BOOK 9723PG728

This Instrument Prepared By:
CORBETT, CROCKETT & VAN SLYKE
Suite 1050 American Center
3100 West End Avenue
Nashville, TN 37203

NEW OWNER:	**SEND TAX BILL:**	**MAP-PARCEL NO.:**
Somerville S.C. Associates, L.P. c/o RD Management Corp. 810 Seventh Avenue New York, New York 10019	Same	Map: 86 Parcel: 334

WARRANTY DEED

FOR VALUABLE CONSIDERATION, the receipt and sufficiency of which are hereby acknowledged, Jackson's Courtyard, L.P., a Tennessee limited partnership ("Grantor"), has bargained and sold and by these presents does transfer and convey to Somerville S.C. Associates, L.P., a Massachusetts limited partnership ("Grantee"), its successors and assigns, certain real estate (the "Property") in Davidson County, Tennessee, described as follows:

> Land in Davidson County, Tennessee, being Lot No. 2, as shown on the Plan of Jackson's Courtyard, of record in Plat Book 7900, Page 842, Register's Office for Davidson County, Tennessee, and more particularly described according to a survey by Walter H. Davidson, R.L.S. dated June 21, 1995 as follows:
>
> Beginning at a railroad spike at the southwest corner of Lot 2, Jackson's Courtyard as of record in Plat Book 6900, Page 970; thence with the common line with said Lot 2, North 06 degrees, 03 minutes, 38 seconds West a distance of 160.40 feet to a railroad spike in the common line with Shoney's Enterprises as of record in Book 4880, Page 437, Register's Office for Davidson County, Tennessee; thence with said common line North 86 degrees, 16 minutes, 13 seconds East a distance of 255.14 feet to a concrete monument; thence South 25 degrees, 56 minutes, 39 seconds East a distance of 177.97 feet to a concrete monument; thence South 38 degrees, 11 minutes, 29 seconds West a distance of 62.63 feet; thence South 54 degrees, 34 minutes, 25 seconds East a distance of 21.03 feet to a metal fence post; thence South 82 degrees, 41 minutes, 02 seconds West a distance of 92.13 feet; thence South 83 degrees, 59 minutes, 01 second West a distance of 195.41 feet; thence North 06 degrees, 03 minutes, 38 seconds West a distance of 78.00 feet to a railroad spike, said railroad spike being the point of beginning.
>
> Being part of the same property conveyed to Jackson's Courtyard, L.P., a Tennessee limited partnership by deed of record in Book 9723, Page 726, Register's Office for Davidson County, Tennessee.

TO HAVE AND TO HOLD said tract or parcel of land, with the appurtenances, estate, title and interest thereto belonging to the Grantee, its successors and assigns, forever.

The Grantor covenants with the Grantee that Grantor is lawfully seized and possessed of the said Property in fee simple; that Grantor has a good right to convey the Property; and that the Property is unencumbered, except as follows:

(1) Taxes for the year 1995, a lien but not yet due and payable.

(2) Such matters as are shown on the plat of record in Plat Book 6900, Page 835, Register's Office for Davidson County, Tennessee.

(3) Such matters as are shown on the plat of record in Plat Book 6900, Page 970, Register's Office for Davidson County, Tennessee.

(4) Access and Parking Easement of record in Book 7780, Page 928, Register's Office for Davidson County, Tennessee.

(5) Easement Agreement of record in Book 7965, Page 359, Register's Office for Davidson County, Tennessee.

(6) Restrictive Covenant Agreement of record in Book 7780, Page 934, Register's Office for Davidson County, Tennessee.

(7) Modification of Restrictive Covenant Agreement of record in Book 7965, Page 346, Register's Office for Davidson County, Tennessee.

(8) Restated Declaration of Covenants, Conditions and Restrictions of record in Book 9585, Page 295, Register's Office for Davidson County, Tennessee.

(9) Such matters as are shown on the plat of record in Plat Book 7900, Page 842, Register's Office for Davidson County, Tennessee.

(10) Surveyor's Certificate of Correction of record in Book 9633, Page 342, Register's Office for Davidson County, Tennessee.

(11) Memorandum of Lease dated August 15, 1991 by and between Jackson's Court Yard, a Tennessee general partnership and Litchfield Theatres, Ltd., a South Carolina corporation of record in Book 8431, Page 153, Register's Office for Davidson County, Tennessee.

(12) Assignment and Assumption of Lease dated August 16, 1991 by and among Litchfield Theatres, Ltd., a South Carolina corporation and Jackson's Court Yard, a Tennessee general partnership of record in Book 8431, Page 165, Register's Office for Davidson County, Tennessee.

(13) Memorandum of Lease dated August 16, 1991 by and between Jackson's Court Yard, a Tennessee general partnership and Regal Cinemas, Inc., a Tennessee corporation of record in Book 8431, Page 180, Register's Office for Davidson County, Tennessee.

(14) Non-Disturbance, Attornment and Subordination Agreement dated August 16, 1991 by and among the Resolution Trust Corporation, Jackson's Court Yard, a Tennessee general partnership and Regal Cinemas, Inc. of record in Book 8431, Page 192, Register's Office for Davidson County, Tennessee.

This is improved property known as 3445 Lebanon Road, Hermitage, Tennessee.

The Grantor further covenants to warrant and forever defend the title to the Property to the Grantee, its successors and assigns, against the lawful claims of all persons whomsoever.

IN WITNESS WHEREOF, Grantor has executed this Warranty Deed this 5 day of July, 1995.

JACKSON'S COURTYARD, L.P., a Tennessee limited partnership

By: _____
C. LeRoy Norton, Jr.
General Partner

By: _____
William J. Gregg, Sr.
General Partner

STATE OF TENNESSEE
COUNTY OF DAVIDSON

Personally appeared before me, an official Notary Public of the said county and state, C. LeRoy Norton, Jr., the within named bargainor, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who upon oath, acknowledged himself to be a General Partner of Jackson's Courtyard, L.P., the within named bargainor, a partnership, and who acknowledged that as such General Partner, executed the foregoing instrument for the purposes therein contained, by signing the name of the partnership by himself as General Partner.

WITNESS my hand, at office, this 5 day of July, 1995.

_____
Notary Public

My Commission Expires: 11-22-97

BOOK 9723 PG 731

STATE OF TENNESSEE
COUNTY OF DAVIDSON

Personally appeared before me, an official Notary Public of the said county and state, William J. Gregg, Sr., the within named bargainor, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who upon oath, acknowledged himself to be a General Partner of Jackson's Courtyard, L.P., the within named bargainor, a partnership, and who acknowledged that as such General Partner, executed the foregoing instrument for the purposes therein contained, by signing the name of the partnership by himself as General Partner.

WITNESS my hand, at office, this 5 day of July, 1995.

Notary Public

My Commission Expires:

11-22-97

95 JUL -6 AM 11:43
FELIX A. JACKSON II REGISTER
DAVIDSON COUNTY, TN.

IDENTIF. & REFERENCE
00076700

PICK-UP

STATE OF N. Y.

COUNTY OF N. Y.

The actual consideration or value, whichever is greater, for this transfer is $1,740,000.00.

Affiant

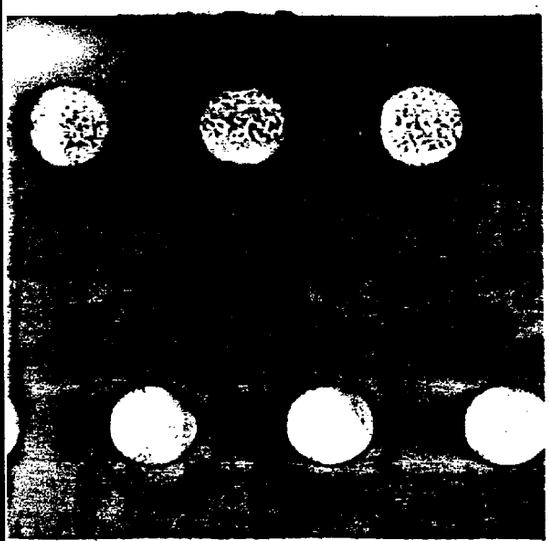
3513 07/06 0101 03CHECK 6455.00

Sworn to and subscribed before me this 29th day of June, 1995.

Notary Public

My Commission Expires:

NANCY UDOLF
Notary Public, State of New York
No. 31-4978594
Qualified in New York County
Commission Expires March 11, 19



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

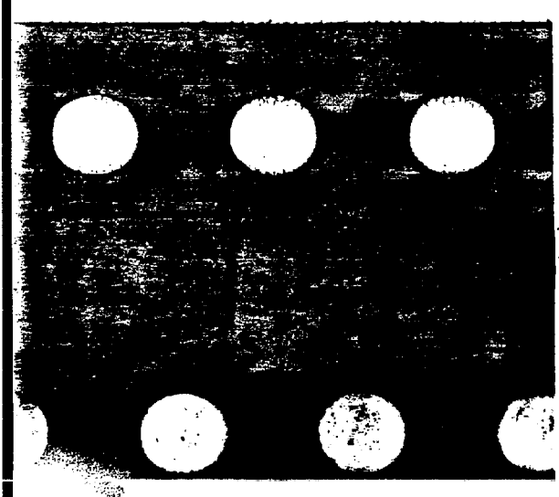
RECEIVED OF _____

FOR _____

BOOK 9723 PG 732

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 1740000.00
CON TX 6438.00
PRFEE 1.00
WDEED 16.00
TOTAL 6455.00
CHECK 6455.00

07/06/95 01 11:44 0001 0519

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

0076700
IDENTIF. ↑ REFERENCE

95 JUL -6 AM 11:43
FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN.

No. 927660