BOOK 9834PG134

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

The actual consideration for this transfer or value of property (whichever is greater) is $694,000.00. This is equal to or greater than the property would bring at a fair and voluntary sale.

Affiant

Sworn to and subscribed before me this 19th day of October, 1995.

Notary Public
My Commission Expires: 3/27/99

THIS INSTRUMENT PREPARED BY:
Guilford Thornton
Attorney at Law
2800 Third National Financial Center
Nashville, Tennessee 37219

PICK-UP

95 OCT 20 PM 2:25
FELIX Z[illegible] REGISTER
DAVIDSON COUNTY, TN.

01144454
IDENTIFICATION REFERENCE

ADDRESS NEW OWNER:
8000 Brooks Chapel Road
Brentwood, Tennessee 37027

SEND TAX BILL TO:
SAME

Map: 171
Parcel: 4

WARRANTY DEED

FOR AND IN CONSIDERATION of the sum of Ten Dollars ($10.00), cash in hand paid by the hereinafter named GRANTEES, and other good and valuable considerations, the receipt and sufficiency of which are hereby acknowledged, BOARDWALK SHOPPING CENTERS OF AMERICA, INC., A TENNESSEE CORPORATION, hereinafter the GRANTOR, has bargained and sold, and by these presents does transfer and convey unto BRENTWOOD BOARDWALK, A TENNESSEE GENERAL PARTNERSHIP, hereinafter the GRANTEE(S), its successors, heirs, representatives and assigns, a certain tract or parcel of land in Davidson County, State of Tennessee, more particularly described as follows:

SEE ATTACHED EXHIBIT A, WHICH IS INCORPORATED HEREIN BY THIS REFERENCE.

This is improved property known as 8000 Brooks Chapel Road, Brentwood, Tennessee 37027.

This conveyance is made subject to such limitations, restrictions and encumbrances of record as may affect the premises, including but not limited to:

1. Real Property Taxes for 1995; a lien now due and payable.
2. Deed of Trust, Assignment of Leases and Security Agreement, dated August 17, 1987, and recorded in Book 7327, page 486, Register's Office for Davidson County Tennessee;
3. UCC-1 Financing Statement of record in Book 7327, page 502, Register's Office for Davidson County, Tennessee; and
4. Assumption Agreement dated June 24, 1988, of record in Book 7584, page 301, Register's Office for Davidson County, Tennessee.

Grantor and Grantee understand and agree that the herein described real property was intended to have been transferred and conveyed from Grantor to Grantee on or about June 24, 1988, however, no deed of conveyance prior to this deed appears of record. This deed is given to confirm and correct the transfer and conveyance of the referenced real property from Grantor to Grantee.

TO HAVE AND TO HOLD the said tract or parcel of land with the appurtenances, estate, title and interest thereto belonging to said GRANTEE, its heirs, successors, representatives and assigns, forever; for the period through June 24, 1988, GRANTOR does further covenant with said GRANTEE that GRANTOR is lawfully seized and possessed of said land in fee simple, has a good right to convey it, and the same is unencumbered except as otherwise herein set out; and it does further covenant and bind itself, its successors and representatives, to warrant and forever defend the title to the said land to the said GRANTEE, its heirs, successors, representatives and assigns, against the lawful claims of all persons whomsoever.

For the period from and after June 24, 1988, GRANTOR covenants with the said GRANTEE that it is lawfully seized and possessed of the Property in fee simple, has a good right to convey it, and the same is free from all encumbrances made or suffered by GRANTOR except to the extent otherwise set forth herein. GRANTOR does further covenant and bind itself, and its successors and assigns, to warrant and forever defend the title to the Property to the said GRANTEE, GRANTEE's heirs, representatives, successors and assigns, against the lawful claims of all persons claiming by, through or under the GRANTOR, but not further or otherwise.

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

WITNESS my hand this 19th day of October, 1995.

GRANTOR:

BOARDWALK SHOPPING CENTERS OF AMERICA, INC.,
A TENNESSEE CORPORATION

BY: _____
ELLIOTT W. JONES, PRESIDENT

STATE OF Tennessee)
COUNTY OF Davidson)

Before me, the undersigned, a Notary Public of the State and County aforesaid, personally appeared Elliott W. Jones, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself to be the President of Boardwalk Shopping Centers, the within named bargainor, a Tennessee Limited Liability Company and that he as such President executed the foregoing instrument for the purposes therein contained, by signing the name of the Limited Liability Co. by himself as such President.

WITNESS MY HAND AND SEAL, at office in Nashville, Tennessee this 19 day of October, 1995.

_____
Notary Public

My Commission Expires: My Commission Expires March 27, 1998

JULIA R LEE
NOTARY PUBLIC AT LARGE
DAVIDSON COUNTY TN

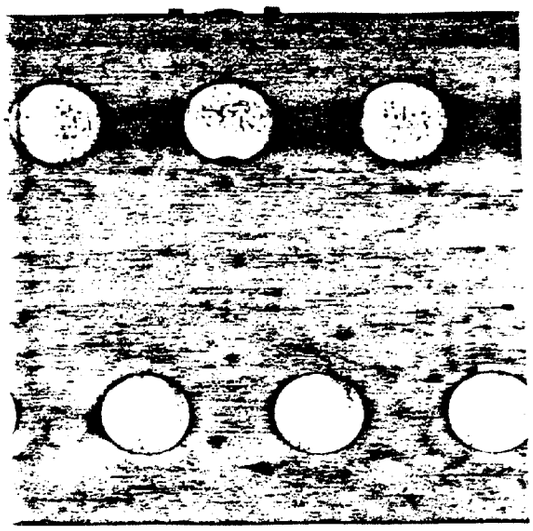
2580-80

LEGAL DESCRIPTION

Beginning at an iron rod, rod located in the northeast corner of Franklin Pike Circle (Wilson Pike) and Brooks Chapel Road; thence with the easterly margin of Franklin Pike Circle northerly with a curve to the right having a radius of 1310.0 feet, a distance of 134.21 feet (Long chord N 1° 16' 05" E 134.15 feet) to an iron rod existing; thence leaving Franklin Pike Circle S 83° 15' 00" E 192.47 feet to an iron rod existing; thence S 3° 06' 00" W 83.56 feet to an iron rod located in the northerly margin of Brooks Chapel Road; thence with said margin S 81° 35' W 191.65 feet to the point of beginning, said tract containing 0.48 Acres, more or less.

Being the same property conveyed to Boardwalk Shopping Centers of America, Inc. as of record in Book 7314, page 648, Register's Office, Davidson County, Tennessee.

EXHIBIT "A"



OFFICIAL RECEIPT

FELIX Z. WILSON, II

REGISTER OF DAVIDSON COUNTY
NASHVILLE, TENNESSEE

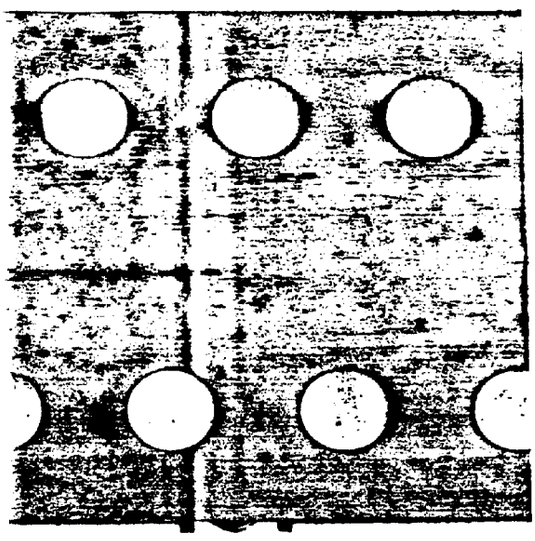
RECEIVED OF _____

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
694000.00
CON TX 2567.30
~~PRFEE 1.00~~
~~MISC 12.00~~
TOTAL 2580.80
CHECK 2580.80
10/20/95 01 14:32 0001 9211

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

0114454
IDENTIF. & REFERENCE

95 OCT 20 PM 2:25
FELIX Z. WILSON III REGISTER
DAVIDSON COUNTY, TN.

No. 967912