PICK-UP

SPECIAL WARRANTY DEED

STATE OF TEXAS §
§
COUNTY OF CAMERON §

Davidson County DEEDWARR
Recvd: 10/28/02 15:15 7pgs
Fees:38.00 Taxes:22810.50
20021028-0131899

BRAZOS SPORTS RETAIL, L.P., a Delaware limited partnership ("Grantor"), for Ten Dollars ($10.00) and other good and valuable consideration paid to Grantor by M-N FAMILY LIMITED PARTNERSHIP, a Texas limited partnership ("Grantee"), the receipt and sufficiency of which is acknowledged, has GRANTED, SOLD and CONVEYED, and by these presents does GRANT, SELL and CONVEY, unto Grantee all of the real property, together with all the improvements and fixtures located thereon, located in Davidson County, Tennessee and being more particularly described in Exhibit A attached to this deed and incorporated herein by reference (the "Property").

TO HAVE AND TO HOLD the Property and premises, together with all and singular the rights and appurtenances thereto in anywise belonging, unto Grantee, and Grantee's heirs, successors and assigns forever, and Grantor does hereby bind Grantor and Grantor's heirs, successors, and assigns, to WARRANT AND FOREVER DEFEND, all and singular, the Property and premises unto the Grantee, and Grantee's heirs, successors, and assigns, against every person whomsoever lawfully claiming, or to claim the same, or any part thereof, by, through or under Grantor, but not otherwise.

This conveyance is made and accepted subject to the encumbrances and other matters described in Exhibit B, which is attached to this deed and is incorporated herein by reference, to the extent they are validly existing and affect the Property.

[[Signature Page Follows]]

[[Signature Page to Special Warranty Deed]]

EXECUTED to be effective the 11th day of October, 2002.

GRANTOR:

BRAZOS SPORTS RETAIL, L.P.
a Delaware limited partnership

By: Brazos Sports Retail Management, Inc., a Delaware corporation, its General Partner

Lucy Burgoon
Lucy Burgoon, Vice President

GRANTEE'S ADDRESS:

8411 Preston Road, 8th Floor
Dallas, Texas 75225

THE STATE OF TEXAS §
§
COUNTY OF DALLAS §

This instrument was acknowledged before me on this 11 day of October, 2002, by Lucy Burgoon, Vice President of Brazos Sports Retail Management, Inc., a Delaware corporation, General Partner of Brazos Sports Retail, L.P., a Delaware limited partnership, on behalf of said corporation and limited partnership.

Sophie Boutemy de Guislain
MY COMMISSION EXPIRES
October 19, 2005

Notary Public, State of Texas

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EXHIBIT A

Legal Description

Land in the Tenth Councilmanic District of Metropolitan Nashville, Davidson County, Tennessee that is all of Lot 2 on the plat of Diskin/Bannen Subdivision of record in Instrument No. 20010703-0070466 of the Register's Office for Davidson County (R.O.C.C.), Tennessee and being more particularly described as follows:

BEGINNING at an iron rod (old) in the northerly right-of-way margin of Gallatin Pike, U.S. 31E (right-of-way varies) at the southwest corner of Shurgard-Freeman Franklin Joint Venture property of record in Book 9985, Page 379, R.O.D.C., Tennessee and the southeast corner of the herein described tract; thence,

With the northerly right-of-way margin of Gallatin Pike, South 84 degrees 52 minutes 13 seconds West, 26.34 feet to an iron rod (new); thence,

South 79 degrees 51 minutes 04 seconds West, 20.05 feet to an iron rod (new) in the southeast corner of Lot 3 said Diskin/Bannen Subdivision; thence,

Leaving the right-of-way margin of Gallatin Pike with the easterly property line of said Lot 3, North 12 degrees 34 minutes 13 seconds West, 212.08 feet to an iron rod (new); thence,

With a 34.00-foot radius curve to the left having an arc length of 53.41 feet, an interior angle of 90 degrees 00 minutes 00 seconds and a chord bearing and distance of North 57 degrees 34 minutes 13 secons West, 48.08 feet to an iron rod (new) in the northerly property line of said Lot 3; thence,

With said northerly property line, South 77 degrees 25 minutes 47 seconds West, 170.00 feet to an iron rod (new); thence,

With the west property line of said Lot 3, South 12 degrees 34 minutes 13 seconds East, 241.14 feet to an iron rod (new) in the southeast corner of Lot 1 of said Diskin/Bannen Subdivision; thence,

With said northerly margin, South 75 degrees 10 minutes 55 seconds West, 254.71 feet to an iron rod (new) in the northerly right-of-way margin of Gallatin Pike; thence,

Leaving the right-of-way margin of Gallatin Pike with the easterly property line of said Lot 1, North 18 degrees 46 minutes 15 seconds West, 944.50 feet to an iron rod (new) in the southerly right-of-way margin of Vietnam Veterans Parkway (right-of-way varies); thence,

With said southerly margin, North 75 degrees 03 minutes 09 seconds East, 307.99 feet to an iron rod (old) with cap marked "Cherry," a total distance of 361.71 feet to a concrete highway monument (old); thence,

With a non-tangent 5,629.58-foot radius curve to the right having an arc length of 245.70 feet, an interior angle of 02 degrees 30 minutes 02 seconds and a chord bearing and distance of North 80 degrees 42 minutes 44 seconds East, 245.68 feet to an iron rod (old) with cap marked "Cherry," said iron rod (old) being the northwest corner of said Shurgard-Freeman Franklin Joint Venture property; thence,

With the westerly property line of aforementioned Shurgard-Freeman Franklin Joint Venture property, South 12 degrees 34 minutes 13 seconds East, 939.12 feet to the POINT OF BEGINNING, containing 474,231 square feet or 10.887 acres, more or less, as calculated by the above courses and distances.

Being a part of Tract One and all of Tract Two of the same property conveyed to Brazos Sports Retail, L.P. from Yanique Diskin by Special Warranty Deed of record in Instrument No. 20011116-0125839, Register's Office of Davidson County, Tennessee.

EXHIBIT B

Permitted Exceptions

1. Standby fees, taxes and assessments by any taxing authority for the year **2002,** and subsequent years, and subsequent taxes and assessments by any taxing authority for prior years due to change in land usage or ownership.

2. All matters as shown on the Plat of record in Instrument No. 20010703-0070466, Register's Office for Davidson County, Tennessee.

3. Declaration of Restrictions of record in Instrument No. 20020614-0072463, Register's Office for Davidson County, Tennessee.

4. Agreement for Dedication of Easememt for Sanitary Sewers and/or Storm Drainage of record in Book 11030, Page 737, and Book 11030, Page 781, Register's Office for Davidson County, Tennessee.

5. Storm Water Detention Agreement of record in Instrument No. 20010501-0043572, Register's Office for Davidson County, Tennessee.

6. Easement Agreement by and between Tom Bannen Chevrolet, Inc. and Brazos Sports Retail, L.P., of record in Instrument No. 20011116-0125841, Register's Office for Davidson County, Tennessee.

Name and Address of New Owner:	M-N Family Limited Partnership, a Texas limited partnership C/O Marilyn L. Soloway Greer, Herz & Adams, LLP One Moody Plaza, 18th Floor Galveston, TX 77550-7998
Send Tax Bills To:	Academy Sports and Outdoors Attn: Michael Ondruch 1800 North Mason Road Katy, TX 77449
Map and Parcel No.:	Map 26 Parcel 158
Property Address:	This is improved property located at 2350 Gallatin Pike, Nashville, TN 37115
Instrument Prepared By:	David Wolff Drenner, Stuart, Wolff, Metcalfe von Kreisler, LLP 301 Congress, Suite 2100 Austin, TX 78701

STATE OF TEXAS

COUNTY OF GALVESTON

THE ACTUAL CONSIDERATION OR VALUE, WHICHEVER IS GREATER, FOR THIS TRANSFER IS $6,165,000.00.

AFFIANT: Robert L. ~~Moody, Its Manager~~ and
General Partner of M-N Family Limited Partnership

SUBSCRIBED AND SWORN TO BEFORE, THIS THE 15TH DAY OF OCTOBER, 2002.

NOTARY PUBLIC

ELLEN C. OTTE
Notary Public, State of Texas
My Commission Expires 04-16-06

My Commission Expires: 4-16-06