41

PREPARED BY AND RETURN TO:

BOOK 7877 PAGE 344

Paul Charles Wesch, Esq.
Post Office Box 160306
Mobile, Alabama 36616

JUN 29 1 17 PM '89

43411

STATE OF MASSACHUSETTS

COUNTY OF SUFFOLK

The actual consideration for this transfer or the value of the property, whichever is greater is $16,625,000.

Affiant

Notary Public

My Commission Expires:

MY COMMISSION EXPIRES JUNE 5, 1992

Send Tax Bill To: SAME

Address New Owner:
Net Realty Holding Trust
535 Boylston Street
Boston, Massachusetts 02116

Map/Parcel Number: 64-16-3-002

WARRANTY DEED

FOR AND IN CONSIDERATION OF THE SUM OF TEN ($10.00) DOLLARS, cash in hand paid and other good and valuable consideration, the receipt and sufficiency of all of which is hereby acknowledged.

THE MITCHELL COMPANY, an Alabama general partnership (the "Grantor"), has this day bargained and sold, and by these presents does transfer and convey unto William J. McCarthy, John J. McCarthy, Jr., John E. Amaral, and Robert M. Sullivan as Trustees of NET REALTY HOLDING TRUST, a trust organized pursuant to a Declaration of Trust dated as of July 1, 1970, of record in Book 4837, page 413, Norfolk County, Massachusetts Register of Deeds, and their successors in trust (the "Grantee"), the following described tract or parcel of land located in Hermitage, Davidson County, Tennessee, as more particularly described on Exhibit A attached hereto and incorporated herein by reference, together with all of the buildings and improvements located on the tract or parcel of land described on Exhibit C.

SUBJECT TO all restrictions, reservations, easements and exceptions set forth on Exhibit B attached hereto and incorporated herein by reference.

TO HAVE AND TO HOLD the said tract or parcel of land, with the appurtenances, estates, titles, and interest thereto belonging to Grantee, its successors and assigns, in fee simple forever. Grantor covenants with Grantee that Grantor is lawfully seized and possessed of said land in fee simple, has a good right to convey it, and the same is unencumbered except as set forth on said Exhibit B.

GRANTOR FURTHER COVENANTS and binds itself, its successors, assigns and representatives, to warrant and forever defend the

title to said land to the Grantee, its successors and assigns, against the lawful claims of all persons whomsoever.

IN WITNESS WHEREOF, this instrument has been duly executed by Grantor this 28th day of June, 1989.

THE MITCHELL COMPANY, an Alabama general partnership

By: Armay Development Corporation, a Delaware corporation and general partner of The Mitchell Company

By: _____
John B. Saint
Its President

STATE OF MASSACHUSETTS

COUNTY OF SUFFOLK.

Personally appeared before me, the undersigned, a Notary Public in and for said County and State, John B. Saint, 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 the President of the maker or a constituent of the maker and is authorized by the maker or by its constituent, the constituent being authorized by the maker to execute this instrument on behalf of the maker.

Witness my hand, at office, this 28th day of June, 1989.

_____
Notary Public

My Commission Expires:

MY COMMISSION EXPIRES JUNE 5, 1992

EXHIBIT A

OAKWOOD COMMONS SHOPPING CENTER LAND



Tract 1

A tract of land in the Second Civil District of Metropolitan Nashville, Davidson County, Tennessee, more particularly described as follows:

Beginning at an iron pin on the east boundary line of Reserved Parcel "A", Jackson Square, Section Five, revised, as recorded in Plat Book 5800, page 159, Register's Office for Davidson County, Tennessee, that is N 1 deg. 30'19" E, 596.96 feet from a concrete monument on the north right-of-way line of Lebanon Pike at the southeast corner of Jackson Square Commercial Subdivision, Section Two, as recorded in Plat Book 4885, page 2, said Register's Office; thence,

1. With the east boundary line of Jackson Square, Section Five, revised, N 1 deg. 30'19" E, 340.00 feet to a concrete monument in Gilbert S. Merritt's south property line; thence,

2. With Merritt's south line, S 87 deg. 09'53" E, 705.63 feet to a concrete monument; thence,

3. With the boundary line with Charles H. Turner as recorded in Deed Book 4019, page 217, said Register's Office, S 6 deg. 08'21" W, 124.86 feet; thence,

4. N 87 deg. 42'39" W, 340.73 feet; thence,

5. S 2 deg. 11'53" W, 209.98 feet; thence,

6. N 87 deg. 29'48" W, 352.17 feet to the point of beginning and containing 163,614 square feet or 3.756 acres.

Being a portion of the property conveyed to The Mitchell Company by deed from Gilbert S. Merritt, Jr., and Angie Cantrell Merritt Donelson of record in Book 7730, page 679, Register's Office for Davidson County, Tennessee.

Tract 2

A tract of land in the Second Civil District of Metropolitan Nashville, Davidson County, Tennessee, more particularly described as follows:

Beginning at the concrete monument on the north right-of-way line of Lebanon Pike, U.S. 70N at the southeast corner of Lot A, Jackson Square Commercial Subdivision, Section Two, as recorded in Plat Book 4885, page 2, Register's Office for Davidson County, Tennessee; thence,

1. With the east boundary line of Section Two, Jackson Square Commercial Subdivision, Section Three, Jackson Square Commercial Subdivision as recorded in Plat Book 4885, page 117, and Section Five, Jackson Square as recorded in Plat Book 5800, page 159, said Register's Office, N 1 deg. 30'19" E, 596.96 feet to an iron pin; thence,

2. With the common boundary line of the property of Tract I above as recorded in Deed Book 7730, page 679, and the property of Charles H. Turner as recorded in Deed Book 4019, page 217, said Register's Office, S 87 deg. 29'48" E, 352.17 feet; thence,

3. N 2 deg. 11'53" E, 209.98 feet; thence,

4. S 87 deg. 42'39" E, 340.73 feet; thence,

5. N 6 deg. 08'21" E, 200.0 feet to a concrete monument; thence,

6. S 87 deg. 24'39" E, 238.83 feet to a concrete monument; thence,

7. S 5 deg. 31'56" W, 215.18 feet; thence,

8. S 5 deg. 15'17"W, 363.77 feet; thence,

9. S 4 deg. 27'40" W, 425.37 feet to an iron pin on the north right-of-way line of Lebanon Pike; thence,

10. With the north right-of-way line, N 87 deg. 29'41" W, 618.57 feet to a concrete monument; thence,

11. 270.99 feet along the arc of a curve to the left having a radius of 21,537.90 feet, a central angle of 0 deg. 43'15" and a chord bearing and distance of N 88 deg. 20'55" W, 270.99 feet to the point of beginning and containing 706,437 square feet or 16.218 acres.

Being the same property conveyed to Charles H. Turner and wife, Virginia W. Turner by Deed of record in Book 4019, page 217, Register's Office for Davidson County, Tennessee.

Tract 3

A tract of land in the Second Civil District of Metropolitan Nashville, Davidson County, Tennessee, being a portion of land formerly owned by Gilbert S. Merritt as of record in Deed Book 1302, page 218, Register's Office for Davidson County, Tennessee. Said tract is a portion of Lot No. 1 and all of Out-Parcel 1 on the Final Plat of Oakwood Commons as of record in Plat Book 6900, page 639, said Register's Office, and more particularly described as follows:

Beginning at an existing iron pin on the north right-of-way line of Lebanon Pike, U.S. 70, the southeast corner of Out-Parcel 2 and proceeding as follows:

1. Leaving the north right-of-way line of Lebanon Pike and with the property line of Out-Parcel No. 2 N 2 deg. 50'07" E, 158.04 feet to a concrete monument set; thence,

2. N 87 deg. 09'53" W, 68.00 feet to a concrete monument set; thence,

3. 100.52 feet along the arc of a curve to the right, having a radius of 261.80 feet, a central angle of 21 deg. 59'59" and a chord bearing and distance of N 76 deg. 09'54" W, 99.91 feet to a concrete monument set; thence,

4. 118.68 feet along the arc of a curve to the left, having a radius of 309.08 feet, a central angle of 21 deg. 59'59" and a chord bearing and distance of N 76 deg. 09'54" W, 117.95 feet to a concrete monument set; thence,

5. N 87 deg. 09'53" W, 10.39 feet to a point, said point is the original common property line of Charles H. Turner as of record in Deed Book 4019, page 217, said Register's Office, and Merritt's; thence,



6. Leaving the property line of Out-Parcel 2 and with Turner's property line N 4 deg. 27'40" E, 226.55 feet to a point; thence,

7. Continuing with said common line N 5 deg. 15'17" E, 363.77 feet to a point; thence,

8. N 5 deg. 31'56" E, 139.05 feet to a concrete monument set; thence,

9. Leaving Turner's easterly property line S 87 deg. 09'53" E, 556.06 feet to a concrete monument set; thence,

10. S 62 deg. 49'52" E, 57.53 feet to a concrete monument set; thence,

11. 355.65 feet along the arc of a curve to the right having a radius of 290.58 feet, a central angle of 70 deg. 07'38" and a chord bearing and distance of S 27 deg. 46'03" E, 333.86 feet to a concrete monument set; thence,

12. S 7 deg. 17'46" W, 288.03 feet to a concrete monument set; thence,

13. 206.43 feet along the arc of a curve to the left having a radius of 1404.62 feet, a central angle of 8 deg. 25'13" and a chord bearing and distance of S 3 deg. 05'10" W, 206.24 feet to a concrete monument set; thence,

14. S 1 deg. 07'27" E, 103.50 feet to a concrete monument set; thence,

11. 40.01 feet along the arc of a curve to the right having a radius of 25.00 feet, a central angle of 91 deg. 42'14" and a chord bearing and distance of S 44 deg. 43'40" W, 35.88 feet to a concrete monument set; thence,

16. Westwardly, with the north right-of-way line of Lebanon Pike, 115.50 feet along the arc of a curve to the right having a radius of 1874.86 feet, a central angle of 3 deg. 31'47" and a chord bearing and distance of N 87 deg. 39'20" W, 115.48 feet to a concrete monument set; thence,

17. N 85 deg. 53'27" W, 174.71 feet to a concrete monument set; thence,

18. 184.29 feet along the arc of a curve to the left having a radius of 17,225.00 feet, a central angle of 0 deg. 36'47" and a chord bearing and distance of N 86 deg. 11'50" W, 184.29 feet to the point of beginning and containing 662,532 square feet or 15.210 acres, more or less.

Being a portion of the same property conveyed to The Mitchell Company by deed from Gilbert S. Merritt, Jr., and Angie Cantrell Merritt Donelson of record in Book 7730, page 679, Register's Office for Davidson County, Tennessee.

0782u/06-27-89

EXHIBIT B

1. Taxes for 1989, a lien not yet delinquent.

2. Storm and Water Detention Agreement of record in Book 7457, page 575, said Register's Office.

3. Agreement for Dedication of Easement for Sanitary Sewers and/or Storm Drainage executed by Judge Gilbert Merritt, dated August 3, 1988, of record in Book 7618, page 616, said Register's Office.

4. Matters shown on plat of Oakwood Commons, dated April 13, 1988, of record in Book 6900, page 639, said Register's Office.

5. Consent and Agreement executed by Gilbert Merritt dated May 25, 1988, of record in Book 7603, page 788, said Register's Office.

6. Short Form Lease dated September 28, 1987, between The Mitchell Company and The Harvey Co. of record in Book 7386, page 845, said Register's Office.

7. Memorandum of Lease dated July 5, 1988, between The Mitchell Company and Walgreen Co., of record in Book 7603, page 782, said Register's Office, as amended by Amendment No. One to Lease dated March 20, 1989 between The Mitchell Company and Walgreen Co., of record in Book 7839, page 136, said Register's Office.

8. Memorandum of Lease dated May 6, 1988, between The Mitchell Company and K-Mart Corporation of record in Book 7632, page 25, said Register's Office.

9. Short Form Memorandum of Lease dated as of February 24, 1989, executed between The Mitchell Company and South Trust Bank of Middle Tennessee, of record in Book 7799, page 973, said Register's Office.

10. Declaration of Easements dated August 25, 1987, between Andrew Jackson Food Enterprises, Inc., and The Mitchell Company, granting easements for vehicular and pedestrian access over the subject property, and the covenants and restrictions set forth therein, of record in Book 7513, page 191, said register's Office; as amended by Amendment to Declaration of Easements of record in Book 7566, page 627, said Register's Office; and as amended by Second Amendment to Declaration of Easements of record in Book 7733, page 57, said Register's Office.

11. Subject to the terms and condition of Agreement executed between Andrew Jackson Food Enterprises, Inc. and The Mitchell Company of record in Book 7511, page 118, said Register's Office.

DELETE

12. Subject to the terms and conditions of Nondisturbance Agreement executed between First American National Bank and The Mitchell Company of record in Book 7820, page 809, said Register's Office.

13. Memorandum of Lease dated March 27, 1989, between The Mitchell Company and KFC National Management Company of record in Book 7824, page 596, said Register's Office.

14. Easement dated February 28, 1989 granted to The Mitchell Company by Charles H. Turner and Virginia W. Turner of record in Book 7839, page 140, said Register's Office, as assigned by The Mitchell Company to McDonald's Corporation by Assignment of Easement dated May 8, 1989 of record in Book 7839, page 150, said Register's Office.

15. Restrictive Covenant by The Mitchell Company dated May 8, 1989 of record in Book 7839, page 155, said Register's Office.

16. Shopping Center Easement Agreement and Covenants of Restriction between The Mitchell Company and McDonald's Corporation dated May 8, 1989, of record in Book 7839, page 163, said Register's Office.

17. Rights of tenants in possession pursuant to those unrecorded leases* on the subject property.
*listed on Exhibit B of a certain Assignment of Leases dated June 28, 1989 by and between The Mitchell Company, as Assignor, and the Trustees of Net Realty Holding Trust, as Assignee.

18. Non-Disturbance and Attornment Agreement dated March 29, 1989, between Charles H. Turner and wife, Virginia W. Turner, The Mitchell Company and KFC National Management Company of record in Book 7824, Page 600, said Register's Office.

19. Recognition, Non-Disturbance and Attornment Agreement dated February 24, 1989, by and between Charles H. Turner and wife, Virginia W. Turner, The Mitchell Company and SouthTrust Bank of Middle Tennessee of record in Book 7808, Page 911, said Register's Office.

EXHIBIT "C"

A tract of land in the Second Civil District of Metropolitan Nashville, Davidson County, Tennessee, more particularly described as follows:

Beginning at the concrete monument on the north right-of-way line of Lebanon Pike, U.S. 70N at the southeast corner of Lot A, Jackson Square Commercial Subdivision, Section Two, as recorded in Plat Book 4885, page 2, Register's Office for Davidson County, Tennessee; thence,

1. With the east boundary line of Section Two, Jackson Square Commercial Subdivision, Section Three, Jackson Square Commercial Subdivision as recorded in Plat Book 4885, page 117, and Section Five, Jackson Square as recorded in Plat Book 5800, page 159, said Register's Office, N 1 deg. 30'19" E, 596.96 feet to an iron pin; thence,

2. With the common boundary line of the property of Tract I above as recorded in Deed Book 7730, page 679, and the property of Charles H. Turner as recorded in Deed Book 4019, page 217, said Register's Office, S 87 deg. 29'48" E, 352.17 feet; thence,

3. N 2 deg. 11'53" E, 209.98 feet; thence,

4. S 87 deg. 42'39" E, 340.73 feet; thence,

5. N 6 deg. 08'21" E, 200.0 feet to a concrete monument; thence,

6. S 87 deg. 24'39" E, 238.83 feet to a concrete monument; thence,

7. S 5 deg. 31'56" W, 215.18 feet; thence,

8. S 5 deg. 15'17"W, 363.77 feet; thence,

9. S 4 deg. 27'40" W, 425.37 feet to an iron pin on the north right-of-way line of Lebanon Pike; thence,

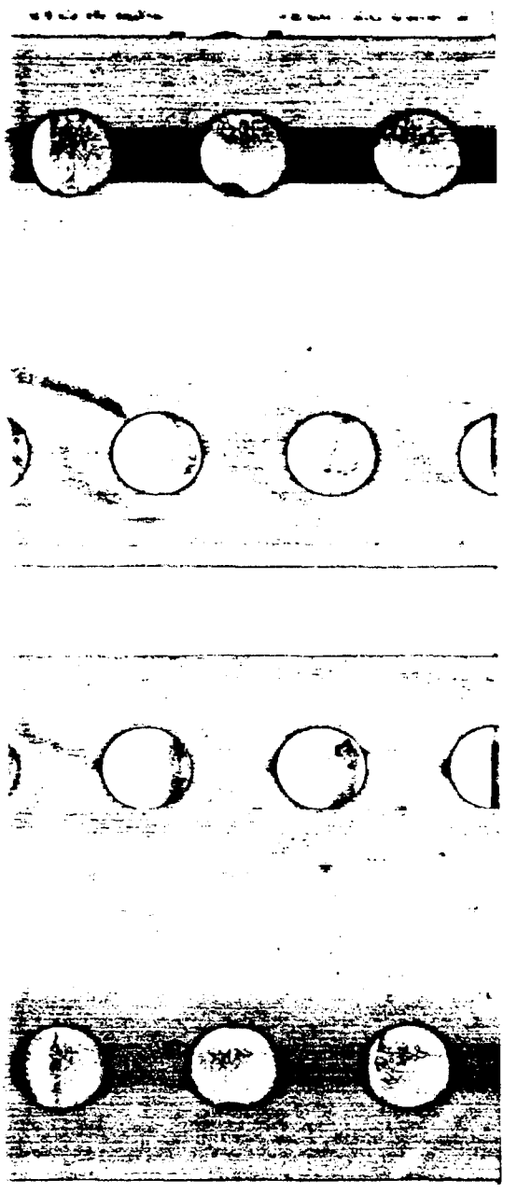
10. With the north right-of-way line, N 87 deg. 29'41" W, 618.57 feet to a concrete monument; thence,

11. 270.99 feet along the arc of a curve to the left having a radius of 21,537.90 feet, a central angle of 0 deg. 43'15" and a chord bearing and distance of N 88 deg. 20'55" W, 270.99 feet to the point of beginning and containing 706,437 square feet or 16.218 acres.

Being the same property conveyed to Charles H. Turner and wife, Virginia W. Turner by Deed of record in Book 4019, page 217, Register's Office for Davidson County, Tennessee.

**OFFICIAL RECEIPT**

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



RECEIVED OF _____

FOR _____

BOOK 7877 PAGE 352

| | | |
|---|---|---|
| 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 |
|---|---|---|---|---|

CON AMT 16,675,000.0

MOR TX 54862.50
PRFEE 0.50
VOID
MOR TX 54862.50-
CON TX 54862.50
WDEED 24.00
TOTAL 54887.00
CHECK 54887.00

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

06/29/89 01 13:21 0001 0197

45414.

IDENTIFICATION

JUN 29 1 17 PM '89

FELIX Z. WILSON, II
REGISTER

No. 224465