BOOK 10842 PG 429

SPECIAL WARRANTY DEED

THIS INDENTURE, made and entered into this 13th day of March, 1998, by and between RETAIL FUND LIMITED PARTNERSHIP, a Georgia limited partnership, having an address c/o General Electric Capital Corporation, 600 West Peachtree Street, N.W., Suite 900, Atlanta, Georgia 30308, party of the first part, and WATCH HOLDINGS, LLC., a Delaware limited liability company, having an address c/o General Electric Capital Corporation, 292 Long Ridge, Stamford, Connecticut 06927, party of the second part.

W I T N E S S E T H:

That for and in consideration of Ten Dollars ($10.00), cash in hand paid, and other good and valuable considerations, the receipt of all of which is hereby acknowledged, the said party of the first part has bargained and sold and does hereby bargain, sell, convey, and confirm unto the said party of the second part the following described real estate, situated and being in City of Nashville, County of Davidson, State of Tennessee, to wit:

See Exhibit "A" attached hereto
and made a part hereof.

TO HAVE AND TO HOLD the aforesaid real estate, together with all appurtenances and hereditaments thereunto belonging or in anywise appertaining unto the said party of the second part, its successors, and assigns in fee simple forever.

The said party of the first part does hereby covenant with the said party of the second part that it is lawfully seized in fee of the aforedescribed real estate; that it has a good right to sell and convey the same; that the same is unencumbered, except for any matters of record and that the title and quiet possession thereto it will warrant and forever defend against the lawful claims of all persons claiming by through or under it but not further or otherwise.

The word "party" as used herein shall mean "parties" if more than one person or entity be referred to, and pronouns shall be construed according to their gender and number according to the context thereof.

WITNESS the signature of the party of the first part the day and year first above written.

RETAIL FUND LIMITED PARTNERSHIP,
a Georgia limited partnership

By: General Electric Real Estate Equities, Inc.,
a Delaware corporation, its sole general
partner

By: _____
Name: Mark A. Schmidt
Title: Vice President
Address: c/o General Electric Capital
Corporation
600 West Peachtree St.,
N.W., Suite 900
Atlanta, Georgia 30308

041344 IDENTIF. ← REFERENCE

98 MAR 18 AM 9:22

[illegible] REGISTER
DAVIDSON COUNTY, TN

MAIL ENV.

STATE OF Georgia
COUNTY OF Fulton

Before me, Katie L. Holmes a Notary Public in and for the State and County aforesaid, personally appeared Mark A. Schmidt, 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 Vice President of General Electric Real Estate Equities, Inc., a Delaware corporation, the sole general partner of Retail Fund Limited Partnership, a Georgia limited partnership, the within-named bargainor, a partnership, and that he as such Vice President, being duly authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by himself as such Vice President.

WITNESS my hand and seal at office, on this the 13th day of March, 1998.

Katie L. Holmes
Notary Public

My Commission Expires:
Notary Public, Gwinnett County, Georgia
My Commission Expires Jan. 23, 200-

PROPERTY ADDRESS:
860 Pleasant Hill Road
Nashville, Tennessee 37214

Tax Parcel I.D. #: 91 130-448-00

MAIL TAX BILLS TO:
(Person or Agency responsible for payment of taxes):
GE Capital Real Estate Group
Property Tax Dept.
233 Clay Street, Suite 2300
Houston, Texas 77005-4196

State Tax $_____
Register's fee $_____
Recording fee $_____
Total $_____

SURVEYOR NAME:
Wenell H. Talley, Sr.,
Barge, Waggoner, Summer and Cannon, Inc.
No. 785

I, or we, hereby swear or affirm that, to the best of affiant's knowledge, information and belief, the actual consideration for this transfer or value of the property transferred, whichever is greater, is $4,500,000, which amount is equal to or greater than the amount which the property transferred would command at a fair voluntary sale.

V.P., General Electric Real Estate Equities, Inc
Affiant

SUBSCRIBED AND SWORN TO BEFORE ME this 13th day of March, 1998.

Katie L. Holmes
Notary Public
Notary Public, Gwinnett County, Georgia
My Commission Expires Jan. 25, 2001

My Commission Expires:

THIS INSTRUMENT PREPARED BY
AND RETURN TO:

Barbara E. Overton, Esq.
Weil, Gotshal & Manges LLP
701 Brickell Ave., Suite 2100
Miami, Florida 33131

7170 03/18 0101 03CHECK 16667

EXHIBIT A

LEGAL DESCRIPTION

BOOK 10842 PG 432

Lot No. 2, Priest Point

Being a parcel of land in Nashville, Thirteenth Councilmanic District, Second Civil District, Davidson County, Tennessee, located in the southwesterly quadrant of Blackwood Drive and Stewarts Ferry Pike, being Lot No. 2 shown on the plan of Priest Point of record in Book 6900, Page 746, R.O.D.C., and being more particularly described as follows:

BEGINNING at a concrete monument in the southerly margin of Blackwood Drive, being the northeast corner of Lot 136, Larchwood Subdivision, Section Two, as recorded in Book 5200, Page 207, R.O.D.C., Tennessee;

THENCE, in a northeasterly direction with a curve to the right, 172.35 feet to a concrete monument, said curve having a radius of 600.00 feet, a central angle of 16° 27' 30", a tangent distance of 86.77 feet and a chord of N 49° 44' 34" E, 171.76 feet;

THENCE, with a curve to the left, 119.12 feet to a concrete monument, said curve having a radius of 1,000.00 feet, a central angle of 6° 49' 30", a tangent distance of 59.63 feet and a chord of N 54° 33' 34½ E, 119.05 feet;

THENCE, continuing with Blackwood Drive, N 51° 08' 49" E, 484.02 feet to a concrete monument;

THENCE, with a curve to the right, 181.52 feet to the common corner to described Lot No. 2 and Lot No. 1 shown on said referenced plan, said curve having a radius of 650.00 feet, a central angle of 15° 59' 59", a tangent of 91.35 feet and a chord of N 59° 08' 49" E, 180.92 feet;

THENCE, leaving said Blackwood Drive with the boundary between said Lot Nos. 1 and 2, S 24° 48' 06" E, 95.92 feet to a point;

THENCE, S 19° 40' 18" W, 15.00 feet to a point;

THENCE, with a curve to the left, 8.00 feet to a point, said curve having a radius of 148.00 feet, a central angle of 3° 05' 53", a tangent distance of 4.00 feet and a chord of S 68° 46' 57" E, 8.00 feet;

THENCE, with a curve to the right, 73.87 feet to a point, said curve having a radius of 157.02 feet, a central angle of 26° 57' 16", a tangent distance of 37.63 feet and a chord of S 56° 51' 15" E, 73.19 feet;

THENCE, with a curve to the left, 34.02 feet to a point, said curve having a radius of 25.00 feet, a central angle of 77° 58' 07", a tangent distance of 20.23 feet and a chord of S 82° 21' 40" E, 31.46 feet;

THENCE, with a curve to the right 81.61 feet to a point, said curve having a radius of 171.80 feet, a central angle of 27° 13' 04", a tangent distance of 41.60 feet and a chord of N 72° 15' 49" E, 80.84 feet;

THENCE, N 85° 52' 21" E, 60.47 feet to a point in the westerly margin of Stewarts Ferry Pike (Pleasant Hill Road), said point being the common corner to described Lot No. 2 and Lot No. 1, shown on said referenced plan;

THENCE, with said margin S 8° 27' 44" W, 691.49 feet to a concrete monument in the north line of the United State of America property (J. Percy Priest Reservoir);

THENCE, leaving said margin with said U.S.A. property N 76° 01' 00" W, 417.29 feet to a concrete monument;

THENCE, S 14° 07' 54" W, 133.31 feet to a concrete monument, being the northeasterly corner of Larchwood Subdivision, Section Two, and a corner of Lot 115 of said subdivision;

THENCE, with said subdivision, N 66° 37' 22" W, 423.76 feet to a concrete monument;

THENCE, N 50° 10' 51" W, 136.08 feet to the point of beginning.

Containing 492,572 square feet or 11.31 acres, more or less.

Being the same property conveyed to Retail Fund Limited Partnership, a Georgia limited partnership, by Quitclaim Deed of record in Book 8519, page 649, from General Electric Credit Equities, Inc., a Delaware corporation, as successor by merger to priest Point Holdings, Inc., a Tennessee corporation, pursuant to Articles of Merger, of record in Book 8519, page 634, in said Register's Office.

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

OFFICIAL RECEIPT

FELIX Z. WILSON, II

REGISTER OF DAVIDSON COUNTY
NASHVILLE, TENNESSEE

RECEIVED OF _____

FOR _____

BOOK 10842 PG 433

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
4500000.00
CON TX 16650.00
PRFEE 1.00
WDEED 16.00
TOTAL 16667.00
CHECK 16667.00

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

03/18/98 01 09:20 0001 7170

041344 I
IDENTIF. ◆ REFERENCE
98 MAR 18 AM 9:22
FELIX Z. WILSON, II REGISTER
DAVIDSON COUNTY, TN.

No. 1267526