PICK-UP

Address New Owner:	Map-Parcel Numbers:	Send Tax Bills To:
Wal-Mart Real Estate Business Trust 2001 S.E. 10th Street Bentonville, AR 72716-0550 Attention: Corporate Counsel	64-16 Portion of Parcel 1 64-15 Parcel 10	Wal-Mart Stores, Inc. (Store 710-02) Property Tax Department #8013 Mail Stop No. 0555 1301 S.E. 10th Street Bentonville, AR. 72716-0555

Davidson County DEEDWARR
Recvd: 10/21/02 15:18 6pgs
Fees:33.00 Taxes:22200.00

20021021-0129180

This instrument prepared by: Boult, Cummings, Conners & Berry, PLC (JRH)
414 Union Street, Suite 1600, P.O. Box 198062, Nashville, TN 37219

SPECIAL WARRANTY DEED

FOR AND IN CONSIDERATION of the sum of One Hundred Dollars ($100.00) cash in hand paid, and other good and valuable consideration, the receipt and sufficiency of all of which are hereby acknowledged, **MRW RETAIL JOINT VENTURE**, a Tennessee joint venture (the "Grantor"), has bargained and sold, and by these presents transfers and conveys to **WAL-MART REAL ESTATE BUSINESS TRUST**, a Delaware Business Trust (the "Grantee"), Grantee's successors and assigns, certain land in Davidson County, State of Tennessee, being more particularly described in Exhibit A, which is attached hereto and incorporated herein by reference (the "Property"). This conveyance of the Property, and all covenants and warranties contained herein, are made expressly subject to the matters set forth on Exhibit B hereto (the "Permitted Exceptions").

This is improved property, known as Lebanon Pike/Andrew Jackson Parkway, Nashville, Tennessee .

TO HAVE AND TO HOLD the Property, with all appurtenances, estate, title, and interest thereto belonging to the Grantee, Grantee's successors and assigns, forever.

STATE OF Texas

COUNTY OF Texas

The actual consideration or value, whichever is greater, for this transfer is $6,000,000.00.

R. [illegible]
Affiant

Subscribed and sworn to before me this 17th day of October, 2002.

BEN M. DAVIDSON NOTARY PUBLIC AT LARGE TENN.

Notary Public
My Commission Expires: 1-20-05

Grantor covenants with the Grantee that the Property is free from all encumbrances made or suffered by Grantor, except as set forth on Exhibit B, which is attached hereto and incorporated herein by reference.

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

[*SIGNATURE PAGE TO FOLLOW*]

IN WITNESS WHEREOF, the Grantor has executed this Deed this 16th day of October, 2002.

MRW RETAIL JOINT VENTURE,
a Tennessee joint venture

By: GRW Properties IV, LLC,
a Tennessee limited liability company
Managing Venturer

By: _____
Glenn R. Wilson, Chief Manager

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Before me, Barbara S. Williams, the undersigned, a Notary Public in and for the County and State aforesaid, personally appeared GLENN R. WILSON, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself to be the Chief Manager of GRW Properties IV, LLC, a Tennessee limited liability company, the Managing Venturer of MRW Retail Joint Venture, the within named bargainor, a Tennessee joint venture, and that he as such Chief Manager of the Managing Venturer, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the limited liability company by himself as Chief Manager, the Managing Venturer of MRW Retail Joint Venture.

WITNESS my hand and seal at office in Nashville, Tennessee, on this the 16th day of October, 2002.

Barbara S. Williams
Notary Public

My Commission expires:

BARBARA S. WILLIAMS
Notary Public, Davidson Co. TN
My Comm. Expires May 28, 2003

BARBARA S. WILLIAMS NOTARY PUBLIC AT LARGE DAVIDSON COUNTY

EXHIBIT "A"

BEING A TRACT OF LAND LYING IN NASHVILLE, DAVIDSON COUNTY, TENNESSEE, AND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS;

BEGINNING AT AN EXISTING IRON ROD IN THE NORTHERLY RIGHT-OF-WAY LINE OF LEBANON PIKE, 110 FEET IN WIDTH, AT A CORNER COMMON WITH LOT 1 OF THE BURGER QUEEN ENTERPRISES, INC'S LEBANON PIKE 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 INSTRUMENT NUMBER: 200002290019790, AT THE REGISTER'S OFFICE FOR DAVIDSON COUNTY, TENNESSEE, SAID EXISTING IRON ROD BEING LOCATED AT NORTHING: 685,600.10; EASTING: 1,791,100.28; ON THE STATE PLANE COORDINATE SYSTEM NAD-83 (1995);

THENCE LEAVING THE NORTHERLY RIGHT-OF-WAY LINE OF LEBANON PIKE, WITH THE EASTERLY PROPERTY LINE OF CAPITAL BANK & TRUST COMPANY, NORTH 03 DEG 09 MIN 54 SEC EAST, 160.11 FEET TO AN EXISTING IRON ROD;

THENCE WITH THE NORTHERLY PROPERTY LINE OF CAPITAL BANK & TRUST COMPANY, NORTH 88 DEG 57 MIN 50 SEC WEST, 159.96 FEET TO AN EXISTING IRON ROD, AT A CORNER COMMON WITH THE PROPERTY OF REALTY INCOME CORPORATION, AS OF RECORD IN INSTRUMENT NUMBER: 200105170051429, AT THE REGISTER'S OFFICE FOR DAVIDSON COUNTY, TENNESSEE;

THENCE WITH THE EASTERLY PROPERTY LINE OF REALTY INCOME CORPORATION, NORTH 03 DEG 13 MIN 34 SEC EAST, 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, AT THE REGISTER'S OFFICE FOR DAVIDSON COUNTY, TENNESSEE, ALSO BEING THE PROPERTY OF THE GUJARAT CULTURAL ASSOCIATION, AS OF RECORD IN DEED BOOK 9497, PAGE 679, AT THE REGISTER'S OFFICE FOR DAVIDSON COUNTY, TENNESSEE;

THENCE WITH THE EASTERLY PROPERTY LINE OF THE GUJARAT CULTURAL ASSOCIATION, NORTH 03 DEG 27 MIN 07 SEC EAST, 367.78 FEET TO AN EXISTING IRON ROD;

THENCE NORTH 03 DEG 18 MIN 06 SEC EAST, 201.54 FEET TO AN EXISTING CONCRETE MONUMENT, IN THE SOUTHERLY PROPERTY LINE OF LOT 2 OF THE RESUBDIVISION OF LOTS 12, 13 & 14 & LOT 1 RESUBDIVISION OF LOT 15, 16 & 17, ANDREW JACKSON BUSINESS PARK, PHASE II, AS OF RECORD IN INSTRUMENT NUMBER: 200108310094800, AT THE REGISTER'S OFFICE FOR DAVIDSON COUNTY, TENNESSEE, ALSO BEING THE PROPERTY OF B.B. DOUBLEDAY, JR., AS OF RECORD IN DEED BOOK 7434, PAGE 511, AT THE REGISTER'S OFFICE FOR DAVIDSON COUNTY, TENNESSEE;

THENCE WITH THE SOUTHERLY PROPERTY LINE OF SAID LOT 12, SOUTH 88 DEG 29 MIN 58 SEC EAST, 1182.96 FEET TO AN EXISTING IRON ROD IN THE WESTERLY RIGHT-OF-WAY LINE OF ANDREW JACKSON

PARKWAY, WIDTH VARIES;

THENCE WITH THE WESTERLY RIGHT-OF-WAY LINE OF ANDREW JACKSON PARKWAY, SOUTH 01 DEG 15 MIN 05 SEC WEST, 300.51 FEET TO AN IRON ROD SET;

THENCE SOUTH 06 DEG 34 MIN 15 SEC WEST, 135.36 FEET TO A PK NAIL SET;

THENCE SOUTH 01 DEG 15 MIN 05 SEC WEST, 124.34 FEET TO A PK NAIL SET;

THENCE LEAVING THE WESTERLY RIGHT-OF-WAY LINE OF ANDREW JACKSON PARKWAY, WITH A SEVERANCE LINE THROUGH THE PROPERTY OF MRW RETAIL JOINT VENTURE, AS OF RECORD IN INSTRUMENT NUMBER: 200108020082477, AT THE REGISTER'S OFFICE FOR DAVIDSON COUNTY, TENNESSEE, FOR THE FOLLOWING TWO CALLS;

NORTH 89 DEG 15 MIN 21 SEC WEST, 587.86 FEET TO A PK NAIL SET;

SOUTH 01 DEG 15 MIN 05 SEC WEST, 180.00 FEET TO A PK NAIL SET IN THE NORTHERLY RIGHT-OF-WAY LINE OF SAID LEBANON PIKE;

THENCE WITH THE NORTHERLY RIGHT-OF-WAY LINE OF LEBANON PIKE, NORTH 89 DEG 15 MIN 21 SEC WEST, 450.19 FEET TO THE POINT OF BEGINNING. CONTAINING 758,455 SQUARE FEET OR 17.411 ACRES MORE OR LESS.

BEING PART OF THE SAME PROPERTY CONVEYED TO MRW RETAIL JOINT VENTURE, AS OF RECORD IN INSTRUMENT NUMBER: 200108020082477, AT THE REGISTER'S OFFICE FOR DAVIDSON COUNTY, TENNESSEE.

EXHIBIT B

[PERMITTED ENCUMBRANCES]

1. Taxes for the year 2002 and all taxes for subsequent years.

2. Overhead Line and Communications Circuits Easement to Metropolitan Government of Nashville and Davidson County, acting by and through the Electric Power Board of said Metropolitan Government dated June 3, 1977 filed of record in Book 5174, page 119, in the Davidson County Register's Office.

3. Overhead Line and Communications Circuits Easement to Metropolitan Government of Nashville and Davidson County, acting by and through the Electric Power Board of said Metropolitan Government dated August 27, 1978 filed of record in Book 5333, page 20, in the Davidson County Register's Office.

4. Easement to First Suburban Water Utility District of Davidson County dated November 14, 1977 filed of record in Book 5238, page 103, and rerecorded in Book 5282, page 618, both in the Davidson County Register's Office.

5. Easement to First Suburban Water Utility District of Davidson County dated January 13, 1978 filed of record in Book 5251, page 450, in the Davidson County Register's Office.

6. Reciprocal Ingress, Egress and Parking Easement Agreement by and between Belz Investco L.P. , a Tennessee limited partnership, and Taco Bell of America, Inc., a Delaware corporation, dated April 26, 1999, filed of record in Book 11487, page 133, as amended by Amendment to Reciprocal Ingress, Egress and Parking Easement Agreement dated July 31, 2001 filed of record as Instrument No. 200108020082476, both in the Davidson County Register's Office.

7. Utility Easement Agreement by and between Belz Investco L.P., a Tennessee limited partnership, and Taco Bell of America, Inc., a Delaware corporation, dated April 26, 1999, filed of record in Book 11487, page 145, in the Davidson County Register's Office.

8. Easement to First Suburban Water Utility District of Davidson County for water main, dated October 7, 1975, filed of record in Book 4960, page 549, in the Davidson County Register's Office.

9. Easement to First Suburban Water Utility District of Davidson County for water main, dated October 17, 1991, filed of record in Book 8472, page 665, in the Davidson County Register's Office.