Bon 35
278492 +BH

THIS INSTRUMENT PREPARED BY:
Holland & Knight
One Atlantic Center, Suite 2000
1201 W. Peachtree Street, N.E.
Atlanta, Georgia 30309-3400
Attn: Matt M. Bronfman

BOOK 10118 PG 637

SPECIAL WARRANTY DEED

Address New Owner and Send Tax Bills To:	Map & Parcel No.:
990 Hammond Drive, Suite 520 Atlanta, Georgia 30328	Map 26-15, Parcel 4 Map 26-15, Parcel 39

FOR AND IN CONSIDERATION of Ten Dollars ($10.00) cash in hand paid and other good and valuable consideration, the receipt of which is hereby acknowledged, NASHVEST ASSOCIATES, LIMITED PARTNERSHIP, a Georgia limited partnership (hereinafter referred to as the "Grantor") has bargained and sold, and does hereby transfer and convey unto JAMESTOWN 15, L.P., a Georgia limited partnership (hereinafter referred to as the "Grantee") certain real estate in the Second Civil District of Nashville, Davidson County, Tennessee; to wit:

See Exhibit A attached hereto and incorporated herein by reference.

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, successors 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 B 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.

0202768

IN WITNESS WHEREOF, Grantor has caused this instrument to be executed and delivered on the 1st day of July, 1996.

NASHVEST ASSOCIATES, LIMITED PARTNERSHIP,
a Georgia limited partnership

By: Theta Corp., a South Carolina corporation,
its general partner

By: John H. Dishar
Name: JOHN H. DISHER
Title: VICE PRESIDENT

Attest: B R Schools
Name: B.R. Schools
Title: Secretary

[CORPORATE SEAL]

BOOK 10118 PG 639

STATE OF S C)
)
COUNTY OF Chas.)

Before me, the undersigned, a Notary Public of the State and County aforesaid, personally appeared John H. Disher, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged self to be the V-President of Theta Corp., a South Carolina corporation, which is the General Partner of Nashvest Associates, Limited Partnership, a Georgia Limited Partnership, the within named bargainor, and who further acknowledged that he as such ~~Partner~~ V-President, being authorized so to do, executed the foregoing instrument on behalf said Theta Corp., as General Partner of said Nashvest Associates, Limited Partnership, for the purposes therein contained, by signing the name of John H. Disher.

Witness my hand and seal, at office in Charleston, S.C., this 2nd day of July, 1996.

NOTARY PUBLIC

Notary Public

My Commission Expires:
NOTARY PUBLIC FOR SOUTH CAROLINA
My commission expires October 13, 2003

STATE OF Tennessee)
)
COUNTY OF Davidson)

The actual consideration or value whichever is greater, for this transfer is $9,643,000.00.

Affiant

Subscribed and sworn to before me, this the 11th day of July, 1996.

Notary Public

NOTARY PUBLIC AT LARGE DAVIDSON COUNTY TENN.

My Commission Expires:
9/18/99

ATL1-120634

EXHIBIT "A" BOOK 10118 PG 640

PROPERTY DESCRIPTION - LOT 5

BEING A CERTAIN TRACT OF LAND LOCATED ALONG THE SOUTH SIDE OF NORTHSIDE DRIVE IN THE SECOND CIVIL DISTRICT OF METROPOLITAN NASHVILLE, DAVIDSON COUNTY, TENNESSEE, BEING LOT 5 ON THE PLAT OF RESUBDIVISION OF LOT 3, NORTHSIDE FESTIVAL AS RECORDED IN BOOK 9700, PAGE 161, R.O.D.C.T., AND BEING MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS AS FOLLOWS:

BEGINNING AT AN IRON PIN (OLD), SAID PIN BEING THE NORTHEAST CORNER OF THE HEREIN DESCRIBED TRACT, IN THE SOUTH RIGHT OF WAY OF NORTHSIDE DRIVE, AND A CORNER TO DAVID SENN AS EVIDENCED IN BOOK 6154, PAGE 340, R.O.D.C.T.;

THENCE WITH THE LINE OF SENN SOUTH 36 DEGREES 59 MINUTES 38 SECONDS WEST, 286.99 FEET TO AN IRON PIN (OLD), SAID PIN BEING A CORNER TO LOT 1 ON THE PLAT OF NORTHSIDE FESTIVAL AS RECORDED IN BOOK 9700, PAGE 39, R.O.D.C.T.;

THENCE WITH THE LINE OF THE AFOREMENTIONED LOT 1 FOR THE NEXT 2 CALLS: 1.) SOUTH 36 DEGREES 58 MINUTES 42 SECONDS WEST, 3.66 FEET TO A P.K. NAIL (OLD); AND 2.) NORTH 54 DEGREES 48 MINUTES 45 SECONDS WEST, 130.03 FEET TO AN IRON PIN (OLD), SAID PIN BEING A CORNER TO LOT 2 ON THE PLAT OF NORTHSIDE FESTIVAL AS RECORDED IN BOOK 9700, PAGE 39, R.O.D.C.T.;

THENCE WITH THE LINE OF THE AFOREMENTIONED LOT 2 NORTH 45 DEGREES 55 MINUTES 11 SECONDS EAST, 74.27 FEET TO A P.K. NAIL (OLD), SAID PIN BEING A CORNER TO LOT 3 ON THE PLAT OF RESUBDIVISION OF LOT 3, NORTHSIDE FESTIVAL AS RECORDED IN BOOK 9700, PAGE 161, R.O.D.C.T.;

THENCE WITH THE LINE OF THE AFOREMENTIONED LOT 3 NORTH 35 DEGREES 04 MINUTES 57 SECONDS EAST, 85.84 FEET TO AN IRON PIN (OLD), SAID PIN BEING A CORNER TO LOT 4 ON THE PLAT OF RESUBDIVISION OF LOT 3, NORTHSIDE FESTIVAL AS RECORDED IN BOOK 9700, PAGE 161, R.O.D.C.T.;

THENCE WITH THE LINE OF THE AFOREMENTIONED LOT 4 FOR THE NEXT 3 CALLS: 1.) NORTH 37 DEGREES 02 MINUTES 52 SECONDS EAST, 50.15 FEET TO AN IRON PIN (OLD); 2.) NORTH 41 DEGREES 33 MINUTES 11 SECONDS EAST, 69.08 FEET TO AN IRON PIN (OLD), SAID PIN BEING THE BEGINNING OF A CURVE TO THE LEFT, SAID CURVE HAVING A CENTRAL ANGLE OF 86 DEGREES 04 MINUTES 17 SECONDS, A RADIUS OF 25.00 FEET, AN ARC LENGTH OF 37.56 FEET, AND A CHORD OF NORTH 01 DEGREES 28 MINUTES 57 SECONDS WEST, 34.12 FEET; AND 3.) WITH THE ARC OF THE ABOVE DESCRIBED CURVE 37.56 FEET TO AN IRON PIN (OLD), SAID PIN BEING IN THE SOUTH RIGHT OF WAY NORTHSIDE DRIVE AND BEING THE BEGINNING OF A CURVE TO LEFT, SAID CURVE HAVING A CENTRAL ANGLE OF 08 DEGREES 31 MINUTES 00 SECONDS, A RADIUS OF 925.00 FEET, AN ARC LENGTH OF 137.50 FEET, AND A CHORD OF SOUTH 48 DEGREES 46 MINUTES 35 SECONDS EAST, 137.37 FEET;

THENCE WITH SAID RIGHT OF WAY, ALONG THE ARC OF THE ABOVE DESCRIBED CURVE 137.50 FEET TO THE POINT OF BEGINNING AND CONTAINING 0.819 ACRES.

Being part of the same property conveyed to Nashvest Associates, L.P. by deeds of record in Book 9715, pages 1, 10, 13, Register's Office of Davidson County, Tennessee.

RECORDERS MEMO
LEGIBILITY OF WRITING, TYPING OR PRINTING IN THIS DOCUMENT UNSATISFACTORY WHEN RECEIVED

EXHIBIT "A"

PROPERTY DESCRIPTION – LOT 1

BEING A CERTAIN TRACT OF LAND LOCATED ALONG THE EAST SIDE OF U.S. HWY. 31E (GALLATIN ROAD) IN THE SECOND CIVIL DISTRICT OF METROPOLITAN NASHVILLE, DAVIDSON COUNTY, TENNESSEE, BEING LOT 1 ON THE PLAT OF NORTHSIDE FESTIVAL AS RECORDED IN BOOK 9700, PAGE 39, R.O.D.C.T., AND BEING MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS AS FOLLOWS:

BEGINNING AT AN IRON PIN (OLD), SAID PIN BEING THE NORTHWEST CORNER OF THE HEREIN DESCRIBED TRACT, A CORNER TO FIRST CAPITAL INSTITUTIONAL REAL ESTATE, LTD–2 AS EVIDENCED IN BOOK 6870, PAGE 963, R.O.D.C.T., AND IN THE EAST RIGHT OF WAY OF U.S. HWY. 31E (GALLATIN ROAD);

THENCE WITH SAID RIGHT OF WAY NORTH 45 DEGREES 55 MINUTES 11 SECONDS EAST, 549.53 FEET TO AN IRON PIN (OLD), SAID PIN BEING A CORNER TO LOT 2 ON THE PLAT OF NORTHSIDE FESTIVAL AS RECORDED IN BOOK 9700, PAGE 39, R.O.D.C.T.;

THENCE WITH THE LINE OF THE AFOREMENTIONED LOT 2 FOR THE NEXT 6 CALLS: 1.) SOUTH 44 DEGREES 05 MINUTES 29 SECONDS EAST, 27.00 FEET TO A P.K. NAIL (OLD); 2.) SOUTH 26 DEGREES 46 MINUTES 11 SECONDS EAST, 25.14 FEET TO A P.K. NAIL (OLD); 3.) SOUTH 44 DEGREES 04 MINUTES 49 SECONDS EAST, 18.00 FEET TO A P.K. NAIL (OLD); 4.) SOUTH 45 DEGREES 55 MINUTES 11 SECONDS WEST, 31.28 FEET TO A P.K. NAIL (OLD); 5.) SOUTH 44 DEGREES 04 MINUTES 48 SECONDS EAST, 201.08 FEET TO AN IRON PIN (OLD); AND 6.) SOUTH 54 DEGREES 48 MINUTES 45 SECONDS EAST, 42.76 FEET TO AN IRON PIN (OLD), SAID PIN BEING A CORNER TO LOT 5 ON THE PLAT OF RESUBDIVISION OF LOT 3, NORTHSIDE FESTIVAL AS RECORDED IN BOOK 9700, PAGE 161, R.O.D.C.T.;

THENCE WITH THE LINE OF THE AFOREMENTIONED LOT 5 FOR THE NEXT 2 CALLS: 1.) SOUTH 54 DEGREES 48 MINUTES 45 SECONDS EAST, 130.03 FEET TO AN IRON PIN (OLD); AND 2.) NORTH 36 DEGREES 58 MINUTES 42 SECONDS EAST, 3.66 FEET TO AN IRON PIN (OLD), SAID PIN BEING A CORNER TO DAVID SENN AS EVIDENCED IN BOOK 6154, PAGE 340, R.O.D.C.T.;

THENCE WITH THE LINE OF SENN SOUTH 51 DEGREES 47 MINUTES 43 SECONDS EAST, 177.40 FEET TO AN IRON PIN (OLD), SAID PIN BEING A CORNER TO J.L. NEWMAN AS EVIDENCED IN BOOK 3308, PAGE 340, R.O.D.C.T.;

THENCE WITH THE LINE OF NEWMAN AND THEN W.D. TIDWELL AS EVIDENCED IN BOOK 3308, PAGE 336, R.O.D.C.T. SOUTH 45 DEGREES 25 MINUTES 11 SECONDS WEST, 595.00 FEET TO A CONCRETE MONUMENT (OLD), SAID MONUMENT BEING A CORNER TO FIRST CAPITAL INSTITUTIONAL REAL ESTATE, LTD–2 AS EVIDENCED IN BOOK 6870, PAGE 963, R.O.D.C.T.;

THENCE WITH THE LINE OF FIRST CAPITAL INSTITUTIONAL REAL ESTATE, LTD–2 NORTH 41 DEGREES 48 MINUTES 34 SECONDS WEST, 620.74 FEET TO THE POINT OF BEGINNING AND CONTAINING 7.731 ACRES.

Being part of the same property conveyed to Nashvest Associates, L.P. by deeds of record in Book 9715, pages 1, 10, & 13, Register's Office of Davidson County, Tennessee.

RECORDERS MEMO
LEGIBILITY OF WRITING, TYPING OR PRINTING IN THIS DOCUMENT UNSATISFACTORY WHEN RECEIVED

EXHIBIT "B" BOOK 10118 PG 642

1. Taxes for 1996: A lien, but not yet due and payable.

2. Declaration of Easements, Covenants and Restrictions for Northside Festival Shopping Center, of record in Book 9818, page 370, amended by First Amendment of record in Book 9912, page 591, and Second Amendment of record in Book 10089, page 201, Register's Office for Davidson County, Tennessee.

3. Subject to all matters shown on the Plan of record in Book 9700, page 39, and Plan of record in Book 3300, page 18, as amended in Book 7016, page 722, and plan of Resubdivision of Lot 3 Northside Festival in Book 9700, page 161, Register's Office for Davidson County, Tennessee.

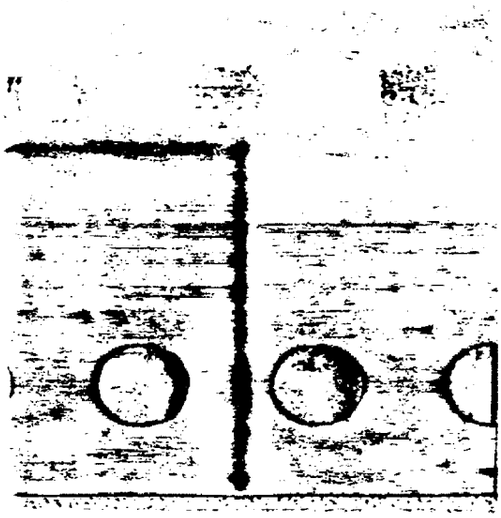
4. Memorandum of Lease between Nashvest Associates Limited Partnership, a Georgia limited partnership, and Circuit City Stores, Inc., a Virginia corporation, of record in Book 9759, page 263, Register's Office for Davidson County, Tennessee.

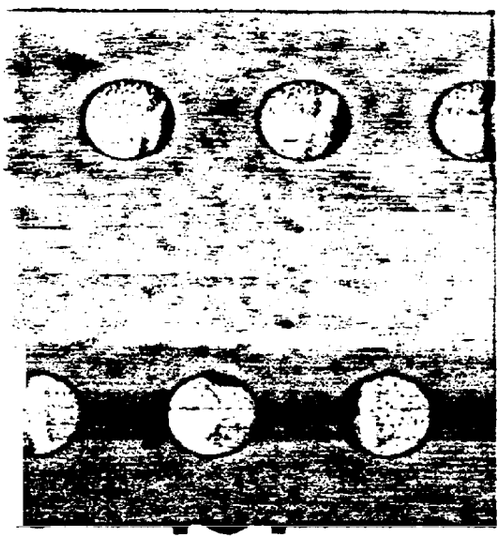
5. Memorandum of Shopping Center Lease between Nashvest Associates Limited Partnership, a Georgia limited partnership, and Michaels Stores, Inc., a Delaware corporation, of record in Book 9736, page 271, Register's Office for Davidson County, Tennessee.

6. Memorandum of Lease between Nashvest Associates Limited Partnership, a Georgia limited partnership, and PetSmart, Inc. of record in Book 9948, page 421, Register's Office of Davidson County, Tennessee.

7. Unrecorded lease to Olan Mills.

8. Subject to all matters shown on ALTA/ACSM Land Title Survey by Dillehay & Associates dated 05/30/96, revised 06/10/96, 7/1/96, and 7/3/96, Job#4896, including encroachment of concrete ramp located behind PetsMart and graveled area behind Circuit City onto 60 ft. setback line on southern part of Lot No. 1, and encroachment of utility lines and poles over southwesterly lot line.





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

RECEIVED OF _____

FOR _____

BOOK 10118 PG 643

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	CASH/CHECK	TOTAL PAID
					9843000.00
					CON TX 35679.10
					PRFEE 1.00
					MREED 24.00
					TOTAL 35704.10
					CHECK 35704.10
			07/11/96	01	14:43 0001 4325

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

0202768
IDENTIF. # REFERENCE

96 JUL 11 PM 2:42

REGISTER
DAVIDSON COUNTY, TENN.

No. 1062018