the state and county aforesaid, personally appeared Stephen H. Horrell, to me known (or proved to me on the basis of satisfactory evidence) to be the person who executed the foregoing instrument in behalf of Steve Hewlett, Leroy Norton, and John Horrell, whom, upon oath, he acknowledged to be partners of Allied Partners, the within named bargainor, a general partnership, and acknowledged that he executed the same as the free act and deed of said individuals in their capacities as partners in said partnership, for the purposes therein contained, by signing the name of the general partnership in his capacity as attorney-in-fact for all of the above-named partners.

Witness my hand and seal, this 27th day of November, 1985.

Dana Davis
NOTARY PUBLIC

MY COMMISSION EXPIRES: 7-18-87

EXHIBIT "A"

WILLIAMSBURG III SHOPPING CENTER

LEGAL DESCRIPTION

LAND in Davidson County, Tennessee being known as Nolensville Road Commercial Park, Section 2 as of record in Book 5190, Page 787, Register's Office for said County, more particularly described as follows:

BEING a certain tract of land lying in the First Civil District of Davidson County, Tennessee, said property fronting 265.0 feet on the southerly side of Nolensville Road and adjacent and westerly of properties presently owned by Commerce Union Bank as of record in Book 5190, Page 310, of the Register's Office of Davidson County, Tennessee said property also lying approximately 200 feet west of the intersection of Haywood Lane and Nolensville Road. Said tract of property is more fully described by bearings and distances as follows:

BEGINNING at the northeasterly property corner of said described parcel said property corner also being in the southerly margin of Nolensville Road and the northwesterly corner of land owned by Commerce Union Bank as of record in Book 5190, Page 310, of the Register's Office of Davidson County, Tennessee; thence with the easterly property line of said described tract, said line also being the common line to the Commerce Union Bank Property, south 41 deg. 53'45" west a distance of 236.00 feet to an iron pin; thence along the southerly property line along a curve of radius 2344.42 feet to the right of radius point and along a curve a distance of 265.00 feet to an iron pin; thence along a line north 41 deg. 52'19" east a distance of 237.37 feet to an iron pin in the southerly margin of Nolensville Road along a curve of radius 2580.42 feet to the left of radius point and along the curve for a distance of 265.00 feet to the point of beginning and containing 1.44 acres more or less.

The above described property was conveyed to Steve Horrell, John Horrell, Steve Hewlett and Leroy Norton, d/b/a Allied Partners by deed from Joe S. Meeks and wife, Joan F. Meeks, of record in Book 6178, page 735, Register's Office for said county.

EXHIBIT "B"

WILLIAMSBURG III SHOPPING CENTER

PERMITTED ENCUMBRANCES

TRACT 3: Taxes for 1985, Davidson County, Map 147-12, Parcel 103, Field Book No. 6DU-00670---$9,930.15, UNPAID.

1. Loan Agreement between The Industrial Development Board of the Metropolitan Government of Nashville and Davidson County and Allied Partners, a joint venture, of record in Book 6349, Page 132, Register's Office for Davidson County, Tennessee ("RODC").

2. Deed of Trust from Allied Partners, a joint venture to Sam D. Hodges, III, Esq., Trustee of record in Book 6349, page 207, RODC, securing an indebtedness in the amount of $700,000.00.

3. Collateral Assignment of Rents and Leases between Allied Partners, a joint venture and The Industrial Development Board of The Metropolitan Government of Nashville and Davidson County, of record in Book 6349, Page 219, RODC.

4. U.C.C.-1 of record in Book 6349, Page 232, RODC.

5. Trust Indenture from The Industrial Development Board of The Metropolitan Government of Nashville and Davidson County to Third National Bank in Nashville, Nashville, Tennessee, Trustee of record in Book 6349, Page 236, RODC.

6. Restrictive covenants contained in instrument of record in Book 3648, Page 219; Book 3672, Page 52; Book 3671, Page 618, Book 3672, Page 12 and Page 36; and Book 3671, Page 632, RODC.

7. The Plan of record in Book 5190, Page 787, said Register's Office, shows an Owner's Certificate, a 15-foot minimum building setback line from Nolensville Pike.

8. Easement for State of Tennessee for the use and benefit of the Department of Highways of record in Book 4015, Page 518, RODC.

9. Matters shown on unrecorded survey of Dale and Associates, Inc., dated November 8, 1985.

OFFICIAL RECEIPT

FELIX Z. WILSON, II

REGISTER OF DAVIDSON COUNTY
NASHVILLE, TENNESSEE

RECEIVED OF_____

FOR_____

BOOK 6721 PAGE 323

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
		1,190,000.00 CONV.		

3094.00 CSTAX
.50 PRFEE
15.00 WDEED
CHECK 3109.50-
1568A12/09/85 3: .00

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

5691 3

IDENTIFICATION REFERENCE

DEC 2 9 41 AM '85
FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN

No. 196462