Box 49
49655

GENERAL WARRANTY DEED

THIS INSTRUMENT PREPARED BY:

Long, Ragsdale & Waters, P.C.
1111 Northshore Drive, N.W.
Suite S-700
Knoxville, Tennessee 37919

OWNER/RESPONSIBLE TAXPAYER:
WBA-Nashville, LLC
TEP-Nashville, LLC
CA-Nashville, LLC

Source of Grantor's Title:

Deed recorded as Instrument No. 200012280126658 in the Register's Office for Davidson County, Tennessee

Tax Parcel Nos. 118-2-181 s.i.001 and 002

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I, or we, hereby swear or affirm that the actual consideration for this transfer or value of the property transferred, whichever is greater, is $3,021,438.04, 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 11th day of April, 2001.

Notary Public

My commission expires: 7/5/04

NANCY RAYFIELD NOTARY PUBLIC AT LARGE

Davidson County DEEDWARR
Recvd: 04/25/01 14:44 6pgs
Fees:27.00 Taxes:11179.32
20010425-0041190

ooOoo

WARRANTY DEED

THIS INDENTURE, made as of the 17 day of April, 2001, between **T M & M FRANKLIN PARTNERSHIP,** a Tennessee general partnership (herein "Grantor") and **WBA-NASHVILLE, LLC, TEP-NASHVILLE, LLC and CA-NASHVILLE, LLC,** all of which are Tennessee limited liability companies, as tenants in common, (herein collectively "Grantee").

WITNESSETH:

That Grantor, for and in consideration of the sum of Ten and no/100 Dollars ($10.00) and for other good and valuable consideration in hand paid by Grantee, the receipt of which is hereby acknowledged, has granted, bargained, sold and conveyed, and does hereby grant, bargain, sell and convey unto Grantee, as tenants in common, in the following amounts the following described premises, with the hereditaments and appurtenances thereto appertaining, to-wit:

1. **WBA-NASHVILLE, LLC**-recipient of an undivided 48.42 %interest in the Premises hereby conveyed as a tenant in common with TEP-NASHVILLE, LLC and CA-NASHVILLE, LLC

2. **TEP-NASHVILLE, LLC**-recipient of an undivided 8.55 %interest in the Premises hereby conveyed as a tenant in common with WBA-NASHVILLE, LLC and CA-NASHVILLE, LLC

3. **CA-NASHVILLE, LLC**-recipient of an undivided 43.03 %interest in the Premises hereby conveyed as a tenant in common with WBA-NASHVILLE, LLC and TEP-NASHVILLE, LLC

The property is situate in Davidson County, Tennessee, and being more particularly described on Exhibit A attached hereto and incorporated hereby by reference (the "Premises").

TO HAVE AND TO HOLD the said Premises to the said Grantee, their successors and assigns forever.

And Grantor, for itself, its representatives, successors and assigns, does hereby covenant with Grantee, its representatives, successors and assigns, that Grantor is lawfully seized in fee simple of the Premises, has full power, authority and right to convey the same; that such Premises are free from all encumbrances except for those matters described on Exhibit B attached hereto and incorporated herein by reference; and that Grantor will forever warrant and defend the title thereto against the lawful claims of all persons whomsoever.

THE PREPARER OF THIS DEED MAKES NO REPRESENTATION AS TO THE STATUS OF TITLE TO THE PROPERTY DESCRIBED ON EXHIBIT A HERETO. THIS DEED HAS BEEN PREPARED SOLELY FROM INFORMATION FURNISHED TO THE PREPARER WHO MAKES NO REPRESENTATION WHATSOEVER OTHER THAN IT HAS BEEN ACCURATELY TRANSCRIBED FROM THE INFORMATION PROVIDED. The terms "Grantor" and "Grantee" and any pronouns shall be read in the singular and plural number and in such gender as the context may require.

IN WITNESS WHEREOF, the Grantor has executed this instrument as of the date first above written.

T M & M FRANKLIN PARTNERSHIP

By: _____
Sam F. Mishu,
Managing General Partner

STATE OF TENNESSEE

COUNTY OF _____

Before me, the undersigned, a notary public of the state and county aforesaid, personally appeared Sam F. Mishu, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, swore to and acknowledged himself to be Managing General Partner of T M & M FRANKLIN PARTNERSHIP, the within named bargainor, a general partnership, and that he as such Managing General Partner executed the foregoing instrument for the purposes therein contained, by signing the name of the partnership by himself as Managing General Partner.

WITNESS my hand and seal, this ____ day of April, 2001.

_____
Notary Public

My Commission Expires: _____

[SIGNATURE PAGE TO FOLLOW]

[SIGNATURE PAGE TO GENERAL WARRANTY DEED]

TM&M FRANKLIN PARTNERSHIP

By _____
R. Stephens Tatum, Jr.,
General Partner

By M&M West Town, L.P., General Partner

By M&M Town Corporation, Its General Partner

By _____
Sam F. Mishu, Its President

STATE OF TENNESSEE
COUNTY OF KNOX

Before me, the undersigned, a notary public of the state and county aforesaid, personally appeared R. Stephens Tatum, Jr., with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, swore to and acknowledged himself to be General Partner of TM&M FRANKLIN PARTNERSHIP, the within named bargainor, a general partnership, and that he as such General Partner executed the foregoing instrument for the purposes therein contained, by signing the name of the partnership by himself as General Partner.

WITNESS my hand and seal, this 11th day of April 2001.

Nancy Rayfield
Notary Public

My Commission Expires: 7/5/04

STATE OF TENNESSEE
COUNTY OF KNOX

Before me, Nancy Rayfield, of the state and county aforesaid, personally appeared Sam F. Mishu, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, swore to and acknowledged himself to be President of M&M Town Corporation, a corporation, which is the General Partner of M&M West Town, L.P., a limited partnership, which is a General Partner of TM&M FRANKLIN PARTNERSHIP, the within-named bargainor, a general partnership, and that he as such President of the corporation as general partner of the limited partnership which is general partner of the Partnership, executed the foregoing instrument for the purpose therein contained by signing the name of the corporation (as General Partner of the General Partner of the Partnership) by himself as President.

WITNESS my hand and seal this 11th day of April 2001.

Nancy Rayfield
Notary Public

My commission expires: 7/5/04

EXHIBIT A

LEGAL DESCRIPTION

LAND in Davidson County, Tennessee, being Lot No. 1 on the Boundary and Subdivision Plat of Melrose Shopping Center, as of record in Book 7900, page 657, Register's Office for Davidson County, Tennessee, and being more particularly described according to survey by Crawford Land Surveyors, P.C., dated 02/19/98, as follows:

BEGINNING at a point in the westerly margin of Franklin Road, said point being at the southerly end of the return of said Franklin Road's intersection with Kirkwood Avenue.

Thence, with said westerly margin S 19 degrees 14' 55" E, 219.18 feet to a point at the northeast corner of Lot No. 2 of said Melrose Shopping Center; thence, with the northerly line of said Lot No. 2, S 74 degrees 15' 27" W, 269.59 feet to a point; thence, N 19 degrees 18' 45" W, 36.07 feet to a point; thence, S 74 degrees 15' 27" W, 12.80 feet to a point; thence, N 19 degrees 15' 14" W, 236.48 feet to a point in the southerly margin of Kirkwood Avenue; thence, with said southerly margin, N 75 degrees 47' 28" E, 237.24 feet to a point; thence, with a curve concave to the south having a radius of 50.00 feet, a central angle of 84 degrees 57' 16" and a chord of S 61 degrees 43' 44" E, 67.53 feet to a point of beginning, containing 74,868 square feet or 1.72 acres, more or less, according to the survey of William C. Cockrill, R.L.S. No. 1401, Crawford Land Surveyors, P.C. 1929 21st Avenue South, Nashville, Tennessee 37212, dated February 19, 1998, **

TOGETHER with Easements appurtenant thereto as recorded in Book 9237 page 382 and Access Easements appurtenant thereto as shown on Plat Book 7900 page 657, Register's Office for Davidson County, Tennessee.

BEING the same property conveyed to T M & M Franklin Partnership, a Tennessee partnership, by Deed of Record in Book 10856, page 1, Register's Office for Davidson County, Tennessee.

** and last updated April 10, 2001.

EXHIBIT B

LIENS AND ENCUMBRANCES ON THE PROPERTY

1. Taxes for 2001 which are a lien and which are not yet due and payable and taxes for subsequent years.

2. Drainage, Detention, Access Road and Sign Agreement by and among The Kroger Company, Land Trust Corp, M. Carl Talley, James W. Cates, Jr., William D. Cates and Margaret Cates as recorded in Book 9237, page 382 in the Davidson County Register's Office.

3. Restrictions as set forth in Special Warranty Deed to TM&M Franklin Partnership, a Tennessee Partnership recorded in Book 10856, page 1 in the Davidson County Register's Office.

4. The following matters shown on Plat recorded in Book 7900, page 657 in the Davidson County Register's Office:

   (a) Owner's certificate and notes as shown on the Plat;

   (b) 36' public utility and access easement;

   (c) 9' reservation for future widening.

5. Terms and provisions of Memorandum of Lease between TM&M Franklin, LLC and Walgreen Company, recorded in Book 10856, page 67, Register's Office for Davidson County, Tennessee.

6. Ratification Agreement between TM&M Franklin, LLC and Walgreen Company, recorded in Book 10856, page 82 in the Davidson County Register's Office.

7. All matters shown on the survey dated 12/31/99, last revised 01/14/99, prepared by William C. Cockrill, Registered Land Surveyor No. 1401 of Crawford Land Surveyors, P.C., No. 98100-1(E).

8. Deed of Trust and Security Agreement from TM&M Franklin, LLC to W. Alan Nichols, Trustee for Protective Life Insurance Company dated as of May 27, 1999 recorded in Book 11497, page 170, in the Davidson County Register's Office.

9. Assignment of Rents and Leases from TM&M Franklin, LLC to Protective Life Insurance Company dated as of May 27, 1999, recorded in Book 11497, page 197, in the Davidson County Register's Office.

10. UCC-1 Financing Statement showing TM&M Franklin, LLC as Debtor and Protective Life Insurance Company, as Secured Party, filed May 27, 1999 in Book 11497, page 207, in the Davidson County Register's Office.