Pole 35

ADDRESS NEW OWNER:

BVT Donelson Shopping
Center, Ltd.
222 Third Avenue, North
Suite 375
Nashville, TN 37201

SEND TAX BILLS TO:

Same

MAP-PARCEL NOS.:

95-4-241
9862 04/29/88 0101 03CHECK 9964.50
95-4-8

BOOK 7530 PAGE 534

25873

IDENTIFICATION REFERENCE

APR 29 3 08 PM '88

FEE A.Z. WILSON II REGISTER
DAVIDSON COUNTY, TN

NAME AND ADDRESS
OF MORTGAGEE

Berliner Handels-und
Frankfurter Bank
55 East 59th Street
New York, NY 10022

WARRANTY DEED

FOR AND IN CONSIDERATION of the sum of Ten ($10.00) Dollars, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, BVT Management Services, Inc., a Tennessee corporation (the "Grantor"), has this day bargained and sold, and by these presents does hereby transfer and convey unto BVT Donelson Shopping Center, Ltd., a Tennessee limited partnership (the "Grantee"), its successors and assigns, certain real estate in Davidson County, Tennessee, being more particularly 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 the exceptions and other matters set forth in Exhibit B, which is attached hereto and incorporated herein by reference.

This is improved property known as 2510 Lebanon Road and 141 McGavock Pike, Nashville, Tennessee 37214.

This Instrument Prepared By:
J. GREER CUMMINGS, JR.
ATTORNEY AT LAW
222 THIRD AVENUE N.
P. O. BOX 198062
NASHVILLE, TENNESSEE 37219

TO HAVE AND TO HOLD the Property, with the appurtenances, estate, title and interest thereto belonging, to the said Grantee, its successors and assigns, forever.

And Grantor covenants with Grantee that it is lawfully seized and possessed of the Property in fee simple, that it has a good right to convey the Property, and that the same is unencumbered, except to the extent otherwise set forth in Exhibit B hereto.

Grantor further covenants and binds itself, its successors and representatives, to warrant and forever defend the title to the Property to the said Grantee, its successors and assigns, against the lawful claims of all persons.

IN WITNESS WHEREOF, Grantor has caused this Warranty Deed to be executed on this 27th day of April, 1988.

BVT MANAGEMENT SERVICES, INC.

By: J. Himelrick
Title: Executive Vice President

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Personally appeared before me, Stephanie Ellen Shupe, Notary Public, James E. Himelrick, Jr., with whom I am personally acquainted, and who acknowledged that he executed the within instrument for the purposes therein contained and who further acknowledged that he is Executive Vice President of BVT Management Services, Inc., a corporation, and is authorized to execute this instrument on behalf of BVT Management Services, Inc.

WITNESS my hand, at office, this 27 day of April, 1988.

Stephanie Ellen Shupe
Notary Public
My Commission Expires: 7/17/88

NOTARY PUBLIC
DAVIDSON COUNTY

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

The actual consideration or value, whichever is greater, for this transfer is $3,550,000.00.

Affiant

Subscribed and sworn to before me, this 27 day of April, 1988.

Notary Public
My Commission Expires: 7-8-91

EXHIBIT A

TRACT 1:

A parcel of land lying in the First Civil District of Davidson County, Tennessee, and being a part of Lot 1A as shown on the Plan of the Resubdivision of Lot No. 1, The Kroger Co. and Donelson Development Co., Inc. commercial tracts recorded September 1, 1978 in Plat Book 5200, page 84, Register's Office for Davidson County, Tennessee and more particularly described as follows:

BEGINNING at an old iron rod in the southeast corner of the intersection of Park Drive, a 50 foot street, and McGavock Pike, a 50 foot street, and running the following courses and distances: North 89° 20' 57" East a distance of 330.79 feet along the South right-of-way of Park Drive to an old iron rod; thence leaving said right-of-way, South 2° 03' 28" East a distance of 263.45 feet to a new iron rod; thence South 82° 12' 09" West a distance of 370.31 feet to a point in the East right-of-way of McGavock Pike; thence, with the East right-of-way of McGavock Pike, North 4° 55' 11" East a distance of 310.92 feet to the old iron rod at the point of beginning, containing 2.29 acres more or less.

TRACT 2:

Land in the First Civil District of Davidson County, Tennessee, being Lot No. 2 on the Kroger Co. and Donelson Development Co., Inc. commercial tracts as of record in Book 4460, page 116, said Register's Office.

Said Lot No. 2 fronts 150 feet on the northerly side of Lebanon Road (U.S. Highway 70) and runs back between lines 162.60 feet on the easterly side and 162.60 feet on the westerly line, to a line at the rear measuring 149.98 feet thereon, and contains 0.56 acres, more or less.

TRACT 3:

Land in the First Civil District of Davidson County, Tennessee, being part of Lot No. 1A as shown on the plan of the Resubdivision of Lot No. 1, The Kroger Co. and Donelson Development Co., Inc. commercial tracts recorded September 1, 1978 in Plat Book 5200, page 84, Register's Office for Davidson County, Tennessee and more particularly described as follows:

BEGINNING at an old concrete monument on the easterly right-of-way of McGavock Pike, said point being 208 feet more or less north from the centerline of Lebanon Road and being the southwest corner of Lot No. 1A as shown on said plan of record in Book

5200, page 84, said Register's Office; thence with the right-of-way of McGavock Pike North 4° 10' 44" East, 228.84 feet to an old iron rod, thence, continuing with the right-of-way of McGavock Pike North 4° 55' 11" East 31.00 feet to a point; thence leaving said right-of-way North 82° 12' 09" East, 217.72 feet to a point; thence South 10° 27' 00" East, 242.90 feet to a point the northeast corner of Tract 2, the same being Lot 2 on the plan of record in Book 4460, page 116, said Register's Office, thence with the rear line of said Tract 2 South 79° 08' 59" West 149.98 feet to a point being the northwest corner of said Tract 2, thence continuing along the rear lot line of the Keller property of record in Book 3834, page 823 and the Wilson et al. property of record in Book 4269, page 825, said Register's Office, South 80° 42' 54" West 133.35 feet to the point of beginning and containing 1.43 acres, more or less.

TRACT 4:

Land in the First Civil District of Davidson County, Tennessee and being Lot No. 1 and a part of Lot No. 1A as shown on the plan of the Resubdivision of Lot No. 1, The Kroger Co. and Donelson Development Co., Inc. commercial tracts recorded September 1, 1978 in Plat Book 5200, page 84, Register's Office for Davidson County, Tennessee and more particularly described as follows:

BEGINNING at a PK Nail in the northerly right-of-way of Lebanon Road, said PK Nail being 349 feet more or less East from the centerline of McGavock Pike; thence with the northerly right-of-way of Lebanon Road South 79° 9' 13" West 312.01 feet to a spike, the southeast corner of Lot 2 on the Plan of record in Book 4460, page 116, said Register's Office, thence with the easterly line of said Lot 2 North 9° 11' 15" West 162.60 feet to a new iron rod; thence, continuing North 10° 27' 00" West 242.90 feet to a point, thence North 82° 12' 09" East 152.59 feet to a point; thence continuing North 81° 51' 32" East 5.42 feet to an old iron rod in concrete by a post; thence South 10° 32' 00" East 397.07 feet to a PK Nail, the point of beginning and containing 1.46 acres more or less.

The foregoing four (4) tracts are described together as Lots Nos. 1 and 1A, as shown on the plan of the resubdivision of Lot No. 1, The Kroger Co. and Donelson Development Co., Inc. Commercial tracts recorded September 1, 1978 in Plat Book 5200, page 84, Register's Office for Davidson County, Tennessee, and Lot No. 2, as shown on the Subdivision Plat for The Kroger Co. and Donelson Development Co., Inc. commercial tracts recorded November 8, 1972, in Plat Book 4460, page 116, Register's Office for Davidson County, Tennessee, and said tracts are described together according to a survey prepared by McConnell Engineering under date of July 17, 1985.

BEGINNING at an old concrete monument on the easterly right-of-way of McGavock Pike, said point being 208 feet, more or less, North from the centerline of Lebanon Road, and being the southwest corner of Lot No. 1A, as shown on the Plan of record in Book 5200, page 84, Register's Office for Davidson County, Tennessee; thence, with the right-of-way of McGavock Pike North 4° 10' 44" East, 228.84 feet to an old iron rod, thence continuing with the right-of-way of McGavock Pike North 4° 55' 11" East, 341.92 feet to an old iron rod in the southeast corner of the intersection of Park Drive, a 50-foot street, and McGavock Pike, a 50-foot street, thence, with the southerly right-of-way of Park Drive, North 89° 20' 57" East, 330.79 feet to an old iron rod; thence, leaving said right-of-way South 2° 3' 28" East, 263.45 feet to a new iron rod; thence, North 81° 51' 32" East, 5.42 feet to an old iron rod in concrete by post; thence, South 10° 32' 00" East, 397.07 feet to a PK Nail in the northerly right-of-way of Lebanon Road; thence, with the northerly right-of-way of Lebanon Road, South 79° 9' 13" West, 312.01 feet to a spike; thence, North 9° 10' 51" West, 162.6 feet to a new iron rod; thence, South 80° 42' 54" West, 133.35 feet to the point of beginning.

Being the same property conveyed to BVT Management Services, Inc. by deed from First and Mid-South Advisory Company, et al., of record in Book 6646, page 600, Register's Office for Davidson County, Tennessee.

EXHIBIT B

1. 1988 real property taxes.

2. Easement reserved in instrument of record in Book 4846, page 740, Register's Office for Davidson County, Tennessee.

3. Easement reserved in instrument of record in Book 4305, page 831, said Register's Office.

4. All matters shown on Plat of record in Book 5200, page 84, said Register's Office.

5. All matters shown on Plat of record in Book 4460, page 116, as amended in Book 4830, page 280, and in Book 4770, page 479, said Register's Office.

6. Memorandum of Lease between First and MidSouth Advisory Company and Eye Magic Video, Inc., of record in Book 6496, page 916, said Register's Office.

7. Lease between Four Star Properties, Inc., and The Kroger Co., of record in Book 4632, page 826, said Register's Office, as amended by Amended Lease between First and MidSouth Advisory Company and The Kroger Co., of record in Book 6271, page 775, said Register's Office.

8. Lease between Four Star Properties, Inc. and Super X Drugs of Texas, Inc., of record in Book 4633, page 803, said Register's Office.

9. Terms, Conditions, Requirements and Stipulations made and set out in that certain ground lease, dated June 26, 1974, by and between Commerce Union Bank, Trustee, and First and MidSouth Advisory Company, of record in Book 4830, page 286, said Register's Office, and that certain lease between First and MidSouth Advisory Company, a Tennessee corporation, and Entrekin, Trustee, referred to in said lease as "Sublessor" and Ty Samples, an individual, referred to as "Sublessee," of record in Book 5375, page 56, said Register's Office. Said lease was re-recorded in Book 5379, page 52, said Register's Office. Said Lease was assigned to Florida Eastern Development and Management Corp., of record in Book 5877, page 907, as corrected in Book 6832, page 231, said Register's Office.

10. Notice of Lease between Tyrone Samples and Pizza Hut of Knoxville Corporation, of record in Book 5325, page 668, Book 5379, page 42, and Book 5503, page 268, said Register's Office.

11. Attornment and Non-Disturbance Agreements between Commerce Union Bank, Trustee, First and MidSouth Advisory Company

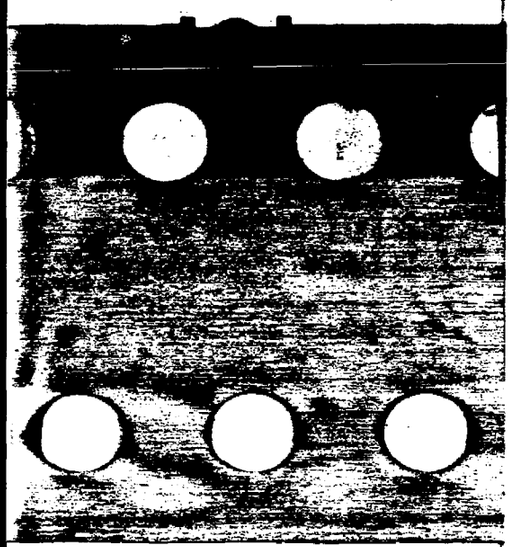
and Entrekin, Trustee, Tyrone Samples and Pizza Hut of Knoxville Corporation, of record in Book 5379, page 65, and Book 5379, page 70, said Register's Office.

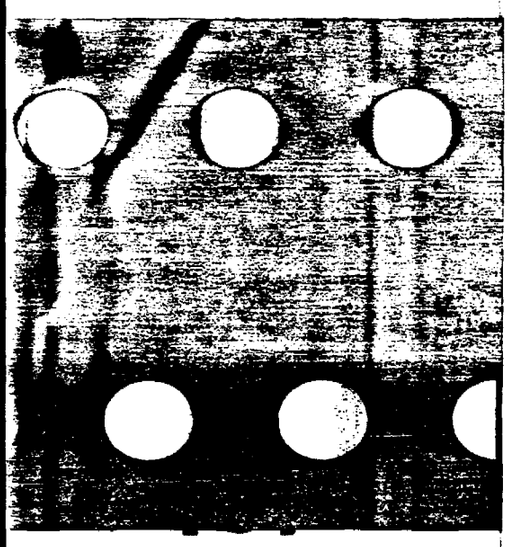
12. Assignment of Tenant's Lease by Tyrone Samples, in favor of Florida Eastern Development and Management Corp., of record in Book 5877, page 918, said Register's Office.

13. Consent to Assignment of Pizza Hut Lease, of record in Book 5877, page 922, said Register's Office.

14. Consent to Assign Ground Lease of record in Book 5877, page 910, said Register's Office.

15. Matters shown on the survey of McConnell Engineering, dated July 17, 1985, and updated October 12, 1987.





OFFICIAL RECEIPT

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

RECEIVED OF _____

FOR _____

BOOK 7530 PAGE 542

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

CAMT

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK $550000.00

CON TX 9940.00
PRFEE 0.50
WDEED 24.00
TOTAL 9964.50
CHECK 9964.50

25873

IDENTIFICATION REFERENCE

APR 29 3 08 PM '88

FELIX Z WILSON II REGISTER
DAVIDSON COUNTY, TN

04/29/88 01 15:13 0001 9862

No. 85929