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This Instrument Was Prepared By:
George E. Mudter, Jr., Esq.
Trabue, Sturdivant & DeWitt
25th Floor, Nashville City Center
511 Union Street
Nashville, Tennessee 37219

Address New Owner(s):
NTW Incorporated
2359 Research Drive
Woodbridge, VA 22191

Send Tax Bills to:
New Owner

Tax Information:
Map: 26-14
Parcel: 54

WARRANTY DEED

BOOK 8450 PAGE 590

FOR AND IN CONSIDERATION of the sum of Ten and No/100 Dollars ($10.00), cash in hand paid, and other good and valuable considerations, the receipt of which is hereby acknowledged, RIVERGATE PLAZA JOINT VENTURE, (the "Grantor"), has this day bargained and sold, and does hereby transfer and convey to NTW INCORPORATED, a Delaware corporation, (the "Grantee"), its successors and assigns, all that tract or parcel of land described on Exhibit "A" hereto.

This is unimproved property.

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

AND Grantor covenants that it is lawfully seized and possessed of said real estate in fee simple, has a good right to convey it, and that the same is unencumbered, except as set out on Exhibit "B" hereto. Grantor further covenants and binds itself, its successors and assigns to warrant and forever defend the title to said real estate to said Grantee, its successors and assigns against the lawful claims of all persons.

Whenever used, the singular shall include the plural, the plural the singular, and the use of any gender shall be applicable to all genders.

IN WITNESS WHEREOF, Grantor has executed this instrument on this 26th day of September, 1991.

4.9 7.3.9

IDENTIFICATION REFERENCE

SEP 26 10 31 AM '91

FILED & WITNESSED REGISTER DAVIDSON COUNTY, TN

RIVERGATE PLAZA JOINT VENTURE

By: Doyle Monday
Doyle Monday
Managing Venturer

STATE OF TENNESSEE)
)
COUNTY OF DAVIDSON)

Personally appeared before me, the undersigned, a Notary Public in and for said County and State, Doyle Monday, 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 Managing Venturer 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 26th day of September, 1991.

Brenda G. Bentley
Notary Public

My Commission Expires: 7/23/94

STATE OF TENNESSEE)
)
COUNTY OF DAVIDSON)

The actual consideration or value, whichever is greater, for this transfer is $360,000.00.

Doyle Monday
Affiant

Subscribed and sworn to before me, this 26th day of September, 1991.

Brenda G. Bentley
Notary Public

My Commission Expires: 7/23/94

2:GEM0725912.vj

EXHIBIT "A"

A tract of land lying in City of Goodlettsville, Davidson County, Tennessee and being Lot No. 2 on the Final Plat of Resubdivision of Remaining Part of Lot No. 3 Rivergate Plaza as of record in Book 7900, Page 215, Register's Office for Davidson County, Tennessee and also being Parcel 54 on Tax Map 26-14 for Metro Nashville, Davidson County, Tennessee, and being more particularly described according to a survey by Ragan-Smith-Murphy & Associates, Inc. dated July 19, 1991, as follows:

Beginning at an existing P.K. Nail at the common corner of Lots 1 and 2 of the above noted plan of Rivergate Plaza Resubdivision and also being a corner of Tract D-2 Rivergate Mall as of record in Book 4460, Page 31, Register's Office for Davidson County, Tennessee. Said point also being 754.88 feet easterly from the easterly right-of-way line of Two Mile Parkway as measured along the common line between Rivergate Plaza and Rivergate Mall; thence, with the common line between Lots 1 and 2 North 14° 00' 21" West, passing a witness iron pin at 30 feet, a total of 403.16 feet to an existing iron pin in the southerly right-of-way line of the future extension of Rivergate Drive as set out on plat entitled Revised Section One Rivergate Vantage as of record in Book 4955, Page 8, Register's Office for Davidson County, Tennessee; thence, with the southerly line of future extension of Rivergate Drive North 74° 25' 17" East, 269.05 feet to an existing iron pin, corner of Ethel C. Fitzpatrick Tr. et al. as of record in Book 7801, Page 894, Register's Office for Davidson County, Tennessee; thence, with the south line of Fitzpatrick South 82° 26' 11" East, 323.94 feet to an existing iron pin at the northwesterly corner of Resubdivision of Tract D-3 Rivergate Mall as of record in Book 4595, Page 100, Register's Office for Davidson County, Tennessee; thence, with the westerly line of Tract D-3 South 8° 02' 31" West, 77.20 feet to an existing P.K. Nail corner of J. C. Penney Co., Inc. as of record in Deed Book 7296, Page 952, Register's Office for Davidson County, Tennessee; thence, with the north line of J. C. Penney Co., Inc. North 82° 28' 34" West, 262.03 feet to an existing P.K. Nail; thence, with the west line of J. C. Penney Co., Inc. South 7° 31' 26" West, passing a witness iron pin at 300.94 feet, a total of 361.94 feet to an existing P.K. Nail; thence, South 83° 08' 00" West, 165.94 feet to the point of beginning and containing 124,512 square feet or 2.858 acres.

Being part of the same property conveyed to Rivergate Plaza Joint Venture by quitclaim deed from Raymond B. Hurd, Trustee for Rivergate Plaza Joint Venture with full power, of record in Book 8450, page 587, Register's Office for Davidson County, Tennessee.

EXHIBIT "B"

1. State and County taxes for the year 1991, which have been prorated and assumed by the Grantee.

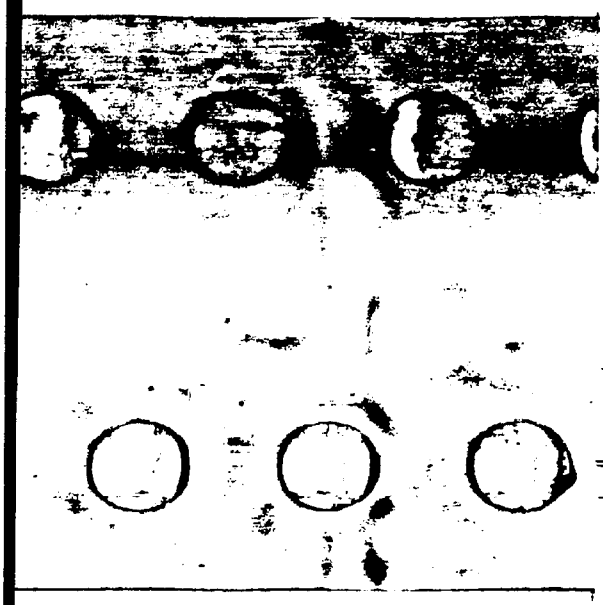
2. City taxes for the year 1991, which have been prorated and will be paid by the Grantor.

3. All matters appearing on the Plan of record in Plat Book 4300, page 139, revised in Plat Book 7900, page 215, Register's Office for Davidson County, Tennessee.

4. Easement Agreement of record in Book 7185, page 132, rerecorded in Book 7297, page 112, Register's Office for Davidson County, Tennessee.

5. Reciprocal Easement Agreement of record in Book 8450, page 512, Register's Office for Davidson County, Tennessee.

4207 09/26 0101 03CHECK 1345.00



OFFICIAL RECEIPT

FELIX Z. WILSON, II

REGISTER OF DAVIDSON COUNTY

NASHVILLE, TENNESSEE

RECEIVED OF _____

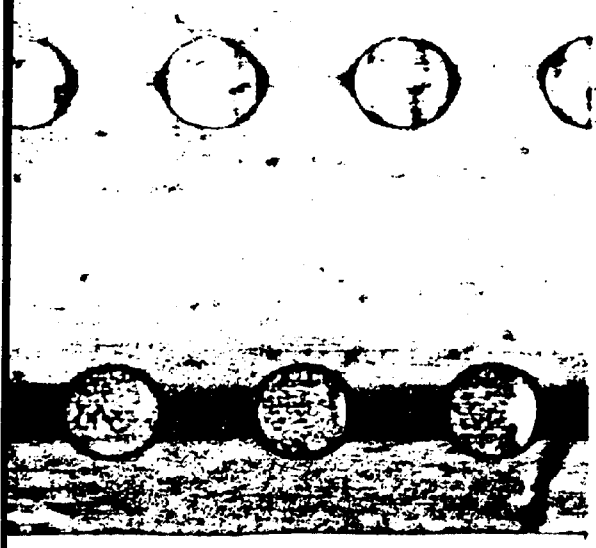
FOR _____

BOOK 8450 PAGE 594

CO CONVEYANCE	CC - CERTIFIED COPY	MISC - MISCELLANEOUS
MO 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	
				360000.00
			CON TX	1332.00
			PRFEE	1.00
			WDEED	12.00
			TOTAL	1345.00
			CHECK	1345.00
09/26/91	01		10:33 0001	4207

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK



4.9.7.3.9.

IDENTIFICATION REFERENCE

SEP 26 10 31 AM '91

FELIX Z. WILSON, II REGISTER DAVIDSON COUNTY, TN

No. 462389