Box 36

(1) July 24, 2000 (f:client\eai\jp edens\closing docs\deed - jackson downs)

New Owner's Address	Send Tax Bills to:	Tax Parcel No.
E&A Acquisition Limited Partnership 1901 Main Street, Suite 900 Columbia, SC 29201 Attn: Jodie W. McLean	Same	Map Number 85 Parcels 94&96

QUITCLAIM DEED

FOR AND IN CONSIDERATION of Ten Dollars ($10.00) and no other consideration whatsoever, E&A PORTFOLIO LIMITED PARTNERSHIP, a Delaware limited partnership ("Grantor"), does hereby remise, release and forever quitclaim unto E&A ACQUISITION TWO LIMITED PARTNERSHIP, a Delaware limited partnership("Grantee"), that certain tract of land located in the City of Nashville, Davidson County, Tennessee being more particularly described as follows:

The real estate described on **Exhibit "A"** attached hereto.

IN WITNESS WHEREOF, Grantor has executed this conveyance this 31 day of August, 2000.

E&A PORTFOLIO LIMITED PARTNERSHIP, a Delaware limited partnership

By: E&A Portfolio, LLC, a Delaware limited liability company, sole general partner

By: Edens & Avant Portfolio, Inc., a Delaware corporation, sole managing member (SEAL)

By: _____
Jodie W. McLean, Vice President

Davidson County DEEDQC
Recvd: 09/18/00 13:10 4pgs
Fees:18.00 Taxes:0.00
20000918-0092435

Prepared by:
Durham T. Boney, Esq.
Gottlieb & Smith, P.A.
1901 Main Street #600
Columbia SC 29201

[Remainder of page intentionally left blank]

15957-A

STATE OF SOUTH CAROLINA
COUNTY OF RICHLAND

Before me, Holly W Ayers of the State and County of aforesaid, personally appeared JODIE W. MCLEAN, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged herself to be Vice President of Edens & Avant Portfolio, Inc., a Delaware corporation, the sole managing member of E&A Portfolio, LLC, a Delaware limited liability company, the sole general partner of E&A PORTFOLIO LIMITED PARTNERSHIP, a Delaware limited partnership, the within named bargainor, a limited partnership, and that she as such officer, being authorized so to do, executed the foregoing instrument for the purpose therein contained by signing the name of the limited liability company acting for an on behalf of the limited partnership by herself as such officer.

WITNESS my hand and seal at the office in Richland County, South Carolina this 24 day of August, 2000.

Holly W Ayers
Notary Public

My Commission Expires:

5-01-05

[Signature continued on following page.]

STATE OF SOUTH CAROLINA
COUNTY OF RICHLAND

I hereby swear or affirm that the actual consideration for this transfer is Ten Dollars ($10.00).

E&A ACQUISITION TWO LIMITED PARTNERSHIP, a Delaware limited partnership

By: E&A Acquisition Two LLC, a Delaware limited liability company, general partner

By: Edens & Avant Acquisition Two, Inc., a Delaware corporation, managing member (SEAL)

By: _____
Jodie W. McLean, Vice President

AFFIANT - Grantee

Subscribed and Sworn to before me on this 29 day of August, 2000.

_____
Notary Public

[Affix Notarial Seal]

My Commission Expires: 5-01-05

EXHIBIT "A"

Property Description

PARCEL NO. 1:

Land in Davidson County, Tennessee, being Lot No. 7 as shown on Resubdivision of Lots 6 and 7 of Jackson Downs Commercial of record in Book 8250, page 924, Register's Office for Davidson County, Tennessee, to which plan reference is made for a more complete and accurate description.

PARCEL NO. 2:

Land in Davidson County, Tennessee, being Lot. No. 9 as shown on the Final Plat of Jackson Downs Commercial of record in Book 9700, page 526, Register's Office for Davidson County, Tennessee, to which plan reference is made for a more complete and accurate description.

Being a portion of the property conveyed to Jackson Downs, L.P., a Georgia limited partnership by Deeds from Mathews Partners, Inc., of record in Book 9857, page 104, and Book 11010, page 324, Register's Office for Davidson County, Tennessee.

TOGETHER WITH all rights, benefits and interests appurtenant to said property under or pursuant to that certain Operation and Easement Agreement by and among Dayton Hudson Corporation, a Minnesota corporation, Mathews Partners, Inc., a Tennessee corporation, and Jackson Downs, L.P., a Georgia limited partnership, dated November 10, 1995, of record in Book 9857, page 151, as amended in First Amendment of record in Book 10841, page 648, and by Second Amendment of record in Book 10908, page 773, Register's Office for Davidson County, Tennessee.

TOGETHER WITH all rights, benefits and interests appurtenant to said property under or pursuant to that certain Declaration of Drainage Easements executed by Mathews Partners, Inc., a Tennessee corporation, as Declarant, dated November 10, 1995, of record in Book 9857, page 77, Register's Office for Davidson County, Tennessee.

TOGETHER WITH all rights, benefits and interests appurtenant to said property under or pursuant to that certain Cross Access Easement Agreement by and among Jackson Downs, L.P., a Georgia limited partnership, Mathews Partners, Inc., a Tennessee corporation, and Dayton Hudson Corporation, a Minnesota corporation, dated November 10, 1995, or record in Book 9857, page 116, Register's Office for Davidson County, Tennessee.

TOGETHER WITH a non-exclusive easement for vehicular and pedestrian access, ingress and egress (the Jackson Downs Easements) over that certain parcel of land identified as "Jackson Downs Boulevard (60.00 R.O.W.)" as created under Warranty Deed from Mathews Partners, Inc., a Tennessee corporation, to Jackson Downs, L.P., a Georgia limited partnership, of record in Book 9857, page 104, Register's Office for Davidson County, Tennessee.

TOGETHER WITH all rights, benefits and interests appurtenant to said property under and pursuant to that certain easement for constructing, operating, maintaining and repairing a sign of record in Book 10990, page 108, Register's Office of Davidson County, Tennessee.

Being the same property conveyed to E & A Portfolio Limited Partnership, a Delaware limited partnership, by Limited Warranty Deed from Jackson Downs, L.P., of record in Book 11691, page 545, Register's Office for Davidson County, Tennessee.