This Instrument Prepared By:
Gibson, Gregory & Gwyn, PLLC
201 Fourth Avenue, North, Suite 1900
Nashville Tennessee 37219

ADDRESS NEW OWNER:
Midland Dickerson Development, LLP
1805 Copeland Street
Jacksonville, Florida 32204

SEND TAX BILL:
New Owner

MAP AND PARCEL:
Map 60-8
Parcels 8 and 10

Davidson County DEEDWARR
Recvd: 10/31/03 15:52 4pgs
Fees:23.00 Taxes:6475.00
20031031-0160401

SPECIAL WARRANTY DEED

FOR AND IN CONSIDERATION of the sum of Ten ($10.00) Dollars, cash in hand paid by the Grantee named herein, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, **Elizabeth Ann Payne and Julia Lynn Payne, Devisees under the Last Will and Testament of Arthur W. Payne, deceased** ("Grantor"), has bargained and sold, and by these presents does transfer and convey unto **Midland Dickerson Development, LLP, a Tennessee limited liability partnership** ("Grantee"), its successors and assigns, a certain tract or parcel of land in Davidson County, State of Tennessee (the "Property"), described as follows, to wit:

All that tract or parcel of land described in Exhibit "A".

This conveyance is subject to those matters set forth in Exhibit "B" which is attached hereto and incorporated herein by this reference.

This is improved property known as Maplewood Square Shopping Center, located on Dickerson Pike in Nashville, Davidson County, Tennessee.

TO HAVE AND TO HOLD the Property, with the appurtenances, estate, title and interest thereto belonging to Grantee, its successors and assigns, forever; and Grantor, does covenant with Grantee that it is lawfully seized and possessed of the Property in fee simple, has a good right to convey it, and the same is unencumbered unless otherwise herein set out; and Grantor does further covenant and bind itself, its successors, assigns and representatives, to warrant and forever defend the title to the Property to Grantee, its successors and assigns, against the lawful claims by and through the Grantor, but not further. Wherever used, the singular shall include the plural, the plural the singular, and the use of any gender shall be applicable to all genders.

Witness its hand this 30 day of October, 2003.

Elizabeth Ann Payne

Julia Lynn Payne

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Before me, the undersigned, of the state and county aforesaid, personally appeared Elizabeth Ann Payne and Julia Lynn Payne, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged that they executed the foregoing instrument for the purposes contained therein.

Witness my hand and official seal this 30th day of October, 2003.

Notary Public

ANDREW B. GIBSON, JR. Notary Public At Large DAVIDSON COUNTY, TENN. My Commission Expires July 21, 2007

My Commission Expires: 7/21/07

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

The actual value or consideration, whichever is greater, for this transfer is $1,750,000.00.

Julia Lynn Payne
AFFIANT

Subscribed and sworn to before me
this 30 day of October, 2003.

NOTARY PUBLIC

My Commission Expires: 7/21/07

ANDREW B. GIBSON, JR. Notary Public At Large DAVIDSON COUNTY, TENN. My Commission Expires July 21, 2007

EXHIBIT "A"

Land in Davidson County, Tennessee, being Lot Nos. 1 and 2, on the Plan of Arthur Payne Property as of record in Plat Book 5200, page 252, Register's Office for Davidson County, Tennessee, and described as follows, to-wit:

Lot No. 1: Beginning at a concrete monument found (CMF) at the southeasterly corner of Charles Little, as recorded in Deed Book 10837, page 756, R.O.D.C., said monument being on the westerly right-of-way of Dickerson Pike; thence with said right-of-way, the following calls S 04 deg. 34' 45" W, 108.29 feet to an iron pin set (IPS); thence with a curve to the right, said curve having a radius of 5299.16, a length 166.37 and chord, bearing and distance of S 05 deg. 28' 46" W, 166.37 feet to IPS at the northeasterly corner of Belz Investment Company, as recorded in Deed Book 4878, page 533, R.O.D.C.; thence with Belz Investment Company N 80 deg. 01' 37" W, 471.00 feet to an IPS; thence with the common line of Lots No. 1 and 2; the following calls: N 09 deg. 53' 23" E, 258.28 feet to an IPS; S 83 deg. 15' 15" E, 70.54 feet to an IPS; N 06 deg. 44' 45" E, 90.00 feet to an IPS; S 83 deg. 15' 15" E, 9.00 feet to IPS; N 07 deg. 29' 53" E, 77.43 feet to IPS on the southerly right-of-way of Ewing Lane; thence with said right-of-way, S 80 deg. 05' 02" E, 220.76 feet to a CMF at the northwesterly corner of Charles Little; thence with Little the following calls: S 04 deg. 36' 01" W, 156.35 feet to a CMF, S 79 deg. 40' 28" E, 141.76 feet to the point of beginning. Containing 3.69 acres, more or less, as surveyed by Arrowhead Survey, J. Mark Cantrell, TN RLS No. 1859, on August 8, 2003.

Lot No. 2: Beginning at an iron pin found (IPF) at the northeasterly corner of Phillip and Jack Belz, as recorded in Deed Book 4511, page 170, R.O.D.C.. said pin being on the southerly right-of-way of Ewing Lane; thence with said right-of-way S 80 deg. 05' 02" E, 325.44 feet to an iron pin set (IPS) thence with the common line of Lot No. 1 and 2, the following calls: S 07 deg. 29' 53" W, 77.43 feet to an IPS; N 83 deg. 15' 15" W, 9.00 feet to an IPS; S 06 deg. 44' 45" W, 90.00 feet to an IPS; N 83 deg. 15' 15" W, 70.54 feet to an IPS; S 09 deg. 53' 23" W, 258.28 feet to an IPS in the northerly line of Belz Investment Company as recorded in Deed Book 4878, page 533, R.O.D.C.; thence with Belz Investment Company, N 80 deg. 01' 37" W, 231.56 feet to an IPS in the easterly line of said Belz; thence N 06 deg. 52' 31" E, 430.28 feet to the point of beginning. Containing 2.67 acres, more or less, as surveyed by Arrowhead Survey, J. Mark Cantrell, TN RLS No. 1859, on August 8, 2003.

Being the same property conveyed to Arthur W. Payne by deed from Milton I. Shadur of record in Book 5456, page 487, Register's Office for Davidson County, Tennessee. The said Arthur W. Payne having since died. Title to the property is now vested in Elizabeth Ann Payne and Julia Lynn Payne as devisees under the Last Will and Testament of Arthur W. Payne of record in Will Book Image No. 4238, page 781800, and filed under Docket No. 02P-1029, Seventh Circuit Court of Davidson County, Tennessee.

EXHIBIT "B"

This conveyance is subject to the following limitations:

1. 2003 taxes, which have been prorated and assumed by the Grantee
2. Taxes for the year 2004 and subsequent years.
3. Lease by and between Harlan Enterprises, Lessor and Pic 'N Pay Shoes of Tennessee, Inc., Lessee, a Memorandum of which is of record in Book 5420, page 389 and modified in Book 5439, page 888, Register's Office for Davidson County, Tennessee.
4. Lease by and between Harlan Enterprises, Lessor, and Super X Drugs Corporation, Lessee, of record in Book 5437, page 902, said Register's Office.
5. Unrecorded Lease by and between Dickerson Associates, Lessor, and Hai Ho d/b/a Lee Nails, Lessee.
6. Lease by and between Harlan Enterprises, Lessor, and The Kroger Co., Lessee, of record in Book 5367, page 81, said Register's Office.
7. Unrecorded Lease by and between Arthur Payne, Lessor and VehiCare, Lessee.
8. Overhead Line Easement of record in Book 5624, page 761, Register's Office for Davidson County, Tennessee.
9. All matters shown on the Plan of record in Plat Book 5200, page 252, said Register's Office.
10. All matters shown on a survey made by Arrowhead Surveyors dated October 1, 2003 and revised on October 22, 2003.