SPECIAL WARRANTY DEED

BOOK 10949 PG 710

THIS INSTRUMENT PREPARED BY BARRETT B. SUTTON, JR.
TUKE YOPP & SWEENEY, PLC
SUITE 1100, NATIONSBANK PLAZA

GRANTOR: MID-TENN RETAIL, LTD., a Tennessee limited partnership

GRANTEE: PROVIDENCE HALL ASSOCIATES LIMITED PARTNERSHIP, a Virginia limited partnership

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Address New Owner as Follows:	Send Tax Bills:	Map Parcel No.
Providence Hall Associates Limited Partnership c/o Jacqueline Guerrero 2606 N. Quincy Street Arlington, VA 22207	Same	Map 147-12 Parcel 103

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STATE OF ~~COUNTY OF~~ District of Columbia

The actual consideration or value, whichever is greater, for this transfer is: One Million Three Hundred Thousand and 00/100 ($1,300,000.00) Dollars.

Affiant Jacqueline Guerrero

Sworn to and subscribed before me, this 19th day of May, 1998.

Notary Public Wynona Taylor

My Commission Expires: My Commission Expires August 14, 2002.

NOTARY PUBLIC DISTRICT OF COLUMBIA

GCC/Williamsburg III

FOR AND IN CONSIDERATION of the sum of Ten and 00/100 ($10.00) Dollars and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, MID-TENN RETAIL, LTD., a Tennessee limited partnership ("Grantor"), does hereby bargain, sell and convey to PROVIDENCE HALL ASSOCIATES LIMITED PARTNERSHIP, a Virginia limited partnership ("Grantee"), its successors and assigns, the following described parcel of real estate located in Davidson County, Tennessee, more fully described in Exhibit A, attached hereto and made a part hereof by this reference:

Lot No. 1 on the Plan of Nolensville Road Commercial Park, Section 2, as of record in Plat Book 5190, page 787, in the Register's Office for Davidson County, Tennessee ("Property").

The Property is improved property located at 4647-4649-4651-4653-4655-4661 Nolensville Road, Nashville, Tennessee, commonly known as the Williamsburg III Shopping Center.

This conveyance is expressly made subject to those matters set forth on Exhibit B attached hereto and incorporated herein by this reference.

TO HAVE AND TO HOLD the Property with the appurtenances, estate, title and interest thereto belonging to the Grantee, its successors and assigns forever.

And Grantor does covenant with Grantee that Grantor is lawfully seized and possessed of the Property in fee simple, Grantor has a good right to convey the Property, and the Property is unencumbered by, through or under Grantor, except as to matters set forth on Exhibit B.

Except as to those matters set forth on Exhibit B, Grantor does further covenant and bind Grantor, its successors and assigns to warrant and forever defend the title to the Property to the Grantee, its successors and assigns against the lawful claims of all persons claiming by, through or under Grantor, but not otherwise.

Witness my hand this 28th day of May, 1998.

MID-TENN RETAIL, LTD.,
a Tennessee limited partnership

By: General Capital Corporation

Its: General Partner

By: _____
Charles D. Biter

Its: Executive Vice President

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Before me, Melissa M. Scott, a Notary Public of said County and State, personally appeared Charles D. Biter, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself to be Executive Vice President of General Capital Corporation, a corporation, the general partner of Mid-Tenn Retail, Ltd., the within named bargainor, a limited partnership, and that he as such Executive Vice President executed the foregoing instrument for the purposes therein contained, by signing the name of himself as Executive Vice President of General Capital Corporation, as general partner of Mid-Tenn Retail, Ltd.

Witness my hand and seal, at Office in Nashville, this 26th day of May, 1998.

Melissa M. Scott
Notary Public

My Commission Expires: May 27, 2001

EXHIBIT A

WILLIAMSBURG III SHOPPING CENTER

PROPERTY DESCRIPTION

LAND in Davidson County, Tennessee being known as Lot No. 1 on the Plan of Nolensville Road Commercial Park, Section 2 as of record in Plat Book 5190, page 787, Register's Office for Davidson County, more particularly described as follows:

Beginning at a point situated in the westerly margin of Nolensville Pike, said point being the northeast corner of the property conveyed to Commerce Union Bank of record in book 5466, page 372, R.O.D.C., Tennessee, said point being the southeast corner of the property herein described.

Thence leaving said road, S 41deg53min45sec W, a distance of 236.00 feet to an iron rod situated in the northerly line of the property conveyed to the Nashville Swim Club of record in book 3701, page 282, R.O.D.C., Tennessee;

Thence, around a curve to the left having a central angle of 6deg28min35sec, a radius of 2344.42 feet a length of 265.00 feet to an iron rod;

Thence, along the easterly line of the property conveyed to Derby Self Storage of record in book 10012, page 317 R.O.D.C., Tennessee, N 41deg52min19sec E, a distance of 237.37 feet to the margin of Nolensville Pike;

Thence, along said road and around a curve to the right having a central angle of 5deg53min03sec, a radius of 2580.42 feet, a total distance of 265.00 feet to the point of beginning and containing 1.44 acres of land or 62540.07 square feet of land more or less.

Being the same property conveyed to Mid-Tenn Retail, Ltd., of record in book 6721, page 318 in the Register's Office for Davidson County, Tennessee.

EXHIBIT B

BOOK 10949 PG 714

Encumbrances

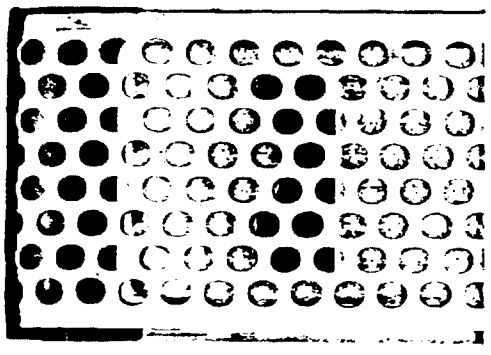
1. 1998 Davidson County real estate taxes, a lien which is not yet due and payable.

2. All matters shown on the Plat of record in Plat Book 5190, page 787, Register's Office for Davidson County, Tennessee.

3. Restrictions contained in instruments of record in Book 3648, page 219; Book 3671, page 618; Book 3671, page 632; Book 3672, page 12; Book 3672, page 36 and Book 3672, page 52, said Register's Office.

4. Rights of Tenants in possession as "Tenants Only" under unrecorded leases.

0443121
IDENTIF. & REFERENCE
98 MAY 28 PM 3:37
REGISTER
PICK-UP



OFFICIAL RECEIPT

FELIX Z. WILSON, II

REGISTER OF DAVIDSON COUNTY

NASHVILLE, TENNESSEE

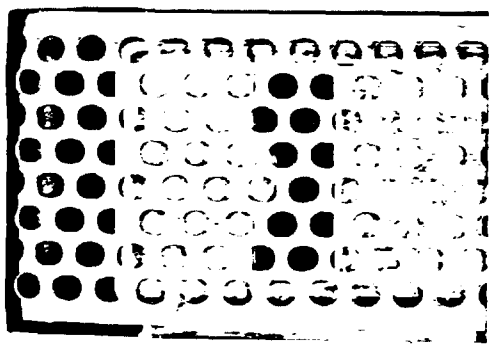
RECEIVED OF _____

FOR _____

BOOK 10949 PG 715

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



CHK# 4681

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

0443121

IDENTIF. & REFERENCE

98 MAY 28 PM 3:37

FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN.

No. 1296778