Davidson County DEEDWARR
Recvd: 08/02/01 15:34 3pgs
Fees:18.00 Taxes:20530.78
20010802-0082481

SPECIAL WARRANTY DEED

(Crescent Center)

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 existing PK nail in the northerly right of way line of Thompson Lane, 100 foot in width, and a corner common with Exxon Corporation, as of record in Deed Book 4446, Page 236, in the Register's Office of Davidson County, Tennessee;

Thence with the northerly right of way line of Thompson Lane, south 52 deg. 38 min. 50 sec. west 794.87 feet to an iron rod set at a corner common with W.C. Cooper, as of record in Deed Book 2277, Page 533, said Register's Office, also being Lot 15, Glencliff Estates, Section 4, as of record in Plat Book 1835, Page 79, said Register's Office.

Thence leaving the northerly right of way line of Thompson Lane, with the easterly property line of said C.C. Cooper, James C. Buckley, as of record in Deed Book 11051, Page 546, said Register's Office, also being Lot 16, Glencliff Estates, Section 4, K.C. Sledge, as of record in Deed Book 2395, Page 435, said Register's Office, also being Lot 17, Glencliff Estates, Section 4, and Bi Van Ngoc Nguyen, as of record in Deed Book 9752, Page 531, said Register's Office, also being Lot 18, Glencliff Estates, Section 4, North 37 deg. 17 min. 26 sec. west, 626.80 feet to a point in the centerline of Mill Creek Passing a witness iron rod set at 586.80 feet, also being the southerly property line of Jesse Mayo as of record in Deed Book 11162, Page 133, in said Register's Office;

Thence with the centerline of Mill Creek and the southerly property line of Jesse Mayo, north 49 deg. 43 min. 52 sec. east, 179.94 feet to a point;

Thence north 30 deg. 15 min. 00 sec. east, 71.50 feet to a point;

Thence north 19 deg. 57 min. 00 sec. east, 56.60 feet to a point;

Thence north 20 deg. 28 min. 00 sec. west, 79.20 feet to a point at a corner common with John J. Yoon, as of record in Deed Book 7418, Page 983, said Register's Office;

Thence leaving the centerline of Mill Creek, with the southerly property line of said John J. Yoon, north 39 deg. 30 min. 39 sec. east, 320.44 feet to an existing PK nail, passing a witness iron rod set at 285.44 feet, said PK nail being at a corner common with Brian Leslie Berry, as of record in Deed Book 7217, page 709, said Register's Office.

Thence with the southerly property line of Brian Leslie Berry, north 39 deg. 41 min. 23 sec. east, 151.68 feet to a PK nail set in the southerly right of way line of Murfreesboro Road, right of way width varies;

Thence with the southerly right of way line of Murfreesboro Road, south 50 deg. 03 min.53 sec. east, 49.96 feet to an existing iron rod at a corner common with Jerome B. Guttman, as of record in Deed Book 10063, Page 107, said Register's Office.

Thence leaving the southerly right of way line of Murfreesboro Road, with northerly property line of Jerome B. Guttman, south 39 deg. 41 min. 23 sec. west, 152.23 feet to an existing PK nail;

Thence south 47 deg. 50 min. 46 sec. east, 185.39 feet to an existing iron rod;

Thence north 39 deg. 41 min. 16 sec. east, 160.20 feet to an existing PK nail in the southerly right of way line of Murfreesboro Road;

Thence with the southerly right of way line of Murfreesboro Road, south 50 deg. 03 min. 53 sec. east, 99.88 feet to an existing railroad spike at a corner common with SHN Properties, as of record in Deed Book 10818, Page 780,in said Register's Office.

Thence leaving the southerly right of way line of Murfreesboro Road, with the westerly property line of SHN Properties, south 39 deg. 39 min. 36 sec. west, 164.60 feet to an existing railroad spike;

Thence south 48 deg. 03 min. 02 sec. east, 125.36 feet to a PK nail set;

Thence with the southerly property line of said SHN Properties and The Krystal Company, as of record in Deed Book 6253, Page 875, south 50 deg. 19 min. 42 sec. east, 200.00 feet to an iron rod set at a corner common with said Exxon Corporation.

Thence south 41 deg. 57 min. 55 sec. west, 10.00 feet to an existing iron rod;

Thence south 50 deg. 36 min. 14 sec. east, 198.09 feet to the point of beginning, containing 549,398 square feet (12.61 acres, more or less).

Being the same conveyed to Belz Investco GP (successor in interest to Belz Investco, L.P. by merger), as of record in Deed Book 7744, Page 139, 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) Easement of record in Book 4392, Page 738, Book 6023, Page 681, Book 4790, Page 277, as amended in Book 4878, Page 870 and Book 4786, Page 524, in the Register's Office of Davidson County, Tennessee.
(c) Terms and provisions of Leases of record in Book 4776, Page 382 and Book 4776, Page 391; Book 8651, Page 899;Book 4610, Page 677 and Book 4610, Page 680, in said Register's Office;
(d) Lease Amendment in Book 8011, Page 112, in said Register's Office;
(e) Deed of Declaration of record in Book 4714, Page 879, as amended in Book 4736, Page 995; Book 4810, Page 313 and Book 4878, Page 873, 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.

_____
Notary Public

My commission expires: _____

PROPERTY ADDRESS:
1041 Murfreesboro Pike
Nashville, TN. 37217

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. No. 106-16/46

State Tax.....$
Register's Fee.....1.00
Recording Fee..... 00
TOTAL.....$

K:\MARY\CRESCENT\CRESCENT.WD

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 $5,548,860.00, 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.

_____
Notary Public

My commission expires: _____