7437
SHR

BOOK 7435 PAGE 465

Address New Owner:	Map-Parcel Numbers:
222 PARTNERS, LTD. c/o Landmark Capital Corporation 222 Third Avenue North Nashville, Tennessee 37219	Map 161 Parcels 82, 232, 234
Send Tax Bills To:	**Address of Mortgagee:**
222 PARTNERS, LTD. c/o Landmark Capital Corporation 222 Third Avenue North Nashville, Tennessee 37219	Third National Bank in Nashville P.O. Box 76 Nashville, Tennessee 37219 Attn: Robert P. Watson
This instrument prepared by: Boult, Cummings, Conners & Berry, 222 Third Avenue, North, P.O. Box 198062, Nashville, TN 37219	

SPECIAL WARRANTY DEED

FOR AND IN CONSIDERATION of the sum of TEN DOLLARS ($10.00) cash in hand paid, and other good and valuable considerations, the receipt and sufficiency of all of which are hereby acknowledged, Barry E. Dotson & Associates, Inc., a Tennessee corporation (the "Grantor"), has bargained and sold, and by these presents does transfer and convey unto the said 222 PARTNERS, LTD., a Tennessee limited partnership with W. Gerald Ezell as general partner, and 222 Partners, Inc., a Tennessee corporation as general partner, (the "Grantee"), Grantee's successors and assigns, its interest, as tenant-in-common, in a certain tract or parcel of land in Davidson County, State of Tennessee, described in Exhibit A which is attached hereto and incorporated herein by reference (the "Property").

This conveyance of the Property, and all covenants and warranties contained herein, are made expressly subject to those matters listed on Exhibit B which is attached hereto and incorporated herein by reference.

STATE OF TENNESSEE
COUNTY OF DAVIDSON

The actual consideration or value, whichever is greater, for this transfer is $7,455,000.00

Steven L. Ezell
Affiant

Subscribed and sworn to before me this 31st day of December, 1986.

Wayne W. Green
Notary Public
My Commission Expires: 11/12/90

NOTARY PUBLIC
WAYNE W. GREEN
STATE OF TENNESSEE

This is improved property, known as South Plaza Shopping Center.

TO HAVE AND TO HOLD the said tract or parcel of land, with the appurtenances, estate, title, and interest thereto belonging to the said Grantee, Grantee's successors and assigns, forever.

And Grantor covenants with the Grantee that the Property is free from all encumbrances made or suffered by it, except to the extent otherwise set forth in this Deed.

And Grantor does further covenant and bind itself, to warrant and forever defend the title to the said land to the said Grantee, Grantee's successors and assigns against the lawful claims of all persons claiming by, through, or under it.

IN WITNESS WHEREOF, the Grantor has caused this Deed to be executed this 31st day of December, 1986, the corporate party, if any, having caused its name to be signed hereto by its duly authorized officers on said day and date.

BARRY E. DOTSON & ASSOCIATES, INC.

By: _____

Title: Pres

STATE OF TENNESSEE
COUNTY OF DAVIDSON

Before me, Wayne W. Harris, a Notary Public of the State and County aforesaid, personally appeared Barry E. Dotson, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself to be president of Barry E. Dotson & Associates, Inc., the within named bargainor, a corporation, and that he as such president, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by himself as president.

WITNESS my hand and seal, at office in Nashville, Tennessee, this 31st day of December, 1986.

_____
Notary Public

My Commission Expires: 11/12/90

WAYNE W. HARRIS NOTARY PUBLIC DAVIDSON COUNTY TENNESSEE

EXHIBIT A

LEGAL DESCRIPTION

South Plaza

Land in Davidson County, Tennessee, being Lots Nos. 1 and 2 and Reserve Parcel "A" on the Second Revision of South Plaza Shopping Center, of record in Book 6250, page 556, Register's Office for Davidson County, Tennessee, to which plan reference is made for a more particular description.

Being part of the same property conveyed to South Plaza Joint Venture, a Tennessee joint venture composed of Barry E. Dotson and Associates, Inc., a Tennessee corporation and W. Gerald Ezell, by deed from Texas Commerce Bank National Association, a national banking association, and Texas Commerce Funding Company, a Delaware corporation, of record in Book 6277, page 803, Register's Office for Davidson County, Tennessee.

Being the same property conveyed by deed from South Plaza Joint Venture, a Tennessee joint venture, to its joint venturers ~~of~~ W. Gerald Ezell and Barry E. Dotson & Associates, Inc., a Tennessee corporation, its connection with its dissolution and termination of existence of record in Book 7435, page 758, Register's Office for Davidson County, Tennessee.

EXHIBIT B

PERMITTED ENCUMBRANCES

South Plaza

1. Property taxes for 1986.

2. Deed of trust executed by South Plaza Joint Venture, a joint venture consisting of W. Gerald Ezell and Barry E. Dotson and Associates, Inc. to J.M. Grissim, Trustee, dated January 2, 1985 and recorded in Book 6467, page 619, Register's Office for Davidson County, Tennessee, in favor of Third National Bank in Nashville which secures a debt in the principal sum of $7,000,000.00.

   Said Deed of Trust was amended of record in Book 6664, page 791, Register's Office for Davidson County, Tennessee.

3. Assignment of Lease to Third National Bank in Nashville of record in Book 6467, page 629, as amended in Book 6664, page 803, Register's Office for Davidson County, Tennessee.

4. Conditional Assignment of Rentals to Third National Bank in Nashville of record in Book 6467, page 633, as amended in Book 6664, page 808, Register's Office for Davidson County, Tennessee.

5. Financing Statement in favor of Third National Bank in Nashville, of record in Book 6467, page 637, as amended in Book 6664, page 817, Register's Office for Davidson County, Tennessee.

6. Assignment of Lease to Third National Bank in Nashville, of record in Book 6664, page 813, Register's Office for Davidson County, Tennessee.

7. Easement granted First Suburban Utility District for water main, power lines and roads over a strip of ground 100 x 120 feet, more or less, by the Trustees of the Tusculum Presbyterian Church, et al, of record in Book 2453, page 531, Register's Office for Davidson County, Tennessee.

8. Storm Water Detention Agreement of record in Book 6408, page 878, Register's Office for Davidson County, Tennessee.

9. Lease to Wal-Mart Stores, Inc., of record in Book 6498, page 198, Register's Office for Davidson County, Tennessee.

10. Easement for water mains and appurtenances of record in Book 6740, page 973, Register's Office for Davidson County, Tennessee.

11. Deed of Conveyance to The Metropolitan Government of Nashville and Davidson County, Department of Water and Sewerage Services of record in Book 7026, page 885, Register's Office for Davidson County, Tennessee.

12. Deed of Conveyance to The Metropolitan Government of Nashville and Davidson County, Department of Water and Sewerage Services of record in Book 7026, page 926, Register's Office for Davidson County, Tennessee.

13. Memorandum and Confirmation of Lease to Pic 'N Pay Stores, Inc., of record in Book 7068, page 710, Register's Office for Davidson County, Tennessee.

14. Reciprocal Access and Cross Parking Easement and Property Maintenance Agreement of record in Book 6490, page 204, and re-recorded in Book 6538, page 731, Register's Office for Davidson County, Tennessee.

15. Reciprocal Easement and Restrictive Covenant Agreement of record in Book 6644, page 397, Register's Office for Davidson County, Tennessee.

16. Perpetual, non-exclusive easement for ingress and egress granted to Taco Bell Corp., of record in Book 6645, page 100, Register's Office for Davidson County, Tennessee.

17. Reciprocal Easement Agreement of record in Book 6648, page 501, Register's Office for Davidson County, Tennessee.

18. Matters shown on the Plan of record in Book 6250, page 556, Register's Office for Davidson County, Tennessee.

19. All matters shown on boundary survey of South Plaza Shopping Center by Michael V. Holmes & Associates, Inc., Job No. 84-180 dated November 11, 1984 and revised January 14, 1985.

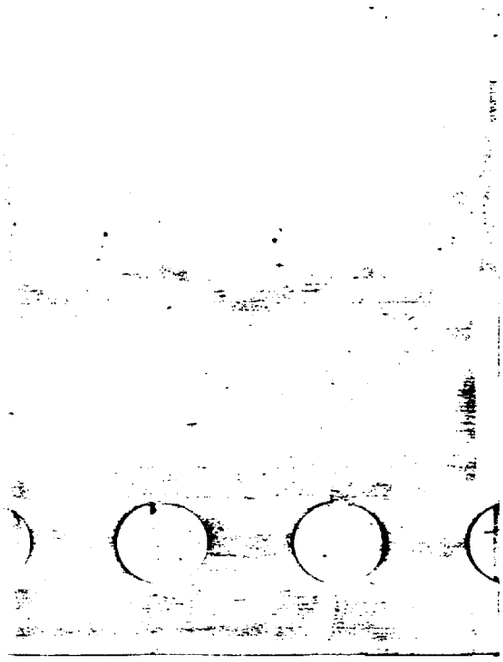
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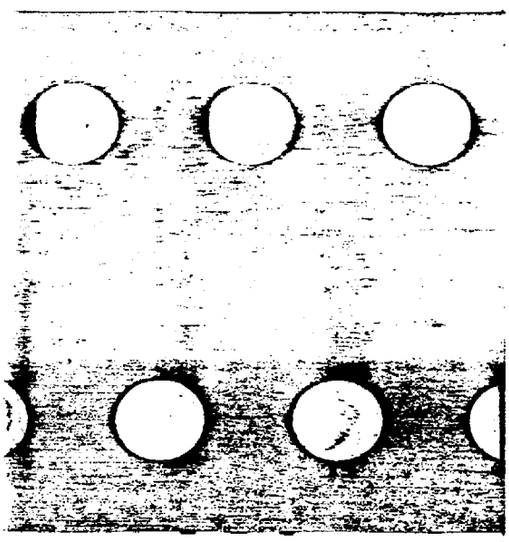
IDENTIFICATION REFERENCE

DEC 28 11 51 AM '87

DAVIDSON COUNTY, TN

3270 12/28 0101 03CHECK 20889-50





OFFICIAL RECEIPT

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

RECEIVED OF _____

FOR _____

BOOK 7435 PAGE 470

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

DATE	SYMBOL	VALUATION	TAX AND FEES	TOTAL

CO. 1,455,000.00

CON TX	20874.00
PRFEE	0.50
WDEED	15.00
TOTAL	20889.50
CHECK	20889.50

12/28/87 01 11:53 0001 3270

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

9 3 3 5 8

IDENTIFT REFERENCE

DEC 28 11 51 AM '87

FELIX Z. WILSON REGISTER
DAVIDSON COUNTY, TN

No. 48362