2 Pgs

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:
* Jefferson-Pilot Life Insurance
* Company
* 100 North Greene Street
* Greensboro, North Carolina 27401
*
* CLT# 75-169 and part of 75-168
*
* Source of Grantor's Title:
* Deed recorded in Deed Book
* 10484, page 816, and Deed Book
* 10484, page 828, both in the
* Register's Office of Davidson
* County, Tennessee

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SPECIAL WARRANTY DEED

THIS INDENTURE, made this 7th day of November, 1997, between M&M TENNESSEE INVESTMENTS, L.P., a Tennessee limited partnership, hereinafter referred to as "Grantor", and JEFFERSON-PILOT LIFE INSURANCE COMPANY, a North Carolina corporation, 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:

M&M Tennessee Investments, L.P.
By: M&M Tennessee Corporation,
General Partner

By: Sam F. Mishu
Sam F. Mishu, President

IDENTIFICATION REFERENCE

97 NOV 10 PM 1:52
FELIX ... REGISTER
DAVIDSON COUNTY, TN.

STATE OF TENNESSEE
COUNTY OF KNOX

Before me, Cathy R. Huddleston, of the state and county aforesaid, personally appeared Sam F. Mishu, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, swore to and acknowledged himself to be President of M&M Tennessee Corporation, a corporation, which is the General Partner of **M&M Tennessee Investments, L.P.**, the within-named bargainor, a limited partnership, and that he as such President of the General Partner, executed the foregoing instrument for the purpose therein contained by signing the name of the corporation (as General Partner) by himself as President.

WITNESS my hand and seal this 7TH day of November, 1997.

Cathy R. Huddleston
Notary Public

My commission expires: 3-31-98

CATHY R. HUDDLESTON NOTARY PUBLIC AT LARGE KNOX CO. TENN.

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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 $2,800,000.00, which amount is equal to or greater than the amount which the property transferred would command at a fair and voluntary sale.

Sam F. Mishu
Affiant

Subscribed and sworn to before me this 7TH day of November, 1997.

Cathy R. Huddleston
Notary Public

My Commission Expires: 3-31-98

CATHY R. HUDDLESTON NOTARY PUBLIC AT LARGE KNOX CO. TENN.

0189 11/10 0101 03CHECK 10377.00

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EXHIBIT A

Legal Description

Land in Davidson County, Tennessee, described as follows:

Tract #R4

BEING all of Tract #4 and a portion of Tract #5 as shown on The Final Plat of Hermitage Market Place (i.e., recorded in Plat Book 9700, page 222, and re-recorded in Plat Book 9700, Page 243 in the Davidson County Register's Office) and also being Tract R4 on the Resubdivision of Tract 4 and Tract 5 of Hermitage Market, of record in Book 8250, page 748, Davidson County Register's Office, and being more particularly described as follows:

Beginning at the southwest property corner of the above referenced Tract #R4 located on the easterly right-of-way of Old Hickory Boulevard, also being a common corner of Tract #R4 and #R5; thence from the point of beginning; North 46° 54' 40" West, along said right-of-way 246.06 feet to an iron pin; thence following said right-of-way with a curve to the right, with a delta of 2° 11' 05", a radius of 1829.86 feet, a length of 70.13 feet, a tangent length of 35.07 feet, a chord length of 70.12 feet, a chord bearing of North 42° 41' 22" West, to an iron pin; thence leaving said right-of-way, following a curve to the right, with a delta of 43° 01' 21", a radius of 40.00 feet a length of 30.04 feet a tangent length of 15.77 feet, a chord length of 29.33 feet, a chord bearing of North 27° 57' 14" East, to an iron pin; thence North 49° 27' 55" East, 37.17 feet, to an iron pin, thence following a curve to the right with a delta of 45° 27' 50", a radius of 195.00 feet, a length of 154.73 feet, a tangent length of 81.70 feet, a chord length of 150.70 feet, a chord bearing of North 72° 11' 50" East, to an iron pin; thence South 85° 04' 15" East, 22.99 feet, to an iron pin; thence following a curve to the left, with a delta of 20° 20' 25", a radius of 220.00 feet, a length of 78.10 feet, a tangent of 39.47 feet , a chord length of 77.69 feet, a chord bearing of North 84° 45' 32" East, to an iron pin; thence South 56° 14' 59" East, 30.20 feet to an iron pin; thence South 25° 19' 29" East, 120.39 feet to an iron pin; thence South 31° 02' 48" East, 35.52 feet to an iron pin;Thence South 42° 56' 34" West, 225.23 feet to the point of beginning. Tract #R4 contains 72,706 S.F. or 1.67 acres, more or less, as shown on the Boundary Survey prepared by Ronnie D. Lowery, RLS No. 1685, dated April 21, 1997.

Together with rights and easements under that certain Declaration of Easements, Covenants, Restrictive Covenants, Conditions and Restrictions of record in Book 10202, page 607 in the Davidson County Register's Office.

Together with rights and easements under that certain Agreement Concerning Access Driveways, recorded in Book 10484, page 84 in the Davidson County Register's office.

Together with rights and easements under that certain Declaration of Easements, Covenants and Restrictions recorded in Book 10484, page 833 in the Davidson County Register's Office.

AND BEING part of the same property conveyed to M&M Tennessee Investments, L.P. by deeds recorded in Deed Book 10484, page 816 and Book 10484, page 828, both in the Davidson County Register's Office.

EXHIBIT B

1. General or special taxes and assessments required to be paid in the year 1997 and subsequent years.

2. Easement granted to Metropolitan Government of Nashville and Davidson County, Tennessee, of record in Book 5647, page 515 in the Davidson County Register's Office.

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

4. Matters shown on the Plan of record in Book 9700, Page 243 in the Davidson County Register's Office.

5. Declaration of Easements, Restrictive Covenants, Conditions and Restrictions of record in Book 10202, page 607 in the Davidson County Register's Office.

6. Agreement Concerning Access Driveways of record in Book 10484, page 821 in the Davidson County Register's Office.

7. Declaration of Easements, Covenants and Restrictions of record in Book 10484, page 833 in the Register's Office for Davidson County, Tennessee.

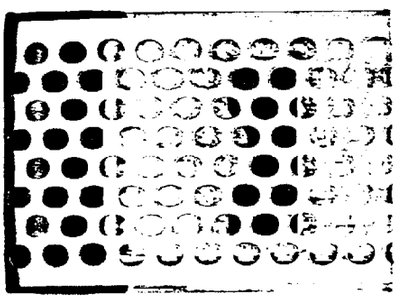
8. Matters shown on the Plan of the Resubdivision of Tracts 4 and 5, Hermitage Market Place, of record in Plat Book 8250, page 748 in the Davidson County Register's Office.

9. Matters shown on the survey prepared by Ronnie O. Lowery, RLS #1685, Alley & Associates, Inc., No. 97137, dated April 21, 1997.

10. Memorandum of Lease relating to that certain Lease Agreement between M&M Tennessee Investments, L.P. and Walgreen Co. dated June 5, 1997, recorded in book 10551, page 618, in the Davidson County Register's Office.

OFFICIAL RECEIPT

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



RECEIVED OF _____

FOR _____

BOOK 10679 PG 87

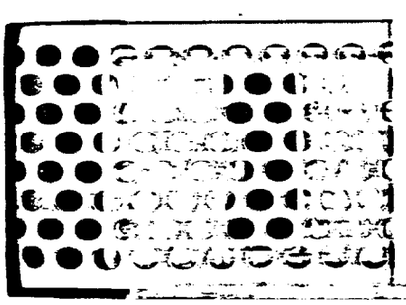
CO - CONVEYANCE	CC - CERTIFIED COPY	MISC - MISCELLANEOUS
MO - MORTGAGE	REL - RELEASE	CO TX - STATE TAX CONVEY
WD - WARRANTY DEED	UCC - UNIFORM COMMERCIAL CODE	MO TX - STATE TAX MORT
TD - TRUST DEED		PRFEE - PROBATE FEE

DATE	SYMBOL	VALUATION	TAX AND FEES	TOTAL PAID

CAMT 2800000.00
CON TX 10360.00
PRFEE 1.00
WDEED 16.00
TOTAL 10377.00
CHECK 10377.00

11/10/97 01 13:59 0001 0189

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK



0368503
IDENTIFICATION REFERENCE

97 NOV 10 PM 1:52
FELIX Z. WILSON, II REGISTER
DAVIDSON COUNTY, TN.

No. 1219374