Davidson County DEEDWARR
Recvd: 09/17/01 10:36 5pgs
Fees:28.00 Taxes:14578.00
20010917-0100612

THIS INSTRUMENT PREPARED BY:
WHITE & REASOR, PLC (CBRJR)
3305 West End Avenue
Nashville, Tennessee 37203

ADDRESS NEW OWNER:	PARTY RESPONSIBLE FOR PAYMENT OF TAXES:	MAP-PARCEL NO.:
Berry Hill Square, LLC 4121 Hillsboro Road, Suite 302 Nashville, TN 37215	Fleming Companies, Inc. P. O. Box 26647 Oklahoma City, OK 73126	Map 34-9 Parcel 176

SPECIAL WARRANTY DEED

FOR AND IN CONSIDERATION OF the sum of Three Million Nine Hundred Forty Thousand and No/100 ($3,940,000.00) Dollars, cash in hand paid, the receipt and sufficiency of which are hereby acknowledged by TURBO INVESTMENTS LIMITED, a Channel Islands general business company ("Grantor"), has this day bargained and sold and does hereby transfer and convey unto BERRY HILL SQUARE, LLC, a Tennessee limited liability company ("Grantee"), its successors and assigns, certain real estate in Davidson County, Tennessee, described in Exhibit "A," attached hereto and incorporated herein by this reference (the "Property").

This is improved property known as 1515 Gallatin Pike, Madison, Davidson County, Tennessee 37115.

TO HAVE AND TO HOLD, the Property with the appurtenances, estate, title, and interest thereto belonging to Grantee, its successors and assigns, forever. Grantor covenants that it is lawfully seized and possessed of the Property in fee simple, has a good right to convey it, and that the same is unencumbered except for those matters set forth in Exhibit "B," attached hereto and incorporated herein by this reference.

Grantor further covenants and binds itself and its successors and assigns, to warrant and forever defend the title to the property to Grantee, its successors and assigns, against the lawful claims of all persons claiming by, through or under Grantor.

STATE OF TENNESSEE
COUNTY OF DAVIDSON

The actual consideration or value, whichever is greater, for this transfer is $3,940,000.00.

AFFIANT

Subscribed and sworn to before me this 13th day of September, 2001.

Notary Public

My Commission Expires:
11-24-04

IN WITNESS WHEREOF, Grantor has caused this Special Warranty Deed to be executed on this 13th day of September, 2001.

GRANTOR:

TURBO INVESTMENTS LIMITED

BY: _____
Charles B. Reasor, Jr.,
Attorney in Fact

STATE OF TENNESSEE
COUNTY OF DAVIDSON

PERSONALLY APPEARED BEFORE ME, Jan Marshall, a Notary Public, Charles B. Reasor, Jr., with whom I am personally acquainted, who acknowledged that he executed the foregoing instrument for the purposes therein contained and who further acknowledged that he is attorney in fact for TURBO INVESTMENTS LIMITED, a Channel Islands general business company, being authorized to execute the foregoing instrument on behalf of the corporation.

WITNESS MY HAND, at office this 13th day of September, 2001.

NOTARY PUBLIC

MY COMMISSION EXPIRES:
11-24-04

EXHIBIT "A"
LEGAL DESCRIPTION

BEING land in Davidson County, Tennessee, being Lot No. 4 on the Plan of Rivergate Station, Section 4, as shown on a plat of record in Plat Book 7900, Page 18, in the Register's Office for Davidson County, Tennessee, and being more particularly described according to a survey prepared by Dale & Associates entitled "1515 Gallatin Pike," dated June 18, 2001 (Job No. 01058), and last revised September 11, 2001.

BEGINNING at an iron rod situated in the easterly margin of Gallatin Pike, said point also being the northwesterly corner of Turbo Investments International, Inc. of record in Book 9439, Page 191, said Register's Office; thence, along said road, N 20° 35' 55" E, a distance of 86.71 feet to an iron rod; thence, leaving said road, S 69° 24' 05" E, a distance of 43.57 feet to an iron rod; thence, N 82° 43' 06" E, a distance of 148.73 feet to an iron rod; thence, N 20° 35' 59' E, a distance of 95.00 feet to an iron rod; thence, S 69° 25' 23" E, a distance of 260.00 feet to an iron rod; thence, N 20° 35' 59" E, a distance of 25.00 feet to an iron rod; thence, S 69° 24' 01" E, a distance of 225.00 feet to an iron rod; thence, S 20° 35' 59" W, a distance of 10.00 feet to an iron rod; thence, S 69° 24' 01" E, a distance of 82.06 feet to an iron rod; thence S 07° 17' 01" E, a distance of 259.76 feet to an iron rod situated in the northerly margin of Edenwold Road; thence, along said road, S 82° 42' 59" W, a distance of 742.00 feet to an iron rod; thence, leaving said road, N 07° 17' 01" W, a distance of 351.00 feet to an iron rod; thence, N 69° 24' 05" W, a distance of 43.57 feet to the point of beginning and containing 302,691.900 square feet or 6.949 acres of land, more or less.

BEING the same property conveyed to Turbo Investments, Limited of record in Book 8698, Page 334, in the Register's Office for Davidson County, Tennessee.

TOGETHER WITH appurtenances contained in a Reciprocal Declaration of Easements and Uses Agreement as of record in Book 7993, Page 584, as amended in Book 9439, Page 193, said Register's Office; and

TOGETHER WITH appurtenances contained in a Declaration of Permanent Building Restriction, as of record in Book 7993, Page 619, said Register's Office, as re-recorded in Book 7997, Page 774, said Register's Office.

EXHIBIT "B"
TITLE EXCEPTIONS

1. Metropolitan Nashville and Davidson County ad valorem real property taxes for the year 2001, a lien, but not yet due and payable.

2. Terms and provisions of a Short Form Lease between Auburndale Rivergate Limited Partnership, a Texas limited partnership ("Auburndale"), and Malone & Hyde, Inc., a Delaware corporation, now Fleming Companies, Inc., an Oklahoma corporation ("Fleming"), as of record in Book 8272, page 287, said Register's Office, as assigned by Auburndale to Grantor, by an Assignment of Lease, as of record in Book 8698, Page 339, said Register's Office.

3. Deed of Dedication of water main to Madison Suburban Utility District, as of record in Book 8231, Page 373, said Register's Office.

4. Deed of Conveyance for sanitary sewer to Metropolitan Government of Nashville and Davidson County, Tennessee, as of record in Book 8287, Page 1, said Register's Office.

5. Deed of Conveyance for sanitary sewer to Metropolitan Government of Nashville and Davidson County, Tennessee, as of record in Book 8486, Page 379, said Register's Office.

6. All matters shown on the Plat of Rivergate Station, Section Four, as of record in Book 7900, Page 18, said Register's Office.

7. All matters shown in a Declaration of Covenants, Conditions and Restrictions, as of record in Book 7480, Page 965, said Register's Office, as amended by a First Amendment to Declaration of Covenants, Conditions and Restrictions, as of record in Book 7537, Page 359, said Register's Office.

8. Matters shown in a Reciprocal Declaration of Easements and Uses Agreement between Auburndale and Rivergate Station Joint Venture, a Tennessee joint venture ("Rivergate Station"), as of record in Book 7993, Page 584, said Register's Office, as amended by an Amendment to Reciprocal Declaration of Easements and Uses Agreement among Grantor, Rivergate Station and Turbo Investments International, Inc., a British Virgin Islands general business company ("International"), as of record in Book 9439, Page 193, said Register's Office.

9. Easement Agreement by and among Grantor, International, Fleming, and Luby's Restaurants Limited Partnership, a Texas limited partnership, as of record as Instrument No. 200007260073996, said Register's Office.

10. Matters shown on an ALTA/ACSM Land Title Survey prepared by Steven D. Delle, TN RLS #1710 of Dale & Associates dated June 18, 2001, last revised September __, 2001 entitled "1515 Gallatin Pike" (Job No. 01058), indicating the following:

(a) Curbing crossing property lines in northerly and westerly lines.

(b) Parking from Lot 1 over property lines as shown.

(c) Water line crosses outside easement in southerly portion

ALL as more particularly shown on said survey.