BOOK 28

BOOK 10484 PG 816

THIS INSTRUMENT PREPARED BY:
Christina C. Grey
Long, Ragsdale & Waters, P.C.
1111 Northshore Drive, N.W.
Suite S-700
Knoxville, Tennessee 37919

OWNER/RESPONSIBLE TAXPAYER:
M&M Tennessee Investments, L.P.
11235 West Point Drive
Suite One
Knoxville, TN 37922

CLT# 75-169

Source of Grantor's Title:
Deed recorded in Deed Book 10484, page 816, in the Register's Office of Davidson County, Tennessee

97020223

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SPECIAL WARRANTY DEED

THIS INDENTURE, made this 30th day of May, 1997, between HOME DEPOT U.S.A., Inc., a Delaware corporation, hereinafter referred to as "Grantor", and M&M TENNESSEE INVESTMENTS, L.P., a Tennessee limited partnership, hereinafter referred to as "Grantee."

W I T N E S S E T H:

That Grantor, for and in consideration of the sum of Ten and no/100 Dollars ($10.00) and for good and valuable consideration in hand paid by Grantee, the receipt of which is hereby acknowledged, has granted, bargained, sold and conveyed, and does hereby grant, bargain, sell and convey unto Grantee the following described premises, with the hereditaments and appurtenances thereto appertaining, to-wit: all that real property described on Exhibit "A" attached hereto.

TO HAVE AND TO HOLD the said premises to the said Grantee and its successors and assigns forever.

And Grantor, for itself and its representatives, successors, and assigns, does hereby covenant with Grantee and its representatives, successors, and assigns, that Grantor is lawfully seized in fee simple of the premises herein conveyed; that Grantor has full power, authority, and right to convey the same; that Grantor will forever warrant the title thereto against all persons claiming by, through, or under Grantor; and that such premises are free from all encumbrances except for the lien of current ad valorem real property taxes (for which Grantee hereby assumes the obligation to pay as the same become due and payable), and those encumbrances and restrictions set forth on Exhibit "B" attached hereto.

THE PREPARER OF THIS DEED MAKES NO REPRESENTATION AS TO THE STATUS OF TITLE TO THE PROPERTY DESCRIBED ON EXHIBIT "A" HERETO. THIS DEED HAS BEEN PREPARED SOLELY FROM INFORMATION FURNISHED TO THE PREPARER, WHO MAKES NO REPRESENTATION WHATSOEVER.

IN WITNESS WHEREOF, the Grantor has caused this instrument to be executed this the date first above written.

SELLER:

HOME DEPOT, U.S.A., INC.,
a Delaware corporation,

By: _____
Its: KATHRYN E. LEE
Senior Corporate
Counsel Real Estate

03134360
IDENTIF. ↑ REFERENCE

97 JUN -6 PM 4:04
FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN.

BOOK 10484 PG 817

STATE OF Georgia
COUNTY OF COBB

Before me, Vida Upton-Cherry, of the state and county aforesaid, personally appeared Kathryn E. Lee, with whom I am personally acquainted (~~or proved to me on the basis of satisfactory evidence~~), and who, upon oath, swore to and acknowledged herself to be the Sr. Corp. Counsel of HOME DEPOT, U.S.A., INC., the within named bargainor, a corporation, and that she, as such Sr. Corp. Counsel executed the foregoing instrument for the purpose therein contained by signing the name of the corporation by herself as Sr. Corp. Counsel.

WITNESS my hand and seal this 3rd day of ~~May~~ June, 1997.

Vida Upton-Cherry
Notary Public

My commission expires: February 21, 2001

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I, or we, hereby swear or affirm that the actual consideration for this transfer or value of the property transferred, whichever is greater, is $480,000.00, which amount is equal to or greater than the amount which the property transferred would command at a fair and voluntary sale.

HOME DEPOT U.S.A., INC.
Kathryn E. Lee
Affiant
Sr. Corporate Counsel / Real Estate

Subscribed and sworn to before me this 3 day of ~~May~~ June, 1997.

Vida Upton-Cherry
Notary Public

My Commission Expires: Notary Public, Cobb County, Georgia My Commission Expires February 21, 2001

VIDA UPTON-CHERRY NOTARY PUBLIC GEORGIA COBB COUNTY

ccg\dee\spec 01a.m&m

EXHIBIT A

Legal Description

Land in Davidson County, Tennessee, described as follows:

Tract 5 as shown on the Final Plat of Hermitage Market Place First Revision of record in Book 9700, page 243, Register's Office for said County.

Being part of the same property conveyed to Credit Suisse Leasing 92A, L.P., a Delaware limited partnership, by deed from First Tennessee Bank National Association of record in Book 10202, page 601, Register's Office for Davidson County, Tennessee.

And Being all of the property conveyed to Home Depot USA, Inc., a Delaware corporation, by deed from Credit Suisse Leasing 92A, L.P. of record in Book 10484, page 816, Register's Office for Davidson County, Tennessee.

Together with all easements granted to Credit Suisse Leasing 92A, L.P., its heirs, successors, grantees and assigns by that certain Declaration of Easements, Restrictive Covenants, Conditions and Restrictions of record in Book 10202, page 607, said Register's Office.

EXHIBIT B

BOOK 10484 PG 819

1. Taxes for 1997 which are a lien against the Property, but which are not yet due and payable.

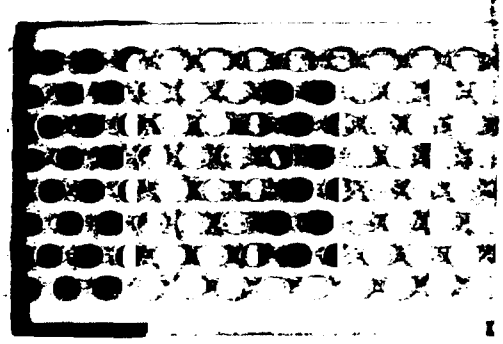
2. Storm Water Detention Agreement of record in Book 7323, page 649, in the Register's Office of Davidson County, Tennessee.

3. Matters shown on the Plan of record in Book 9700, page 222, and revised of record in Book 9700, page 243, aforesaid Records.

4. Declaration of Easements, Restrictive Covenants, Conditions and Restrictions in Book 10202, page 607, aforesaid Records.

5. Any other matters of record which affect the Property as of the date hereof.

0322 06/06/96 0101 CKCHECK 1793.00



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

RECEIVED OF _____

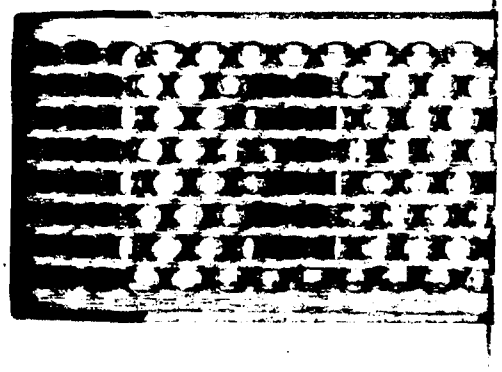
FOR _____

BOOK 10484 PG 820

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	
			480000.00	
			CON TX 1776.00	
			PRFEE 1.00	
			WDEED 16.00	
			TOTAL 1793.00	
			CHECK 1793.00	
06/06/97	01	16:06 0001	0322	

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK



03134 36
IDENTIF. ↑ REFERENCE

97 JUN -6 PM 4:04
FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN.

No.1160238