Davidson County DEEDWARR
Recvd: 08/02/01 15:29 3pgs
Fees:18.00 Taxes:11818.70
20010802-0082477

SPECIAL WARRANTY DEED

(Hermitage)

THIS INDENTURE, made and entered into as of the 31st day of July, 2001, by and between BELZ INVESTCO GP, a Tennessee general partnership, (successor in interest to Belz Investco, L.P., by merger) party of the first part, and MRW RETAIL JOINT VENTURE, a Tennessee Joint Venture, party of the second part,

WITNESSETH: That for and in consideration of Ten Dollars ($10.00) cash in hand paid, and other good and valuable considerations, the receipt of all of which is hereby acknowledged, the said party of the first part has bargained and sold and does hereby bargain, sell, convey and confirm unto the said party of the second part all of its interest and estate in and to the following described real estate, situated and being in the County of Davidson, State of Tennessee, to-wit:

BEGINNING at an iron rod set at the intersection of the northerly right of way line of Lebanon Pike, and the westerly right of way line of Andrew Jackson Parkway;

Thence leaving the westerly right of way line of Andrew Jackson Parkway, with the northerly right of way line of Lebanon Pike, south 87 deg. 28 min. 37 sec. west, 1001.04 feet to an existing iron rod, at a corner common with Lot 1 of Burger Queen Enterprises, Inc.'s Lebanon Road Subdivision, as of record in Plat Book 4885, Page 131, at the Register's Office for Davidson County, Tennessee, also being the property of Capital Bank & Trust Company, as of record in Deed Book 11523, Page 819, in said Register's Office;

Thence leaving the northerly right of way line of Lebanon Pike, with the easterly property line of Capital Bank & Trust Company, north 00 deg. 06 min. 08 sec. West, 160.11 feet to an existing iron rod;

Thence with the northerly property line of Capital Bank & Trust Company, south 87 deg. 46 min. 08 sec. west, 159.96 feet to an existing iron rod, in the easterly property line of FTCA Acquisition Corporation, as of record in Deed Book 9815, Page 269, in said Registers Office;

Thence with the easterly property line of FTCA Acquisition Corporation, north 00 deg. 02 min. 28 sec. west, 25.64 feet to an existing iron rod, at a corner common with Lot 1 of the Moore-Handley Lebanon Road Site, as of record in Plat Book 5210, Page 71, in said Register's Office, also being the property of Gujarat Cultural Association, as of record in Deed Book 9497, Page 679, in said Register's Office.

Thence with the easterly property line of Gujarat Cultural Association, north 00 deg. 11 min. 05 sec. east, 367.78 feet to an iron rod set;

Thence north 00 deg. 02 min. 04 sec. east, 201.54 feet to an existing concrete monument, at a corner common with the final plat of Andrew Jackson Business Park, Phase 1, as of record in Plat Book 7900, Page 916, in said Register's Office;

Thence with the southerly property line of said Final Plat of Andrew Jackson Business Park, Phase 1, North 88 deg. 14 min. 00 sec. East, 1182.97 feet to an existing iron rod, in the westerly right of way line of said Andrew Jackson Parkway;

Thence with the westerly right of way line of Andrew Jackson Parkway, South 02 deg. 00 min. 57 sec. east, 689.96 feet to an iron rod set;

Thence with a curve to the right, along an arc length of 78.10 feet, the central angle of which is 89 deg. 29 min. 34 sec. the radius of which is 50.00 feet, the chord of which is south 42 deg. 43 min. 50 sec. west, 70.40 feet to the point of beginning.

Being the same property conveyed to Belz Investment Company, in Deed Book 4620, Page 935; and to Belz Investco GP, a Tennessee general partnership (successor in interest to Belz Investco, L.P. by merger) in Deed Book 7744, Page 139, in said Register's Office.

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

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 following:

(a) 2001 Metropolitan Nashville and Davidson County ad valorem , not yet due and payable, which second party agrees to pay;

(b) Lease of record in Book 4691, Page 145, Book 4751, Page 19; Book 4829, Page 193; Book 4829, Page 213, Book 4810, Page 647, Book 5678, Page 569, Book 5941, Page 889 and in Book 11487, Page 127; in the Register's Office of Davidson County, Tennessee;

(c) Deed of Declaration of record in Book 4829, page 176 as amended in Book 8385, page 217, in said Register's Office.

(d) Reciprocal Easement Agreement of record in Book 4687, Page 92, as amended in Book 8385, Page 213;

(e) Easements of record in Book 5174, page 119 and Book 5333,Page 20, in said Register's Office.

(f) Easement of record in Book 5238, Page 103, rerecorded in Book 5282, Page 618, in said Register's Office.

(g) Easement of record in Book5251, Page 450, in said Register's Office.

(h) Easement of record in Book 11487, page 133 and Book 11487, Page 145, in said Register's Office;

and that the title and quiet possession thereto it will warrant and forever defend against the lawful claims of all persons claiming by, through or under said party of the first part, but not further or otherwise.

The word "party" as used herein shall mean "parties" if it refers to more than one person or entity, and pronouns shall be construed according to their proper gender and number according to the context hereof.

WITNESS the signature of the party of the first part this 31st day of July, 2001.

BELZ INVESTCO GP,
a Tennessee general partnership

By: URCO, Inc., a Tennessee corporation,
Managing Partner

By: _____
Morris I. Thomas, Vice President

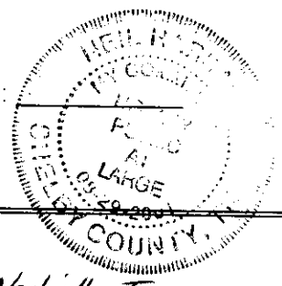
STATE OF TENNESSEE
COUNTY OF SHELBY

Before me, the undersigned Notary Public of the State and County aforesaid, personally appeared Morris I. Thomas, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself to be Vice President of URCO, Inc., a Tennessee corporation, Managing Partner of BELZ INVESTCO GP, a Tennessee general partnership, and that he as such Vice President, being authorized so to do, executed the foregoing instrument for the purposes therein contained by signing his name as such Vice President.

WITNESS my hand and official seal at office this 31st day of July, 2001.

Neil Harkavy
Notary Public

My commission expires: _____



PROPERTY ADDRESS:
2400 Lebanon Pike, Nashville Tn 37076

PROPERTY OWNER AND ADDRESS:/
MAIL TAX NOTICES TO:
MRW Retail Joint Venture
c/o 1616 Westgate Circle
Brentwood, TN 37027
Attn: Glenn R. Wilson

THIS INSTRUMENT PREPARED BY
AND RETURN TO::
Neil Harkavy, Esq.
Armstrong Allen PLLC
6060 Poplar Avenue, Suite 140
Memphis, Tennessee 38119

TG No. 441000
Part of Tax Parcel I.D. Nos.64-16/1, 64-15/10
64-16/5

State Tax.....$
Register's Fee.....1.00
Recording Fee..... 22.00
TOTAL.....$

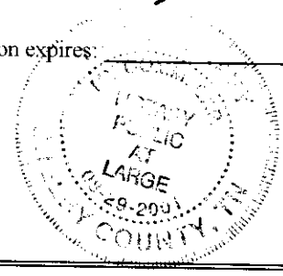
I, or we, hereby swear or affirm that, to the best of affiant's knowledge, information and belief, the actual consideration for this transfer or value of the property transferred, whichever is greater, is $3,194,244.00, which amount is equal to or greater than the amount which the property would command at a fair and voluntary sale.

Affiant

Subscribed and sworn to before me this 31st day of July, 2001.

Neil Harkavy
Notary Public

My commission expires: _____



(FOR RECORDING DATA ONLY)

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