STATE OF CALIFORNIA)
COUNTY OF LOS ANGELES)

The actual consideration or value, whichever is greater, for this transfer is $3,000,000.00.

Affiant

OFFICIAL SEAL
MARGERY E KATZ
NOTARY PUBLIC - CALIFORNIA
LOS ANGELES COUNTY
My comm. expires JUN 27, 1988

Subscribed and sworn to before me, this 25th day of September, 1986.

Notary Public

My Commission expires: June 27, 1988.

This instrument prepared by:
GULLETT, SANFORD, ROBINSON & MARTIN
230 Fourth Avenue North
Nashville, Tennessee 37219
Box 44

Address new owner as follows:	Mortgagees:	Send Tax Bills to:	Map-Parcel Numbers
Priest Lake Joint Venture Attn: Jim Nunnelee Suite 750 2100 West End Avenue Nashville, Tennessee 37203	Provident Life & Accident Insurance Company c/o Fletcher Bright Company 1300 First Tennessee Building Chattanooga, TN 37402 Nashville CityBank & Trust Co. 315 Union Street Nashville, TN 37201	Provident Life & Accident Insurance Company c/o Fletcher Bright Company 1300 First Tennessee Building Chattanooga, TN 37402	Map 149 Parcels 235 and 265

For and in consideration of the sum of Ten Dollars, cash in hand paid by the hereinafter named Grantee, and other good and valuable consideration, the receipt of which is hereby acknowledged, the undersigned, **B & B NASHVILLE ASSOCIATES,** a California limited partnership, hereinafter called the Grantor, has bargained and sold, and by these presents does transfer and convey unto **PRIEST LAKE JOINT VENTURE,** a Tennessee joint venture composed of NF, Inc., a Tennessee corporation, and Chickering Ventures, a Tennessee general partnership, hereinafter called the Grantee, its successors and assigns, certain tracts or parcels of land in Davidson County, State of Tennessee, described as follows:

TRACT I:
A tract or parcel of land located in Davidson County, Tennessee, being Lot No. 3 on the Resubdivision of Lot 2, Phase No. 1 and Phase No. 2 on the Revised Site Plan of Priest Lake Park Plaza Shopping Center, of record in Book 5200, page 30, Register's Office for Davidson County, Tennessee, described as follows:

Beginning at a point in the westerly right-of-way line of Murfreesboro Road, said point being North 42 deg. 35 min. 27 seg. West 82.79 feet from a monument in the westerly right-of-way line of Murfreesboro Road at the intersection with Bell Road; thence leaving said right-of-way line South 72 deg. 24 min. 34 sec. West 150.00 feet to a point; thence South 17 deg. 35 min. 26 sec. East 294.18 feet to a point; thence, South 89 deg. 40 min. 25 sec. West 326.93 feet, in part along the southerly wall of an existing building to a point; thence, along the rear wall of said building, North 17 deg. 24 min. 46 sec. West 40.00 feet to a point; thence South 72 deg. 35 min. 14 sec. West 143.54 feet to a point, thence North 03 deg. 04 min. 36 sec. East 60.00 feet to a monument; thence South 85 deg. 57 min. 32 sec. West 186.73 feet to a monument in the easterly right-of-way of Rural Hill Road; thence, with said easterly right-of-way line, North 03 deg. 07 min. 47 sec. East 495.02 feet to a monument; thence, leaving said right-of-way North 59 deg. 57 min. 05 sec. East 372.62 feet to a monument in the westerly right-of-way line of Murfreesboro Road; thence with said westerly right-of-way line of Murfreesboro Road, South 42 deg. 35 min. 27 sec. East 537.00 feet to the point of beginning.

Being the same property conveyed to B & B Nashville Associates, a California limited partnership by deed from Fletcher Bright Company, Trustee, of record at Book 5287, page 927, Register's Office for said County.

TRACT II:
Land in Davidson County, Tennessee, being Lot No. 2 on the Resubdivision of Lot No. 4 of the Plat entitled Resubdivision of Lot No. 2, Phase No. 1 and Phase No. 2 on the Revised Site Plan for Priest Lake Plaza Shopping Center of record at Book 5200, page 344, Register's Office for Davidson County, Tennessee, to which plan reference is hereby made for a more complete description.

Being the same property conveyed to B & B Nashville Associates, a California partnership by deed from Larry L. Butler, an unmarried person, of record at Book 6024, page 758, Register's Office for said county, B & B Nashville Associates, a California partnership, being one and the same as B & B Nashville Associates, a California limited partnership.

This conveyance is made expressly subject to all those matters listed as Permitted Encumbrances on the attached Exhibit A, which is by this reference incorporated herein.

Tract I is improved property known as 2615 Murfreesboro Road, Nashville, Tennessee 37217. Tract II is unimproved.

TO HAVE AND TO HOLD the said tracts or parcels of land, with the appurtenances, estate, title and interest thereto belonging to the said Grantee, its successors and assigns, forever; and Grantor covenants with the said Grantee that it is lawfully seized and possessed of said land in fee simple, has a good right to convey it, and that Grantor has not in any way caused the same to be encumbered except as herein set forth; and Grantor further covenants and binds itself to warrant and forever defend Grantee against the lawful claims of all persons claiming by, through or under Grantor only.

By acceptance of this deed, Grantee hereby assumes (1) the obligations contained in the Cross Easement Agreement referred to as item 2 on the attached Exhibit A, (2) the obligation to maintain the access easement shown on Lot 4 as shown on the resubdivision plat recorded in Book 5200, page 30, Register's Office for Davidson County, Tennessee, until such time as any construction is commenced on Lot 4, and (3) all other obligations contained in any instruments listed on the attached Exhibit A, except for the

indebtedness secured by the Deed of Trust listed thereon, title hereunder being expressly taken subject to said indebtedness.

IN WITNESS WHEREOF, the undersigned has caused this instrument to be executed this 29 day of September, 1986.

B & B NASHVILLE ASSOCIATES,
a California limited partnership

By: G. W. Fenimore
G. W. Fenimore, General Partner

STATE OF CALIFORNIA)
COUNTY OF LOS ANGELES

Before me, the undersigned, of the State and County aforesaid, personally appeared G. W. Fenimore, 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 general partner of B & B Nashville Associates, the within named bargainor, a limited partnership, and that he as such general partner executed the foregoing instrument for the purpose therein contained, by signing the name of the limited partnership by himself as general partner.

Witness my hand and official seal at Los Angeles, California, this 25th day of September, 1986.

Margery E. Katz
Notary Public

My Commission Expires: June 27, 1988

OFFICIAL SEAL
MARGERY E KATZ
NOTARY PUBLIC - CALIFORNIA
LOS ANGELES COUNTY
My comm. expires JUN 27, 1988

EXHIBIT A

PERMITTED ENCUMBRANCES

1. Lien for real estate taxes for 1986, which have been prorated and assumed by Grantee.

2. Cross Easement Agreement dated July 3, 1975, and recorded January 22, 1976, at Book 4990, page 806, Register's Office for Davidson County, Tennessee, as modified by a Modification of Easement dated September 29, 1976, of record at Book 5073, page 350, said Register's Office.

3. Lease to the Kroger Co., a short form of which lease is dated March 24, 1975, recorded March 25, 1975, of record at Book 4898, page 746, Register's Office for said County, as modified by Lease Modification Agreement dated August 26, 1980, recorded July 8, 1981, of record at Book 5767, page 292, said Register's Office.

4. Lease to SuperX Drugs of Texas, Inc., a short form of which lease is dated April 1, 1975, recorded April 4, 1975, of record at Book 4901, page 573, Register's Office for said County, as modified by Lease Modification Agreement dated August 26, 1980, recorded July 8, 1981, of record at Book 5767, page 288, said Register's Office.

5. Tenants in possession under unrecorded Leases as follows:

   A. 31 Flavors Stores Realty, Inc., (Baskin-Robbins)
   B. Leo Santoro (Priest Lake Billiards)
   C. Ms B's Dress Shop
   D. Kelly Wright (Bike Shop)
   E. Diamond Outlet
   F. Leo Hampel (Frame Shop)
   G. Ella Grayson - Lois Craft (Tanning Beds)
   H. Fred Walker (Beauty Shop)
   I. Dr. K. D. Harris
   J. A. Barker & Ken Keel (Video Shop)
   K. Janice Larkins (Fabrics)
   L. Paul Forster (Creative Gifts)
   M. Fotomat Corporation
   N. Commerce Union Bank

6. Deed of trust executed by Bell Road Investment, Ltd., a limited partnership to William N. Dearborn, Trustee, of record in Book 4901, page 776, said Register's Office, dated April 4, 1975, and recorded April 4, 1975, to secure to Commerce Union Bank, an indebtedness in the amount of $1,575,000.00.

   Said Deed of Trust was corrected by instrument dated September 19, 1976, and recorded September 29, 1976, of record at Book 5073, page 345, said Register's Office.

   Said Deed of Trust was assigned by Commerce Union Bank to Provident Life and Accident Insurance Company by assignment dated September 29, 1976, and recorded September 29, 1976, of record at Book 5073, page 356, said Register's Office.

7. Financing Statement listing Bell Road Investment Ltd., Debtor, and Commerce Union Bank, Secured Party, filed as additional security for the indebtedness owed to Commerce Union Bank in the amount of $1,575,000.00, of record at Book 4901, page 788, said Register's Office.

   Said Financing Statement assigned to Provident Life and Accident Insurance Company by assignment recorded September 29, 1976, of record at Book 5073, page 358, said Register's Office.

8. By Subordination Agreement dated September 29, 1976, recorded September 29, 1976, of record at Book 5073, page 352, Register's Office for said County, the Deed of Trust of record at Book 4901, page 776, Register's Office for said County, was

subordinated to the Cross Easement Agreement of record at in Book 4990, page 806, as modified in Book 5073, page 350, said Register's Office.

9. Assignment of Lessor's Interest in Lease, dated February 23, 1978, recorded February 24, 1978, by and between Fletcher Bright Company, Trustee, Assignor and Commerce Union Bank, Assignee, of record in Book 5256, page 481, said Register's Office.

10. Separate Assignments of Lease dated September 1, 1976, recorded September 29, 1976, from Bell Road Investment, Ltd., a limited partnership to Provident Life and Accident Insurance Company, as follows:

NAME OF TENANT	ASSIGNMENT RECORDED AT
Washington Industries, Inc.	Book 5073, page 359
American Girl Figure Salon, Inc.	Book 5073, page 363
John A. Gaddy and wife, Evelyn M. Gaddy	Book 5073, page 367
Stacy's Outdoorsman, Inc.	Book 5073, page 371
Margaret L. Newsom	Book 5073, page 375
Tribble's Arts & Crafts, Inc.	Book 5073, page 379
Sports Industries of America, Inc.	Book 5073, page 383
Tandy Corporation	Book 5073, page 387
31 Flavors Stores Realty, Inc.	Book 5073, page 391
Superx Drugs of Texas, Inc.	Book 5073, page 395
The Kroger Co.	Book 5073, page 399

11. Deed of Conveyance to the Metropolitan Government of Nashville and Davidson County, Department of Water and Sewerage Services for 348 feet of 8-inch sanitary sewer dated August 19, 1976, recorded September 9, 1976, of record in Book 5066, page 756, said Register's Office.

12. Deed of Conveyance to the Metropolitan Government of Nashville and Davidson County, Department of Water and Sewerage Services for 1451 feet of 8-inch water main dated August 19, 1976, recorded September 10, 1976, of record in Book 5066, page 761, said Register's Office.

13. Deed of Conveyance to the Metropolitan Government of Nashville and Davidson County, Department of Water and Sewerage Services for 260 feet of 8-inch sanitary sewer, dated January 20, 1977, and recorded February 18, 1977, of record at Book 5116, page 720, said Register's Office.

14. Deed of Conveyance to the Metropolitan Government of Nashville and Davidson County, Department of Water and Sewerage Services for 74.5 feet of 8-inch sanitary sewer, dated January 20, 1977, and recorded February 18, 1977, of record at Book 5116, page 733, said Register's Office.

15. Matters shown on the plan of record at Book 5200, page 344, said Register's Office. (Tract II)

16. Matters shown on the plan of record at Book 5200, page 30, said Register's Office. (Tract I)

17. Property Line Agreement, dated February 24, 1978, recorded February 24, 1978, of record at Book 5256, page 462, Register's Office for said County, by and between Bell Road Investment, Ltd., a limited partnership and Billy C. Kay and wife, Leah N. Kay, under which said parties agreed to the common property line between Lot No. 3 as shown on the plan of record in Book 5200, page 30, said Register's Office, and Lot No. 1 as shown on the Plan of record in Book 4885, page 107, said Register's Office, and certain other matters.

18. Easement retained in the deed dated February 24, 1978, recorded February 24, 1978, from Bell Road Investment, Ltd., to Fletcher Bright Company, Trustee, of record in Book 5256, page 465, said Register's Office, over and across Lot No. 3 to connect power lines serving Lot No. 4 as shown on the Plan of record at Book 5200, page 30, said Register's Office, with the existing power lines located on Lot No. 3, together with other rights and agreements relating thereto.

19. Assignment and Assumption Agreement relating to leases, dated February 24, 1978, recorded February 24, 1978, by and between Bell Road Investment, Ltd., a limited partnership to Fletcher Bright Company, Trustee, a Tennessee Corporation, by instrument of record at Book 5256, page 471, said Register's Office.

20. Assignment of Leases dated May 9, 1978, recorded May 19, 1978, from Fletcher Bright Company, Trustee, a Tennessee corporation, to B & B Nashville Associates, a California limited partnership, of record at Book 5287, page 932, said Register's Office.

21. Agreement dated July 23, 1980, by and between James D. Haley, B & B Nashville Associates, W. H. Criswell Company, Inc., and Commerce Union Bank, of record at Book 5637, page 694, said Register's Office.

22. Agreement dated July 8, 1981, recorded July 14, 1981, by and between Larry L. Butler and W. H. Criswell Co., Inc., of record in Book 5769, page 828, said Register's Office.

23. Matters shown on the survey of Ragan, Smith, Murphy & Associates dated August 15, 1986.

4 7 8 4 3
IDENTIFICATION REFERENCE
SEP 30 3 38 PM '86
FELIX Z. WILSON REGISTER
DAVIDSON COUNTY, TN

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

RECEIVED OF _____

FOR _____

BOOK 6995 PAGE 219

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	3,000,000 00		

8400.00 CSTAX
.50 PRFE
18.00 WDEED
CHECK 8418.50-
8808A09/30/86 BAL .00

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

4 7 8 4 3

IDENTIFT REFERENCE

SEP 30 3 38 PM '86

FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY TN

No. 301175