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37965

THIS INSTRUMENT PREPARED BY:
O'HARE, SHERRARD & ROE
424 Church Street, Suite 2000
Nashville, Tennessee 37219

5298 06/29 0101 03CHECK 11810.50

JUN 29 12 53 PM '90

SPECIAL WARRANTY DEED

Address New Owner(s) as follows:	Name\Address Mortgagee	Map-Parcel Nos.
Bright-Elysian Fields L.P. 1300 First Tennessee Building Chattanooga, Tennessee 37402	Citizens Fidelity Bank and Trust Company, d/b/a Citizens Fidelity Mortgage Co. 539 Fourth Avenue Louisville, KY 40296	Map No. 133, Parcel 24

FOR AND IN CONSIDERATION of the sum of Three Million Five Hundred Seventy-Five Thousand Dollars ($3,575,000.00), Nashville-Toledo Associates, a Tennessee joint venture hereinafter referred to as "GRANTOR"), has bargained and sold, and does hereby transfer and convey unto Bright-Elysian Fields L.P., a Tennessee limited partnership (hereinafter referred to as "GRANTEE"), certain real estate in Davidson County, Tennessee, as more particularly described on Exhibit A attached hereto and incorporated herein by reference.

This is improved property, known as Elysian Fields Shopping Center, located at 3810 Nolensville Pike, Nashville, Tennessee.

TO HAVE AND TO HOLD the Property, the appurtenances, estate, title and interest belonging to the said GRANTEE and the said GRANTEE'S successors, heirs and assigns forever.

GRANTOR further covenants and binds itself, its successors and representatives, to warrant and forever defend the title to the Property to said GRANTEE, and the GRANTEE'S successors, heirs, and assigns, against the lawful claims of all persons claiming by, through, or under GRANTOR, but not otherwise; provided, however, this conveyance is subject to the matters set forth on Exhibit B attached hereto and incorporated herein by reference.

IN WITNESS WHEREOF, GRANTOR has caused this instrument to be executed by its duly authorized venturers on the 21st day of June, 1990.

NASHVILLE-TOLEDO ASSOCIATES,
a Tennessee joint venture

By: _____
William V. Papaik, Venturer

By: _____
Thomas L. Schlachter

STATE OF Tennessee)
)
COUNTY OF Davidson)

Before me, Jana O. Yeary, a Notary Public in and for the County and State aforesaid, personally appeared William V. Papaik and Thomas L. Schlachter, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), venturers of Nashville-Toledo Associates, a Tennessee joint venture, the within named bargainor, and who acknowledged that they executed the within instrument for the purposes therein contained.

WITNESS my hand and seal, at office in Nashville, Tennessee, this 21st day of June, 1990.

Jana O. Yeary
Notary Public

My Commission Expires:

STATE OF Tennessee)
)
COUNTY OF Davidson)

The actual consideration or value, whichever is greater, for this transfer is $3,575,000.00.

Affiant

Subscribed and sworn to before me this, the 22nd day of June, 1990.

Notary Public

My commission expires:

My Commission Exp Mar. 6, 1991

EXHIBIT A

LAND in the 6th Civil District of Davidson County, Tennessee, described according to survey prepared by Freeland-Clinkscales & Associates, Inc., 323 West Stone Avenue, Greenville, S.C., License No. 817, Job No. 23649,and dated March 5, 1990, as follows:

BEGINNING at a point of beginning being an old "X" in concrete located at the intersection of the Eastern right-of-way of Nolensville Road and the northern right-of-way of Elysian Fields Court; thence with the eastern right-of-way of Nolensville Road, N 45 degrees 49' 07" W, 392.34 ft. to a concrete monument; thence leaving said right-of-way along a joint property line with N/F Equitable Life Insurance, N 44 degrees 15' 49" E, 595.62 ft. to an old concrete monument; thence with joint property line N/F Willowbrook Assoc. Ltd., N 45 degrees 13' 42" E, 280.54 ft. to an old concrete monument; thence, N 38 degrees 12' 22" E, 20.44 ft. to an old iron pin; thence, with a joint property line with N/F Paragon Hills Subdivision, S 44 degrees 47' 57" E, 438.88 ft. to an old concrete monument; thence, with N/F Elysian Center (Section 2) and N/F Second Street Realty Company, S 44 degrees 28' 10" W, 615.97' to an old iron pin; thence, with the right-of-way of Elysian Fields Court, N 45 degrees 46' 19" W, 46.84 ft. to a point; thence, S 44 degrees 13' 43" W, 50.0 ft. to a point, thence with a curved line having the following data chord, S 0 degrees 46' 20" E, 35.36 ft., radius of 25.0', arc of 39.27' to an old "X" in concrete; thence, S 44 degrees 13' 35" W, 174.31 ft. to an old railroad spike; thence, with a curved line having the following data: chord S 89 degrees 13' 46" W, 35.36 ft., radius of 25.0 ft., arc of 39.27 ft. to the point of beginning. Said tract contains 8.84 acres, 385,004 sq. ft.

BEING the same property conveyed to Nashville-Toledo Associates, by deed from Gromarco Inc., of record in Book 6737, page 98, Register's Office for Davidson County, Tennessee.

EXHIBIT B

1. Real property taxes for 1990 and subsequent years, a lien not yet due and payable.

2. Restrictions of record in Book 6737, page 98, said Register's Office.

3. Agreement by and between The Kroger Co., Gromarco Inc. and H. Hugh Brewer, F. Compton Wallace, E. Boyd Garrett, and James E. Binkley of record in Book 4287, page 18, said Register's Office.

4. No insurance is afforded as to the exact amount of acreage described herein.

5. Subject to applicable zoning and building regulations, and permits and all visible easements and encroachments.

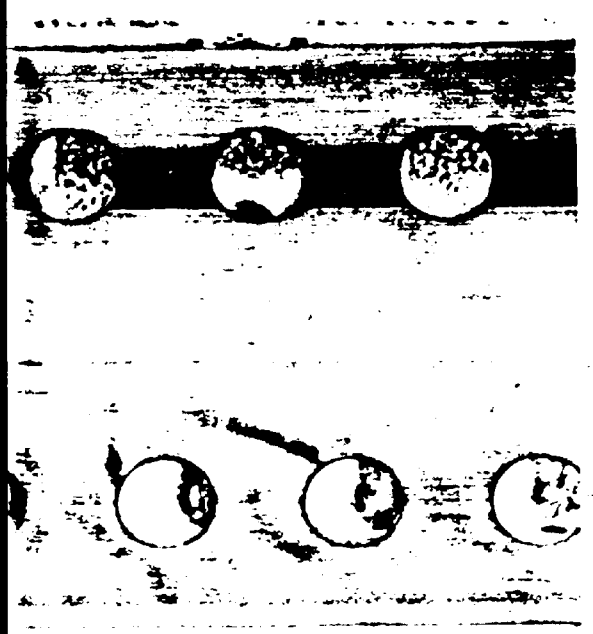
6. Subject to all matters shown on the survey prepared by Freeland-Clinkscales & Associates, Inc. dated March 5, 1990, updated June 22, 1990, Job No. 23649, Tennessee License No. 817.

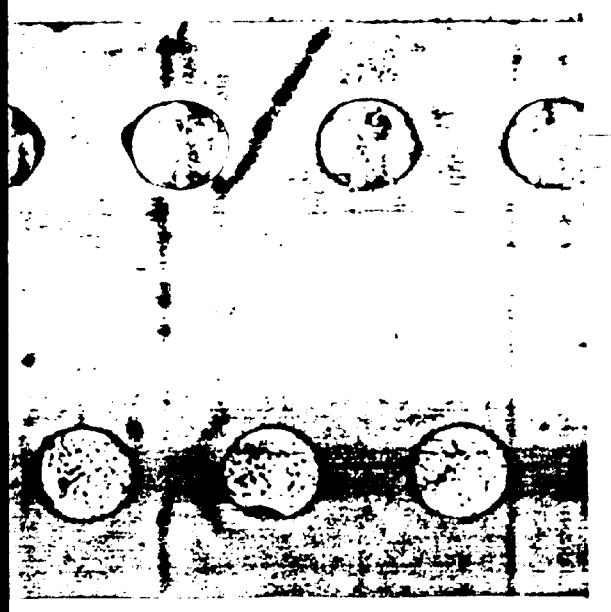
7. Rights of parties in possession as tenants only.

   (a) Wonderful Waterbeds
   (b) Subway
   (c) Beneficial Loan
   (d) Speedy Prining
   (e) Hook's Super "X", Inc.
   (f) Pizza Hut
   (g) Haircrafts
   (h) Super "X" Convalescent Aids
   (i) Alfrenco
   (j) Frank's Nursery and Crafts

8. Right-of-way for Nolensville Pike.

9. Memorandum of Lease between Nashville-Toledo Associates and Frank's Nursery and Gifts, Inc. of record in Book 7266, page 325, said Register's Office.





OFFICIAL RECEIPT

FELIX Z WILSON, II

REGISTER OF DAVIDSON COUNTY

NASHVILLE TENNESSEE

RECEIVED OF _____

FOR _____

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CC CONVEYANCE	CC CERTIFIED COPY	MISC MISCELLANEOUS
MG 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
			CAMT	
				3575000.00
			CON TX	11797.50
			PRFEE	1.00
			WDEED	12.00
			TOTAL	11810.50
			CHECK	11810.50
06/29/90	01	12:55	0001	5298

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

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JUN 29 12 53 PM '90

No. 332890