0626717

REFERENCE

TAXMAP 135
PARCEL 396

99 AUG 20 AM 11:52

REGISTER
D.C.

This Instrument Prepared by:

Thomas D. White, Esq.
Altman, Kritzer & Levick, P.C.
Powers Ferry Landing, Suite 224
6400 Powers Ferry Road, N.W.
Atlanta, Georgia 30339

After Recording Return To:

Edward J. Foster, Esq.
Wyatt, Tarrant & Combs
6075 Poplar Avenue, Suite 650
Memphis, Tennessee 38119-4721

BOOK 11628 PAGE 87

SPECIAL WARRANTY DEED

THIS INDENTURE, made and entered as of the 19th day of August, 1999 by and between CROSSGATE ASSOCIATES, L.P., a Georgia limited partnership (hereinafter called "Grantor"), and BLOCKBUSTER OF TENNESSEE, LTD., a Tennessee limited partnership (hereinafter called "Grantee").

WITNESSETH: [illegible] 1743.50

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

See Exhibit A attached hereto and incorporated herein by reference.

Being part of the same property conveyed to Grantor by Deeds of record in Book 10448, Page 380 and Book 10448, Page 388, Register's Office for Davidson County, Tennessee.

TO HAVE AND TO HOLD the aforesaid real estate together with all appurtenances and hereditaments thereunto belonging or in any wise appertaining unto Grantee, its successors and assigns in fee simple forever.

Grantor does hereby covenant with Grantee that Grantor is lawfully seized in fee of the aforedescribed real estate; that Grantor has good right to sell and convey the same; that the same is unencumbered, except for those matters set forth on Exhibit B attached hereto and incorporated herein by reference and that the title and quiet possession thereto Grantor will forever warrant and defend against the lawful claims of all persons claiming by, through and under Grantor, but not further or otherwise.

WITNESS the execution of this instrument by Grantor as of the day and year first above written.

BOOK 11625 PAGE 88

CROSSGATE ASSOCIATES, L.P.

By: Franklin Land Associates, L.L.C., a Tennessee limited liability company
Its: General Partner

By: _____
Name: George B. Tomlin, Jr.,
Title: Chief Manager

STATE OF Tennessee

COUNTY OF Davidson

Before me personally appeared George B. Tomlin, Jr. with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged such person to be Chief Manager of Franklin Land Associates, L.L.C. General Partner of Crossgate Associates, L.P., the within named bargainor, a limited partnership, and that as such Chief Manager, executed the foregoing instrument for the purpose therein contained, by personally signing the name of Franklin Land Associates, L.L.C., as general partner of Crossgate Associates, L.P.

Witness my hand and seal this the 5th day of August, 1999.

Notary Public

My Commission Expires:

3/23/2002

****

I 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 $ 465,000.00 which amount is equal to or greater than the amount which the property transferred would command at a fair and voluntary sale.

Affiant

Subscribed and sworn to before me this 19th day of August, 1999

NOTARY PUBLIC

My Commission Expires:

3/23/2002

Property Address:

2391 Murfreesboro Road
Nashville, Tennessee 37217
Tax I.D. Number: 135-396

Name and Property Address of
Owner and Mail Tax Bills to:

Blockbuster of Tennessee, Ltd
c o Southern Stores, Inc.
P.O. box 381288
Germantown, TN 38183-1288

State Tax $_____
Register's Fee _____
Recording Fee _____

Total $_____

PROPERTY DESCRIPTION - LOT TWO

BEING A TRACT OF LAND LYING IN NASHVILLE, DAVIDSON COUNTY, TENNESSEE, ALSO BEING LOT TWO ON THE FINAL PLAT OF COMMERCIAL P.U.D. No. 117-85-P CROSSGATE VILLAGE AS OF RECORD IN PLAT BOOK 8700, PAGE 410, AT THE REGISTER'S OFFICE FOR DAVIDSON COUNTY, TENNESSEE AND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCING AT AN EXISTING IRON AT THE INTERSECTION OF THE SOUTHERLY PROPERTY LINE OF THE PROPERTY OF JOHNNY J. BASKIN, AS OF RECORD IN DEED BOOK 5335, PAGE 898, AT THE REGISTER'S OFFICE FOR DAVIDSON COUNTY, TENNESSEE AND THE WESTERLY RIGHT-OF-WAY LINE OF MURFREESBORO ROAD, WIDTH VARIES;

THENCE WITH THE WESTERLY RIGHT-OF-WAY LINE OF MURFREESBORO ROAD SOUTH 17 DEG 44 MIN 25 SEC EAST, 510.28 FEET TO AN IRON ROD SET, SAID IRON ROD BEING THE TRUE POINT OF BEGINNING;

THENCE CONTINUING WITH THE WESTERLY RIGHT-OF-WAY LINE OF MURFREESBORO ROAD SOUTH 17 DEG 44 MIN 25 SEC EAST, 55.26 FEET TO AN IRON ROD SET IN THE WESTERLY RIGHT-OF-WAY LINE OF SHUMATE LANE, 54 FEET IN WIDTH;

THENCE LEAVING THE WESTERLY RIGHT-OF-WAY LINE OF MURFREESBORO ROAD WITH THE WESTERLY RIGHT-OF-WAY LINE OF SHUMATE LANE ALONG A CURVE TO THE RIGHT, WITH AN ARC LENGTH OF 46.97 FEET, THE RADIUS OF WHICH IS 30.00 FEET, THE CENTRAL ANGLE OF WHICH IS 89 DEG 42 MIN 06 SEC, THE CHORD OF WHICH IS SOUTH 27 DEG 06 MIN 38 SEC WEST, 42.32 FEET TO AN IRON ROD SET;

THENCE ALONG A CURVE TO THE LEFT, WITH AN ARC LENGTH OF 105.51 FEET, THE RADIUS OF WHICH IS 90.00 FEET, THE CENTRAL ANGLE OF WHICH IS 67 DEG 10 MIN 12 SEC, THE CHORD OF WHICH IS SOUTH 38 DEG 22 MIN 35 SEC WEST, 99.57 FEET TO AN IRON ROD SET;

THENCE SOUTH 04 DEG 47 MIN 19 SEC WEST, 77.54 FEET TO AN IRON ROD SET AT A CORNER COMMON WITH THE PROPERTY OF CROSSGATE ASSOCIATES, L.P., AS OF RECORD IN DEED BOOK 10448, PAGE 388, AT THE REGISTER'S OFFICE FOR DAVIDSON COUNTY, TENNESSEE, ALSO BEING LOT ONE ON SAID FINAL PLAT OF COMMERCIAL P.U.D. No. 117-85-P CROSSGATE VILLAGE;

THENCE LEAVING THE WESTERLY RIGHT-OF-WAY LINE OF SHUMATE LANE WITH THE EASTERLY PROPERTY LINE OF CROSSGATE ASSOCIATES, L.P. ALONG A CURVE TO THE RIGHT, WITH AN ARC LENGTH OF 57.28 FEET, THE RADIUS OF WHICH IS 35.00 FEET, THE CENTRAL ANGLE OF WHICH IS 93 DEG 45 MIN 51 SEC, THE CHORD OF WHICH IS SOUTH 51 DEG 40 MIN 15 SEC WEST, 51.10 FEET TO AN IRON ROD SET;

THENCE NORTH 81 DEG 26 MIN 50 SEC WEST, 128.24 FEET TO AN IRON ROD SET;

THENCE NORTH 08 DEG 33 MIN 10 SEC EAST, 193.57 FEET TO AN IRON ROD SET;

THENCE NORTH 72 DEG 15 MIN 25 SEC EAST, 219.27 FEET TO THE POINT OF BEGINNING, CONTAINING 42,682 SQUARE FEET (0.980 ACRES MORE OR LESS).

BEING THE SAME PROPERTY CONVEYED TO CROSSGATE ASSOCIATES, L.P., AS OF RECORD IN DEED BOOK 10448, PAGE 388, AT THE REGISTER'S OFFICE FOR DAVIDSON COUNTY, TENNESSEE.

...S MEMO
...G OR
...MENT

EXHIBIT "B"

1. Taxes for the year 1999, and subsequent years which are a lien not yet due and payable.

2. Subject to all matters shown on the Plan of record in Book 9700, page 410, Register's Office for Davidson County, Tennessee.

3. Clearance permit regarding the right to trim and cut trees around telephone and telegraph lines conveyed by A.B. Wright, Mrs. J.A. Wright and Mrs. Lillie L. Wright to Southern Bell Telephone and Telegraph Company, dated February 28, 1940, of record in Book 1117, page 400, Register's Office for Davidson County, Tennessee

4. Easements and Rights retained in ordinance abandoning a portion of Shumate Lane in Metro Council Bill No. 086-1289.

5. Rights of tenants, as tenants only, under unrecorded leases.

6. Conveyance of sewer mains to Metro Department of Water and Sewerage Services of record in Book 11444, page 180, said Register's Office.

7. All matters shown on the survey of Cherry Land Surveying, date June 4, 1999, File No. 98323REV LKM

8. Memorandum of Lease by and between Crossgate Associates, L.P., a Georgia limited partnership, and Bruno's Inc., of record in Book 11099, page 669, in said Register's Office, as assigned to Albertson's, Inc., by instrument of record in Book 11099, page 677, in said Register's Office.

9 Conveyance of sewer mains in Metro Department of Water and Sewerage Services of record in Book 11444, page 180, said Register's Office.

10. Declaration of Easements, Covenants, and Restrictions of record in book 11444, page 947, in said Register's office.

11. Amendment to Declaration of Easements, Covenants and Restrictions, of record in book 11628, page 77, in said Register's office.

OFFICIAL RECEIPT

BILL GARRETT
REGISTER OF DAVIDSON COUNTY
NASHVILLE, TENNESSEE

RECEIVED OF _____

FOR _____

BOOK 11628 PAGE 92

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	CFEE	COMPUTER FEE	PRFEE	PROBATE FEE

06267117

DEED REF. ↑ REFERENCE

99 AUG 20 AM 11:52

REGISTER
DAVIDSON COUNTY, TN.

CAMT	
	465000.00
CON TX	1720.50
PRFEE	1.00
VDEED	20.00
CFEE	2.00
TOTAL	1743.50
CHECK	1743.50

08/20/99 01 11:52 0001 8661

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

No. 1504684