THIS INSTRUMENT PREPARED BY:
Dennis B. Ragsdale
Kennerly, Montgomery & Finley, P.C.
P. O. Box 442
Knoxville, Tennessee 37901
Phone: 546-7311

RESPONSIBLE TAXPAYER
Name: Paine Webber Qualified Plan Property Fund Four, LP
Address: 265 Franklin Street
Boston, MA 02110

Map 163 parcels 170 and 3

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I, or we, hereby swear or affirm that the actual consideration for this transfer or value of the property transferred, whichever is greater, is $1,000,000.00, which amount is equal to or greater than the amount which the property transferred would command at a fair and voluntary sale.

Paine Webber Qualified Plan Property Fund LP
By: Fourth Qualified Properties Inc. Genl Partner
By: Thomas C. Szydlowski

Affiant Thomas C. Szydlowski, Vice President

Subscribed and sworn to before me this 29th day of April, 1986.

Robert Tuchmann
Notary Public

My commission expires: _____

ROBERT TUCHMANN, Notary Public
My commission expires Jan. 22, 1993

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WARRANTY DEED

THIS INDENTURE, made this 29th day of April, 1986, between BELL FORGE SQUARE ASSOCIATES, LTD., a Tennessee limited partnership, Grantor, and PAINE WEBBER QUALIFIED PLAN PROPERTY FUND FOUR, LP, Grantee.

W I T N E S S E T H:

That Grantor, for and in consideration of the sum of Ten and no/100 Dollars ($10.00) and for other good and valuable consideration in hand paid by Grantee, the receipt of which is hereby acknowledged, has

granted, bargained, sold and conveyed, and does hereby grant, bargain, sell and convey unto Grantee the following described land, with the hereditaments and appurtenances appertaining to such land, to-wit: Situate in Davidson County, Tennessee, and being more particularly described on Exhibit A attached hereto.

However, Grantor, for itself and its successors, hereby reserves from the conveyance of the above-described parcel of land, all buildings, improvements and appurtenances to such buildings and improvements (which buildings, improvements and appurtenances are and shall remain real property) and all equipment, fixtures and machinery therein contained which are now or shall hereafter be made, erected, constructed, installed or placed on, above or below the above-described parcel of land and any substitutions therefor (collectively hereinafter referred to as the "Improvements"), which Improvements are hereby reserved to the Grantor and its successors in title thereto but only to the extent and for the period as permitted by the Ground Lease from the Grantee to the Grantor of even delivery and record herewith of the above-described parcel of land.

TO HAVE AND TO HOLD the said land to the said Grantee, its successors and assigns forever.

And Grantor, for itself, its representatives, successors and assigns does hereby covenant with Grantee, its representatives, successors and assigns, that Grantor is lawfully seized in fee simple of the land herein conveyed; has full power, authority and right to convey the same; that Grantor will forever warrant and defend the title thereto against the lawful claims of all persons whomsoever; and that such land is free from all encumbrances except for the encumbrances described on Exhibit B attached hereto.

THE PREPARER OF THIS DEED MAKES NO REPRESENTATION AS TO THE STATUS OF TITLE TO THE PROPERTY DESCRIBED ON EXHIBIT A HERETO. THIS DEED HAS BEEN PREPARED SOLELY FROM INFORMATION FURNISHED TO THE PREPARER WHO MAKES NO REPRESENTATION WHATSOEVER OTHER THAN IT HAS BEEN ACCURATELY TRANSCRIBED FROM THE INFORMATION PROVIDED.

IN WITNESS WHEREOF, the Grantor has caused this instrument to be executed this the date first above written.

BELL FORGE SQUARE ASSOCIATES, LTD.

By Fortune Masingill Parish Development Corporation, Its General Partner

By J. Michael Parish
J. Michael Parish, Its President

Commonwealth
~~STATE~~ OF Massachusetts
: ss
COUNTY OF Suffolk)

Before me, ROBERT TUCHMANN, a Notary Public in and for the County and State aforesaid, personally appeared J. Michael Parish, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself to be the President of Fortune Masingill Parish Development Corporation, a Tennessee corporation, which corporation is a general partner of Bell Forge Square Associates, Ltd., the within named bargainor, a limited partnership, and that he as such President, executed the foregoing instrument for the purposes therein contained, by signing the name of Fortune Masingill Parish Development Corporation as general partner on behalf of the limited partnership by himself as President.

WITNESS my hand and seal, at office in Boston MA, this 29th day of April, 1986.

Robert Tuchmann
Notary Public

My commission expires:_____

DBR:gl/0207H

ROBERT TUCHMANN, Notary Public
My commission expires Jan. 22, 1993

EXHIBIT A

TRACT I:

A parcel of land in the First Civil District of Davidson County, Nashville, Tennessee, being Lot No. 3 as shown on the plan of the Resubdivision of Lot No. 3 of Bell Forge West of record in Book 6250, page 737, and more fully described as follows:

Beginning at a point located S 80 deg. 11min. 43sec. E, 11.00 feet from a concrete monument, said monument being the common property line of Bell Forge West, and Prudential Insurance Company of America, said point being 464.71 feet west of the westerly margin of Mt. View Road; thence, N 80 deg. 11min. 43 sec. W, 11.00 feet to a concrete monument; thence, N 84 deg. 03min. 53sec. W, 461.24 feet; thence, N 83 deg. 38min. 40sec. W, 325.04 feet; thence, N 25 deg. 10min. 00sec. E, 642.34 feet; thence, S 65 deg. 45min. E, 170.00 feet; thence, S 84 deg. 45min. E, 146.10 feet; thence, with a curve to the left having a central angle of 29 deg. 09min. 14sec., a radius of 250.00 feet and a length of 127.21 feet; thence, with a curve to the right having a central angle of 15 deg. 18min. 53sec., a radius of 200 feet and a length of 53.46 feet; thence, S 88 deg. 10min. 00sec. E, 119.80 feet; thence S 01 deg. 50min. 00sec. W, 329.00 feet; thence, N 88 deg. 10min. 00sec. W, 58.53 feet; thence, S 01 deg. 50min. 00sec. W, 278.91 feet to the point of beginning, containing 9.39 acres, more or less.

Being the same property conveyed to Bell Forge Square Associates, Ltd. by deed from Bell Forge Square, Ltd., of record in Book 6844, page 517, Register's Office for Davidson County.

TRACT II:

Being a parcel of land in the First Civil District, Nashville, Davidson County, Tennessee, and being Lot No. 4 as shown on the Plan of the Resubdivision of Lot No. 3 on the Plan of Bell Forge West of record in Book 6250, page 737, more particularly described as follows:

Beginning at a point in the westerly margin of Mt. View Road, located approximately 345 feet north of the centerline of Bell Forge Lane East extended; thence, with said margin, S 01deg. 17min. 40sec. W, 56.00 feet; thence, with a curve to the left having a central angle of 27deg. 38min. 09sec., a radius of 805.74 feet and a length of 388.64 feet; thence, S 26deg. 20min. 31sec. E, 250.75 feet; thence, with a curve to the left

having a central angle of 02deg. 47min. 42 sec., a radius of 515.52 feet and a length of 25.15 feet; thence, leaving said margin, N 80deg. 11min. 43sec. W, 464.71 feet; thence, N 01deg. 50min. 00sec. E, 278.91 feet; thence, S 88deg. 10min. 00sec. E, 58.53 feet; thence, N 01deg. 50min. 00sec. E, 329.00 feet; thence, S 88deg. 10min. 00sec. E, 176.00 feet to the point of beginning, containing 4.012 acres, more or less.

Being the property conveyed to Bell Forge Square Associates, Ltd., by deed from Bell Forge Square Phase II, Ltd., of record in Book 6844, page 520, Register's Office Davidson County, Tennessee.

DBRjb
1081S1-2

AS TO TRACT 1

1. Memorandum of Lease of record in Book 6489, page 858, said Register's Office, between Fortune Masingill Parish Development Corporation (landlord) and K Mart Corporation (tenant).

2. Memorandum of Lease of record in Book 6599, page 105, said Register's Office, between Bell Forge Square, Ltd. (landlord) as assignee of Fortune Masingill Parish Development Corporation and K Mart Corporation (tenant).

3. The plan of record in Book 6250, page 737, said Register's Office, shows an owners certificate, certain easements and setback lines and the notes as more particularly shown thereon.

4. Easement for sanitary sewers and/or storm drainage of record in Book 5998, page 618, said Register's Office.

5. Easement for right-of-way of Mt. View Road lying within the boundaries of the premises.

6. Easement for sanitary sewers and/or storm drainage of record in Book 5998, page 621, said Register's Office.

7. Right-of-way Agreement to Columbia Gulf Transmission Company of record in Book 4457, page 373, said Register's Office, along the westerly property line.

8. The survey of the premises made by Barge, Waggoner, Sumner & Cannon, dated March 29, 1984, shows a 15 foot public utility easement applicable to the west tract running along and adjacent to the southerly line thereof.

9. The survey of the premises made by Barge, Waggoner, Sumner & Cannon, dated March 29, 1984, shows a 10 foot water line easement located on the westerly and southerly portions of the west tract.

10. The surveyors report dated April 18, 1984, shows a drainage ditch from end of storm sewer westerly to west boundary.

11. Memorandum of Lease for recording between Bell Forge Square, Ltd., a Tennessee limited partnership and Apparel Retail Corporation (Bell Forge West Tenn. Apparel Division) of record in Book 6320, page 523, said Register's Office.

12. Assignment of Lessor's Interest in Lease between Fortune Masingill Parish Development Corporation, a Tenenssee corporation, and Bell Forge Square, Ltd., a Tennessee limited partnership, of record in Book 6320, page 526, Register's Office for said County.

13. Lease Agreement between Bell Forge Square, Ltd., a Tennessee limited partnership, and Newton Buying Corp., a Massachusetts corporation, of record in Book 6320, page 529, Register's Office for said County.

14. Memorandum of Lease between Bell Forge Square, Ltd., a Tennessee limited partnership and Pic N Pay Stores, Inc., of record in Book 6371, page 564, Register's Office for Davidson County, Tennessee.

15. Declaration of Protective Covenants of record in Book 5993, page 769, as amended in Book 6207, page 838 and as further amended in Book 6301, page 775, said Register's Office.

AS TO TRACT II

1. Memorandum of Lease by and between Fortune Masingill Parish Development Corporation, a Tennessee corporation and K Mart Corporation, dated April 18, 1984, of record in Book 6489, page 858, in the Davidson County Register's Office.

2. Restrictive covenants contained in an instrument of record in book 5993, page 769, amended in Book 6301, page 775 and Book 6306, page 644, in the Davidson County Register's Office.

3. A 20 foot and 10 foot sanitary sewer and/or storm drainage easement of record in Book 5998, page 621, in the Davidson County Register's Office.

4. Survey of Barge, Waggoner, Sumner & Cannon, dated December, 19884, and last revised May, 1985, show the following:

a. 12-1/2 foot joint access drive and a public utility easement across north portion of the property
b. Bell Forge Sign inside Northeast corner of the property
c. 20 foot building setback line, public utility and drainage easement along Mt. View Road
d. 15 foot building setback line, public utility and drainage easement inside the South property line
e. 10 foot public water line easement crossing the Southern part of the property
f. 20 foot and 10 foot sanitary sewer and drainage easement crossing the center of the property with a 30 foot ramp located on the front line
g. Driveway across center and southern part of the property
h. Sewer line inside the West property line.

5. Memorandum of Lease between Bell Forge Square Phase II, Ltd. (lessor) and Michaels Stores, Inc. (tenant) of record in Book 6747, page 296, said Register's Office.

6. Conditions and provisions of the plat of the Resubdivision, Lot No. 3, Bell Forge West, as shown on the plat of record in Book 6250, page 737, which includes an owners certificate and Notes 3, 4, 6, 7 and 9.

AS TO TRACTS I AND II

1. Building and Zoning ordinances of the City of Nashville, Tennessee.

2. Liens for real estate taxes for the current fiscal year, which are not yet due and payable.

96673

IDENTIFICATION REFERENCE

MAY 1 10 42 AM '86

FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN

OFFICIAL RECEIPT

FELIX Z. WILSON, II

REGISTER OF DAVIDSON COUNTY
NASHVILLE, TENNESSEE

RECEIVED OF _____

FOR _____

BOOK 6844 PAGE 530
530

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
		1,000,000.00 CONV.		

2600.00 CSTAX
.50 PRFEE
21.00 WDEED
CHECK 2621.50
9169A05/01/86 BAL .00

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

9 6 6 7 3.

IDENTIFICATION REFERENCE

MAY 1 10 42 AM '86

FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN

No. 243111