This Instrument Prepared by
Goodwin, Procter & Hoar LLP.
Return this Instrument to the following
address after recording:
Stuart Jones, Esq.
Lawyers Title Insurance Corporation
424 Church Street, Suite 200
Nashville, TN 37219

BOOK 11050 PAGE 166

WARRANTY DEED

FROM: Paine Webber Qualified Plan Property Fund Four, L.P., a Delaware limited partnership (Grantor)

TO: Bell Forge Square, L.L.C., A Delaware limited liability company (Grantee)

Name and Address of the Person or Entity Responsible for the Payment of Real Property Taxes:

Bell Forge Square, L.L.C.
3200 Trammell Crow Center
Ross Avenue
Dallas, Texas 75201-2997
Attn: Linda Lillard

Map-Parcel Numbers:

Map 163
Parcels 170 and 315
Field Book Numbers
02DU-70698
02DU-17375

98 AUG -4 PM 12:55

0170518

FOR AND IN CONSIDERATION OF the sum of Ten Dollars ($10.00), cash in hand paid, and other good and valuable consideration the receipt and sufficiency of which are hereby acknowledged, PaineWebber Qualified Plan Property Fund Four, L.P., a Delaware limited partnership has bargained and sold, and does hereby bargain, sell, convey and confirm unto the said Bell Forge Square, L.L.C , a Delaware limited liability company, its successors and assigns, all of Grantor's rights, title and

interest in and to a certain tract or parcel of land in Davidson County State of Tennessee, described as follows, to wit:

TRACT I:

A parcel of land in the First Civil District of Davidson County, Nashville, Tennessee, being Lot No. 3 as shown on the plan of the Resubdivision of Lot No. 3 of Bell Forge West of record in Book 6250, page 737, and more fully described as follows:

Beginning at a point located S 80 deg. 11 min. 43 sec. E, 11.00 feet from a concrete monument, said monument being the common property line of Belle Forge West, and Prudential Insurance Company of America, said point being 464.71 feet west of the westerly margin of Mt. View Road; thence, N 80 deg. 11 min. 43 sec. W, 11.00 feet to a concrete monument; thence N 84 deg. 03 min. 53 sec. W, 461.24 feet; thence, N 83 deg. 38 min. 40 sec. W, 325.04 feet; thence, N 25 deg. 10 min. 00 sec. E, 642.34 feet; thence, S 65 deg. 45 min. E, 170.00 feet; thence, S 84 deg. 45 min. E, 146.10 feet; thence, with a curve to the left having a central angle of 29 deg. 09 min. 14 sec., a radius of 250.00 feet and a length of 127.21 feet; thence, with a curve to the right having a central angle of 15 deg. 15 min. 53 sec., a radius of 200 feet and a length of 53.46 feet; thence, S 88 deg. 10 min. 00 sec E, 119.80 feet; thence S 01 deg. 50 min. 00 sec. W, 329.00 feet; thence, N 88 deg. 10 min. 00 sec. W, 58.53 feet; thence, S 01 deg. 50 min. 00 sec. W, 278.91 feet to the point of beginning, containing 9.39 acres, more or less.

TRACT II:

Being a parcel of land in the First Civil District, Nashville, Davidson County, Tennessee, and being Lot No. 4 as shown on the Plan of the Resubdivision of Lot No. 3 on the Plan of Bell Forge West of record in Book 6250, page 737, more particularly described as follows:

Beginning at a point in the westerly margin of Mt. View Road, located approximately 345 feet north of the centerline of Bell Forge Lane East extended; thence, with said margin, S 01 deg. 17 min. 40 sec. W, 56.00 feet; thence, with a curve to the left having a central angle of 27 deg. 38 min. 09 sec., a radius of 805.74 feet and a length of 388.64 feet; thence, S 26 deg. 20 min. 31 sec. E, 250.75; thence, with a curve to the left having a central angle of 02 deg. 47 min. 42 sec., a radius of 515.52 feet and a length of 25.15 feet; thence, leaving said margin, N 80 deg. 11 min. 43 sec. W, 464.71 feet; thence, N 01 deg. 50 min. 00 sec. E, 278.91 feet; thence, S 88 deg. 10 min. 00 sec. E, 58.53 feet; thence, N 01 deg. 50 min. 00 sec. E, 329.00 feet; thence, S 88 deg. 10 min. 00 sec. E, 176.00 feet to the point of beginning, containing 4.012 acres, more or less.

Being the same property conveyed to Paine Webber Qualified Plan Property Fund Four, L.P. by Deed from Bell Forge Square Associates, Ltd., a Tennessee limited partnership, of record in Book 6844, page 523, and by Quitclaim Deed of record in Book 8461, page 77, Register's Office for Davidson County, Tennessee.

together with all improvements constructed thereon and all hereditaments and appurtenances relating to the property.

This is improved property, known as Bell Forge Square shopping center, 5336 Mt. View Road, Antioch, Tennessee 37013.

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 the encumberances listed in Schedule A, attached hereto and incorporated herein, and that the title and quiet possession thereto it will warrant and forever defend against the lawful claims of all persons.

Whenever the word "party" is used herein, it shall mean "parties" if there are more than one person referred to and whenever pronouns occur herein, they shall be construed according to their proper gender and number according to the context of this instrument.

STATE OF TENNESSEE
COUNTY OF Davidson

The actual consideration or value, whichever is greater, for this transaction is $ 9,600,000

Affiant

Subscribed and Sworn to before me this the 4th day of August, 1998.

Notary Public

Commission Expires MY COMMISSION EXPIRES OCTOBER 12, 1999

IN WITNESS WHEREOF, party of the first part has caused this instrument to be executed by and through its duly authorized officers this 3rd day of August, 1998.

PaineWebber Qualified Plan Property
Fund Four, L.P.

By: Fourth Qualified Properties, Inc.,
its managing general partner

By: _____
Name: Peter Sullivan
Title: Vice President

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COMMONWEALTH OF MASSACHUSETTS

County of Suffolk, ss. July 30, 1998

Before me, Joyce J. Dwyer of the state and county aforesaid, personally appeared ~~Rook~~ Peter Sullivan ~~M. D'Errico~~, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who upon oath acknowledges himself to be Vice President of Fourth Qualified Properties, Inc., a corporation which is the managing General Partner of PaineWebber Qualified Plan Property Fund Four, L.P., the within named bargainor, a Delaware partnership, and that he as such Vice 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 Vice President.

Witness my and seal this 30th day of July 1998.

Joyce J. Dwyer
Notary Public
My Commission Expires: 2/8/2002

SCHEDULE A
(to the Warranty Deed from PaineWebber Qualified Plan Property Fund Four, L.P. and Bell Forge Square, L.L.C.)

1. 1998 Taxes, a lien, which are not yet due and payable.

2. Any lien for taxes assessed by correction pursuant to the provision of TCA 67-5-603, et seq.

3. Right of Way Agreement as set forth in Book 4457 page 373.

4. Easement (s) to Metropolitan Government of Nashville and Davidson County, as set forth in instrument recorded in Book 5998, pages 618 and 621.

5. Covenants, conditions, restrictions, reservations, easements, liens for assessments, options, powers of attorney, and limitations on title set forth in restrictions recorded in Book 5993, page 769, as amended in Book 6301 page 775 and in Book 6207 page 838, and in any allied instrument (s) referred to in said restrictions.

6. Terms and Provisions of Lease of record in Book 6320, page 529, Book 6747, page 296, Book 6489, page 858 and Book 6599, page 105.

7. Rights of the following tenants:

(a) Michaels Stores, Inc.
(b) T. J. Maxx
(c) Blockbuster/Discovery Zone
(d) Shoe Carnival, Inc. (Russell's Shoebiz)
(e) Riviera Tan Spa
(f) American General Finance, Inc.
(g) Orthodontics Centers of America, Inc.
(h) Household Financial Center, Inc.
(i) Carl's Cards
(j) Dinette Showcase
(k) Bailey's Sports Grille, Inc.
(l) Book Gallery
(m) Nashville Bicycle Co.
(n) Nationwide Mutual Insurance Company
(o) Play It Again Sports
(p) Hot Spring Spa
(q) Dr. William Conn
(r) Das Hobby Haut
(s) Sizes Unlimited, Inc.
(t) Rowe Showplace, Inc.

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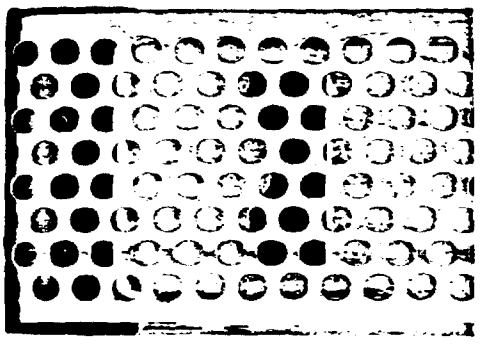
(u) Variety Jewellers
(v) Sally Beauty
(w) Digital Mobile Communications

8. Storm Water Detention Agreement of record in Book 6411, page 366.

9. ALL matters shown on Plat recorded in Book 6250, page 737, including, but not limited to, the following:

(a) 20' Minimum building setback line and public utility drainage easement from Mt. View Road.
(b) 15' Public utility drainage easement and Minimum building setback line along southerly boundary.
(c) 25' Joint access and public utilities easement along northerly boundary.
(d) 10' Public water line easement.
(e) Sanitary sewer and drainage easement and joint access easement crossing subject property.
(f) Detention area in westerly portion of the subject property.
(g) Restrictions as set forth in Owner's Certificate.
(h) Public sanitary sewer easement in northerly portion of the subject property.
(i) 10' Waterline easement in westerly portion of the subject property.

10. All encumbrances shown in Survey Number 8260-13, dated 05/29/98, prepared by Barge, Waggoner, Sumner & Cannon, Surveyors, including, but not limited to the encroachment of an existing building in the northwesterly portion of the property onto the 25' joint access and public utilities easement, all as more particularly shown on said survey.



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

RECEIVED OF _____

FOR _____

BOOK 11050 PAGE 173

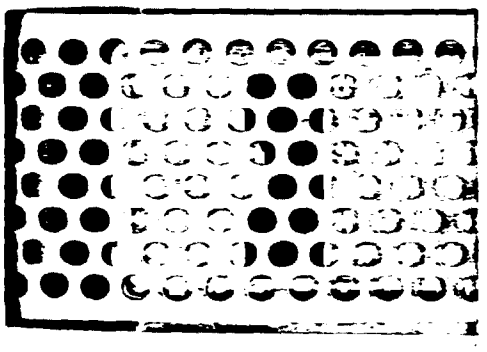
CO - CONVEYANCE	CC - CERTIFIED COPY	MISC - MISCELLANEOUS
MO - MORTGAGE	REL - RELEASE	CO TX - STATE TAX CONVEY
WD - WARRANTY DEED	UCC - UNIFORM COMMERCIAL CODE	MO TX - STATE TAX MORT
TD - TRUST DEED		PRFEE - PROBATE FEE

DATE	SYMBOL	VALUATION	TAX AND FEES	TOTAL PAID

CAMT 9600000.00
CON TX 35520.00
PRFEE 1.00
WDEED 28.00
CFEE 2.00
TOTAL 35551.00
CHECK 35551.00

08/04/98 01 12:56 0001 2167

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK



04705 18
IDENTIF. & REFERENCE

AUG -4 PM 12: 55

REGISTER
DAVIDSON COUNTY, TN.

No. 1327764