BOOK 8395 PAGE 1

UPON RECORDATION, MAIL THIS INSTRUMENT TO: June F. Kaplan, Esquire, Toys "R" Us, Inc., 461 From Road, Paramus, New Jersey 07652

THIS INSTRUMENT PREPARED BY:
David W. Long, Esquire
Long, Ragsdale & Waters, P. C.
P. O. Box 90384
Knoxville, TN 37990

OWNER NAME/ADDRESS:
Toys "R" Us, Inc.
461 From Road
Paramus, New Jersey 07652
Attn: Vice President, Real Estate

TAXPAYER NAME/ADDRESS:
Toys "R" Us, Inc.
395 W. Passaic Street
Rochelle Park, NJ 07662
ATTN: Tax Department

I, or we, hereby swear or affirm that the actual consideration for this transfer or value of the property transferred, whichever is greater, is $1,490,000.00, which amount is equal to or greater than the amount which the property transferred would command at a fair and voluntary sale.

A. C. Mangold
Affiant

Subscribed and sworn to before me this 27th day of June, 1991.

Erica B. Myers
Notary Public

My Commission Expires: 10-17-94

ERICA L. MYERS NOTARY PUBLIC KNOX COUNTY

o o O o o

5526.00

WARRANTY DEED
(TENNESSEE)

THIS INDENTURE, entered into as of the 27th day of June, 1991, between The Bellevue Galleries, L.P., a Tennessee limited partnership, Grantor, and Toys "R" Us, Inc., a Delaware corporation, Grantee.

W I T N E S S E T H:

That Grantor, for and in consideration of the sum of Ten and no/100 Dollars ($10.00) and for good and valuable consideration in hand paid by Grantee, the receipt of which is hereby acknowledged, has granted, bargained, sold and conveyed, and does hereby grant, bargain, sell and convey unto Grantee the following described premises, with the hereditaments and appurtenances thereto belonging or in any wise appertaining, to-wit: Situate in the First Civil District of Davidson County, Tennessee, and being more particularly described on Exhibit "A" attached hereto.

TO HAVE AND TO HOLD the said premises to the said Grantee, its successors and assigns forever.

And Grantor, for itself, its representatives, successors and assigns does hereby covenant with Grantee, its representatives, successors and assigns, that Grantor is lawfully seized in fee simple of the premises herein conveyed; has full power, authority, and right to convey the same; that Grantor will forever warrant and defend the title thereto against the lawful claims of all persons whomsoever; and that such premises are free from all encumbrances except for the encumbrances shown on Exhibit "B" attached hereto.

IDENTIFICATION REFERENCE
2 9 7 3 7

Jun 10 3 00 PM '91
FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN

THE PREPARER OF THIS DEED MAKES NO REPRESENTATION AS TO THE STATUS OF TITLE TO THE PROPERTY DESCRIBED ON EXHIBIT "A" HERETO. THIS DEED HAS BEEN PREPARED SOLELY FROM INFORMATION FURNISHED TO THE PREPARER, WHO MAKES NO REPRESENTATION WHATSOEVER.

IN WITNESS WHEREOF, the Grantor has caused this instrument to be executed this the date first above written.

THE BELLEVUE GALLERIES, L.P., a Tennessee limited partnership

By FMP Nashville Bellevue Corporation, General Partner

By A.C. Masingill, Jr.
A.C. Masingill, Jr.,
President

STATE OF TENNESSEE
COUNTY OF KNOX

Before me, Erica B. Myers, of the state and county aforesaid, personally appeared A.C. Masingill, Jr., 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 FMP Nashville Bellevue Corporation, a corporation that he acknowledged to be a general partner of The Bellevue Galleries, L.P., the within named bargainor, a Tennessee limited partnership, and that he as such President, executed the foregoing instrument for the purpose therein contained, by signing the name of the partnership by himself as President of the corporation (on behalf of the corporation as general partner of the bargainor).

WITNESS my hand and seal this 27th day of June, 1991.

Erica B. Myers
Notary Public

My commission expires: 10-17-94

Legal Description
Lot 2
Galleries at Bellevue

The following described parcel of land located in the First Civil District of Davidson County, Tennessee: all of Lot 2 of Galleries at Bellevue, a subdivision of Davidson County, Tennessee, bearing subdivision no. 90S-186G, as shown by plat of record in Plat Book 7900, page 272, in the office of the Register of Deeds for Davidson County, Tennessee, more particularly described as follows:

BEGINNING at a concrete monument in the southerly margin of U.S. Highway 70 South, as widened by the above referenced plat, said monument being westerly 1,595 feet from the westerly margin of Sawyer Brown Road;

THENCE, leaving margin S 34 deg. 55' 51" W, 395.00 feet to a point, the true point of beginning of the herein described parcel;

THENCE, S 34 deg. 55' 51" W, 217.06 feet to a point;

THENCE, N 53 deg. 51' 55" W, 292.63 feet to a point;

THENCE, N 51 deg. 31' 25" W, 53.03 feet to a point;

THENCE, N 45 deg. 46' 19" W, 172.89 feet to a point;

THENCE, N 44 deg. 13' 41" E, 440.99 feet to a point in the southerly margin of U. S. Highway 70 South, as widened;

THENCE, with said margin with a curve to the left 124.53 feet to a point said curve having a central angle of 03 deg. 40' 00", a radius of 1,945.86 feet, a tangent of 62.28 feet and a chord of S 72 deg. 36' 51" E, 124.51 feet;

THENCE, leaving said margin S 74 deg. 22' 11" E, 11.23 feet to a point;

THENCE, S 15 deg. 37' 49" W, 10.49 feet to a point;

THENCE, S 36 deg. 08' 05" W, 260.04 feet to a point;

THENCE, S 53 deg. 51' 55" E, 30.00 feet to a point;

THENCE, S 36 deg. 08' 05" W, 20.00 feet to a point;

THENCE, S 53 deg. 51' 55" E, 288.07 feet to the point of beginning.

Containing 146,817 square feet or 3.37 acres, more or less.

BEING part of the property conveyed to Grantor by deeds recorded in Book 7854, pages 602, 604 and 610, in the office of the Register of Deeds for Davidson County, Tennessee.

TOGETHER with the rights of Grantor with respect to those easements described as items nos. 4 and 5 on Exhibit B hereto which pertain to the above property.

STATUTORY NOTICES:

1. Surveyor name, address, and license number: Wendell H. Talley, Sr., c/o Barge, Waggoner, Sumner & Cannon, 162 Third Avenue North, Nashville, Tennessee 37201, License No. 785.

2. Property identification information used by the assessor of property: Map 142; Parcel 3.09.

EXHIBIT B

Permitted Encumbrances

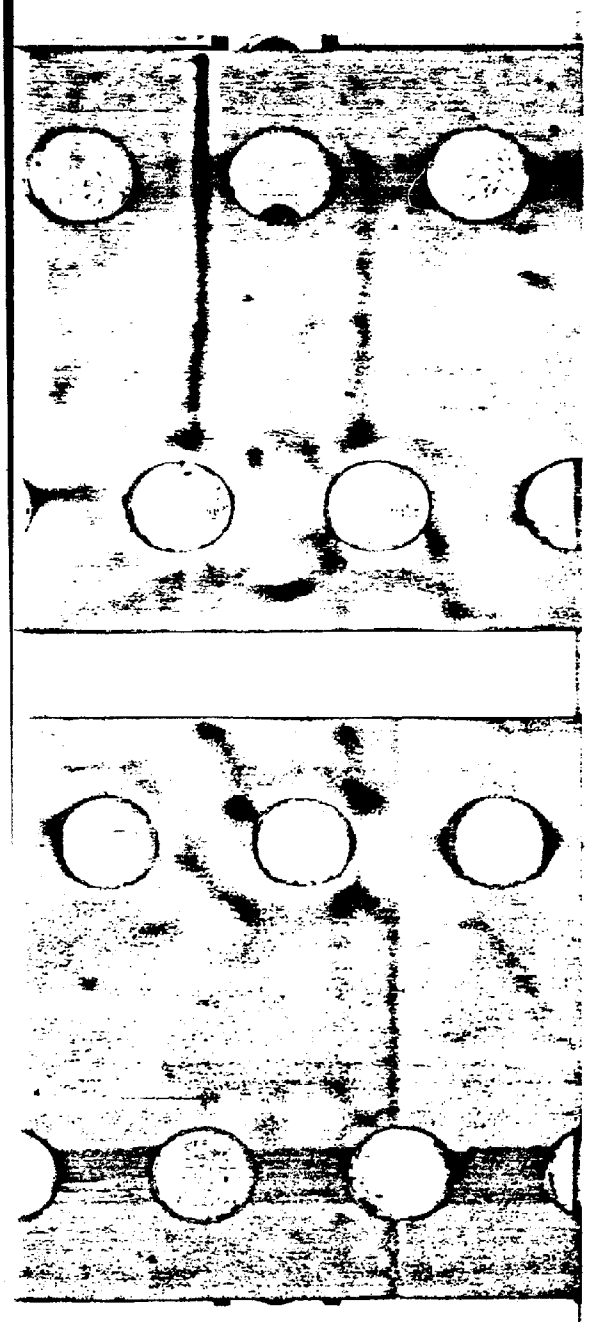
1. Taxes for the year 1991 and subsequent years.

2. Those matters with respect to the property described on Exhibit A (i.e., Lot 2) which are disclosed by plat of record in Plat Book 7900, page 272, in the Davidson County Register's Office.

3. Those matters with respect to Lot 2 [Subdivision Lot No. (TYP)] also known as (309) Property Map Parcel Nos. (TYP), 3.39 acres as shown on Property Line Survey dated November 2, 1990, last revised June 24, 1991, made by Barge, Waggoner, Sumner and Cannon, file no. 11510, sheet 1 of 2, described on sheet 2 of 2.

4. Joint Access and Utility Easement of record in Book 8293, Page 3, said Register's Office, as amended by instruments of record in Book 8323, Page 82, and in Book 8323, Page 82, said Register's Office.

5. Reciprocal Easement and Operation Agreement of record in Book 8323, Page 183, said register's Office, as amended.



OFFICIAL RECEIPT

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

RECEIVED OF _____

FOR _____

BOOK 8395 PAGE 5

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
1490000.00
CON TX 5513.00
PRFEE 1.00
RECD 12.00
TOTAL 5526.00
CHECK 5526.00

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

07/10/91 01 15:01 0001 0419

2 9 7 3 7

IDENTIFICATION REFERENCE

Jul 10 3 00 PM '91

FELIX Z WILSON II REGISTER
DAVIDSON COUNTY, TN

No. 439452