Address New Owner	Map-Parcel Numbers	Send Tax Bills To:
c/o Kimco Realty Corporation 3333 New Hyde Park Road New Hyde Park, NY 11042 Attention: Jean Aiello	Map & Parcel #034-06-002.00	New Owner
This instrument prepared by: Boult, Cummings, Conners & Berry, PLC (apc) 414 Union Street, Suite 1600, P.O. Box 198062, Nashville, TN 37219		

SPECIAL WARRANTY DEED

FOR AND IN CONSIDERATION of the sum of Ten and No/100 DOLLARS ($10.00) cash in hand paid, and other good and valuable consideration, the receipt and sufficiency of all of which are hereby acknowledged, **RIVERGATE STATION, LLC,** a Tennessee limited liability company (the "Grantor"), has bargained and sold, and by these presents transfers and conveys to **RIVERGATE STATION SHOPPING CENTER, LP**, a Delaware limited partnership (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, together with all improvements thereon (the "Property"). This is improved property located at 1699 Gallatin Pike, Madison, TN 37115.

This conveyance of the Property, and all covenants and warranties contained herein, are made expressly subject to the following:

1. Real estate taxes for the current year which have been prorated between the parties and assumed by Grantee.

2. All matters as shown on the plat of record in Plat Book 9700, page 838, Register's Office for Davidson County, Tennessee.

3. Declaration of Covenants, Conditions & Restrictions of record in Book 7480, page 965, said Register's Office; as amended by First Amendment to Declaration of Covenants, Conditions & Restrictions of record in Book 7537, page 359, said Register's Office; as amended by Declaration of Covenants, Conditions & Restrictions of record in Book 7625, page 632, said Register's Office; as amended by First Amendment to Declaration of Covenants, Conditions & Restrictions of record in Book 7660, page 478, said Registers' Office; as further amended by Second Amendment to Declaration of Covenants, Conditions & Restrictions of record in Book 8194, page 851, said Register's Office.

4. Agreement for Dedication of Easement for Sanitary Sewer an/or Storm Drainage of record in Book 5106, page 555, said Register's Office.

5. Deed of Easement & Covenant Agreement of record in Book 7537, page 380, said Register's Office.

Davidson County DEEDWARR
Recvd: 05/18/04 16:09 5pgs
Fees:28.00 Taxes:76214.45
20040518-0058470

6. All of the terms and conditions set forth in that certain Lease between Rivergate Station Joint Venture, as lessor, and O'Charley's, Inc., as lessee, a memorandum of which is recorded in Book 9706, page 152, said Register's Office.

7. Memorandum of Lease by Rivergate Station Joint Venture to Innovative Restaurant Concepts, Inc., a Georgia corporation, recorded in Book 11289, page 369, said Register's Office; as assigned by Assignment and Assumption of Real Property Leases of record in Book 11441, page 613, said Register's Office.

8. Abstract of Agreement by and between Ronald Underberg, Rivergate Station Joint Venture, O'Charley's, Inc. and Logan's of record in Book 9045, page 364, said Register's Office.

9. Declaration of Easements of record in Book 11459, page 682, said Register's Office.

10. All of the terms and provisions set forth in that certain Lease between Rivergate Station, Inc., as lessor, and General Mills Restaurant, Inc., as lessee, a memorandum of which is recorded in Book 7966, page 17, said Register's office; as re-recorded in Book 8247, page 433, said Register's Office.

11. All of the terms and provisions set forth in that certain Lease between Rivergate Station, Inc., as lessor, and The TJX Companies, Inc., as lessee, a memorandum of which is recorded in Book 9598, page 78, said Register's Office.

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

The actual consideration or value, whichever is greater, for this transfer is $ 20598 500.00

Affiant

Subscribed and sworn to before me this 14th day of May, 2004.

Notary Public

[SEAL] My Commission Expires: 9.30.2006

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.

Grantor covenants with the Grantee that (a) the Property is free from all encumbrances made or suffered by Grantor, except to the extent otherwise set forth herein, and (b) Grantor is lawfully seized and possessed of the Property in fee simple and has a good right to convey it.

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 claiming by, through or under Grantor.

IN WITNESS WHEREOF, the Grantor has executed this Deed this 14th day of May, 2004.

RIVERGATE STATION, LLC

By: _____

Name: Mark McDonald

Title: Chief Manager

STATE OF TENNESSEE)
COUNTY OF Davidson)

Before me, Libby Owens the undersigned, a Notary Public in and for the County and State aforesaid, personally appeared Mark McDonald, 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 Rivergate Station, LLC, the within named bargainor, a Tennessee limited liability company, and that he as such Chief Manager, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the limited liability company.

WITNESS my hand and seal at office in Nashville, Tennessee, on this the 14 day of May, 2004.

Notary Public

LIBBY S. OWENS NOTARY PUBLIC AT LARGE DAVIDSON COUNTY, TN

My Commission Expires:

My Commission Exp. Nov. 24, 2007

EXHIBIT A

Being a certain tract of land lying in the Tenth Councilmanic District of Davidson County, Tennessee and bounded generally by Gallatin Pike in the north, Myatt Drive in the east, Armstrong Rubber in the south and Borchert in the west and being Lot 2 on the Resubdivision of Rivergate Station, Section One - Lot 2 (Plat Book 9700, page 838), more particularly described according to a survey prepared by Charles Phillip Clinard, RLS #1032, Clinard Engineering Associates, LLC, dated February 23, 2004, Project No. E04003:

Beginning at an iron pin (new) at the southwesterly corner of the intersection of Gallatin Pike and Myatt Drive in the westerly margin of Myatt Drive;

Thence, with the westerly margin of Myatt Drive, S 34 deg. 30 min. 50 sec. East, 247.46 feet to a P.K. nail (new) at the northeasterly corner of Section One Rivergate Station (Plat Book 6900, page 813);

Thence, with Section One Rivergate Station for the next three calls:

S 57 deg. 41 min. 10 sec. W, 248.27 feet to a P.K. nail (new);
S 28 deg. 29 min. 20 sec. W, 170.94 feet to a P.K. nail (new);
S 41 deg. 32 min. 56 sec. E, 107.40 feet to a P.K. nail (new) at the northwesterly corner of Lot 3 on the Resubdivision Plat referenced above;

Thence, with Lot 3 for the next three calls:

S 40 deg. 21 min. 04 sec. E, 226.79 feet to a P.K. nail (new)
N 57 deg. 44 min. 42 sec. E, 226.26 feet to a P.K. nail (new)
N 43 deg. 33 min. 26 sec. E, 136.40 feet to a P.K. nail (new) in the westerly margin of said Myatt Drive;

Thence, with the westerly margin of Myatt Drive, along a curve to the left having a central delta angle of 02 deg. 37 min. 01 sec., a radius of 5774.58 feet, an arc length of 263.74 feet and a chord bearing and distance of S 36 deg. 34 min. 20 sec. E, 263.72 feet to a concrete monument (old) at the northeasterly corner of Dylan Custom Mixing, L.L.C. (Instrument No. 200304300058039);

Thence, with Rivergate Building Partners, L.L.C. for the next two calls:

S 48 deg. 27 min. 54 sec. W, 755.16 feet to a concrete monument (old);
S 65 deg. 59 min. 47 sec. W, 781.76 feet to an iron pin (new) at the southeasterly corner of Partners of the Pike (Instrument No. 200304300058039);

Thence, with Partners of the Pike for the next three calls:

N 23 deg. 58 min. 41 sec. W, 215.00 feet to an iron pin (old);

Along a curve to the left having a central delta angle of 31 deg. 43 min. 38 sec., a radius of 158.49 feet, an arc length of 87.76 feet and a chord bearing and distance of N 39 deg. 51 min. 20 sec. W, 86.65 feet to an iron pin;

N 55 deg. 39 min. 47 sec. W, 44.41 feet to a concrete monument (old) in the southerly margin of Gallatin Pike;

Thence, with the southerly margin of Gallatin Pike for the next eight calls;

Along a curve to the right having a central delta angle of 06 deg. 36 min. 23 sec., a radius of 3210.00 feet, an arc length of 370.12 feet and a chord bearing and distance of N 31 deg. 33 min. 06 sec. E, 369.92

feet to an iron pin;

N 34 deg. 51 min. 21 sec. E, 369.10 feet to a concrete monument (old);

Along a curve to the right having a central delta angle of 00 deg. 02 min. 35 sec., a radius of 101,046.00 feet, an arc length of 75.93 feet and a chord bearing and distance of N 34 deg. 53 min. 52 sec. E, 75.93 feet to an iron pin;

S 55 deg. 04 min. 50 sec. E, 20.71 feet to an iron pin (new);

Along a curve to the right having a central delta angle of 00 deg. 07 min. 15 sec., a radius of 101,025.29 feet, an arc length of 212.57 feet and a chord bearing and distance of N 34 deg. 58 min. 47 sec. E, 212.57 feet to a concrete monument (old);

N 36 deg. 12 min. 09 sec. E, 250.26 feet to a concrete monument (old);

Along a curve to the left having a central delta angle of 01 deg. 34 min. 47 sec., a radius of 10,120.00 feet, an arc length of 279.02 feet and a chord bearing and distance of N 35 deg. 09 min. 39 sec. E, 279.01 feet to a concrete monument (old);

S 79 deg. 30 min. 50 sec. E, 55.05 feet to the point of beginning and containing 20.97 acres more or less.

Being the same property conveyed to Rivergate Station, LLC by Quit Claim Deed from Rivergate Station Joint Venture, a Tennessee joint venture of record in Book 11459, page 687, Register's Office for Davidson County, Tennessee.

TOGETHER WITH the benefit of those easements appurtenant to said property set forth in (a) Declaration of Easements dated April 30, 1999 executed by Rivergate Station Joint Venture and recorded in Book 11459, page 682, Register's Office, Davidson County, Tennessee, and (b) Declaration of Covenants, Conditions and Restrictions dated as of August 1, 1988 executed by Rivergate Station, Inc. and Ronald Underberg recorded in Book 7625, page 632, Register's Office, Davidson County, Tennessee, as amended by a First Amendment to Declaration of Covenants, Conditions and Restrictions dated September 15, 1988 recorded in Book 7660, page 478, Register's Office for Davidson County, Tennessee.