BOOK 9189 PAGE 377

THIS INSTRUMENT PREPARED BY:
Sherrard & Roe (JHR) Box 62
424 Church Street, Suite 2000
Nashville, TN 37219

SPECIAL WARRANTY DEED

Address New Owner:	Send Tax Bills To:	Map & Parcel No.:
Ms. Virginia H. Brooks c/o David Miller Development Co. 750 Old Hickory Blvd. Brentwood, TN 37027	Same	Map 147 Parcel 45

FOR AND IN CONSIDERATION of Two Hundred Fifty Thousand Dollars ($250,000.00) cash in hand paid, the receipt of which is hereby acknowledged, Gainsborough Corporation, a North Carolina corporation authorized to do business in Tennessee (hereinafter referred to as the "Grantor") has bargained and sold, and does hereby transfer and convey unto Virginia H. Brooks (hereinafter referred to as the "Grantee") certain real estate in Davidson County, Tennessee; to wit:

> Lot No. 3 on the Final Plat for Harding Mall Village recorded in Plat Book 7900, page 606, in the Office of the Register of Deeds in Davidson County, Tennessee.
>
> Being a part of the same property conveyed to Gainsborough Corporation, by Deed from Harding Mall Venture, L. P., of record in Book 8680, page 633, Register's Office of Davidson County, Tennessee.
>
> This is improved property, known as Lot 3, Harding Mall Village, Nashville, Tennessee.

TO HAVE AND TO HOLD said real estate, with the appurtenances, estate, title and interest belonging to the said Grantee, and to the said Grantee's, heirs and assigns forever. 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 for those items set forth on Exhibit "A" attached hereto and incorporated herein by this reference (hereinafter referred to as the "Permitted Title Exceptions"). Excepting the Permitted Title

Exceptions, Grantor further covenants and binds itself, its successors and representatives, to warrant and forever defend the title to said real estate to the said Grantee and to the said Grantee's heirs, successors and assigns against the lawful claims of all persons claiming by, through or under the Grantor, but not otherwise.

Witness this 15th day of December, 1993, the Grantor having caused its name to be signed hereto by its duly authorized Officer on said day and date.

GRANTOR:

GAINSBOROUGH CORPORATION, a North Carolina corporation

By: _____
Thomas H. Speed
Senior Vice President

STATE OF NORTH CAROLINA)
)
COUNTY OF MECKLENBURG)

Before me, the undersigned, a Notary Public of the State and County aforesaid, personally appeared THOMAS H. SPEED, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself/herself to be the Senior Vice President of Gainsborough Corporation, a corporation, the within named bargainor, and that he/she as such Senior Vice President, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by himself/herself as Senior Vice President.

Witness my hand and seal, at office in Charlotte, North Carolina, this 15th day of December, 1993.

E. Elizabeth Powell
Notary Public - E. Elizabeth Powell

My Commission Expires:

July 9, 1995



STATE OF TENNESSEE)
)
COUNTY OF DAVIDSON)

The actual consideration or value whichever is greater, for this transfer is $250,000.00.

Affiant

Subscribed and sworn to before me, this the 15th day of December, 1993.

Notary Public

My Commission Expires:

5-25-96

LISA E. PEELMAN NOTARY PUBLIC DAVIDSON COUNTY, TENNESSEE

97601

IDENTIFICATION REFERENCE

93 DEC 16 PM 1:59

FELIX A. ... REGISTER
DAVIDSON COUNTY, TN.

EXHIBIT "A"

PERMITTED EXCEPTIONS

1. Real Property Taxes for 1994 and subsequent years.

2. Subject to applicable zoning and building regulations and permits with respect to those certain lots lying east of Seven Mile Creek.

3. All matters shown on survey prepared by Wamble & Associates dated November 4, 1993, and entitled Boundary Survey of Lots 3 and 4, Harding Mall Village, 30th Councilmanic District, Nashville, Davidson County, Tennessee.

4. Subject to the restrictions contained in that certain Tenth Amendment to Lease between Gainsborough Corporation and The Castner-Knott Dry Goods Co. of record in Book 9140, page 523, RODC.

5. Agreement for Dedication of Easements for Sanitary Sewers and/or Storm Drainage of record in Book 8917, page 587, RODC.

6. All matters shown on the Final P.U.D. Boundary Plat of Harding Mall Village of record in Plat Book 7900, page 594, RODC; and all matters shown on the Final Plat of Harding Mall Village of record in Plat Book 7900, page 606, RODC.

7. Cross-Access Easement Agreement dated September 21, 1993, by and between Gainsborough Corporation and Harding Place Partnership of record in Book 9087, page 101, and as re-recorded in Book 9100, page 929, RODC.

8. Declaration of Covenants, Conditions and Restrictions (Castner-Knott) of record in Book 9189, page 351, RODC.

9. Declaration of Covenants, Conditions and Restrictions (Marshalls) of record in Book 9189, page 359, RODC.

10. Declaration of Covenants, Conditions and Restrictions (Walgreens) of record in Book 9189, page 368, RODC.

496B 12/16 0101 03CHECK 942.00

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

RECEIVED OF _____

FOR _____

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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 250000.00
				CON TX 925.00
				PRFEE 1.00
				MDEED 16.00
				TOTAL 942.00
				CHECK 942.00
			12/16/93 01	14:00 0001 4968

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

97601
IDENTIF. & REFERENCE

93 DEC 16 PM 1:59
FELIX Z. WILSON, II REGISTER
DAVIDSON COUNTY, TN.

No. 734957