Davidson County DEEDWARR
Recvd: 03/18/05 13:31 7 pgs
Fees:38.00 Taxes:9074.57
20050318-0030052

Address New Owner:	Map-Parcel Numbers:	Send Tax Bills To:
Park Place Retail Partners c/o Brookside Properties, Inc. 2002 Richard Jones Road Suite 200-A Nashville, Tennessee 37215	104-3-26 104-2-396 104-2-398 104-2-399	c/o Brookside Properties, Inc. 2002 Richard Jones Road Suite 200-A Nashville, Tennessee 37215

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 00/100 DOLLARS ($10.00) cash in hand paid, and other good and valuable consideration, the receipt and sufficiency of all of which are hereby acknowledged, **HSW PARTNERSHIP,** a Tennessee general partnership (the "Grantor") has bargained and sold, and by these presents transfers and conveys to **PARK PLACE RETAIL PARTNERS,** a Tennessee general partnership (the "Grantee"), Grantee's successors and assigns, an undivided seventeen and eight hundred thirty-seven ten thousandths percent (17.837%) fee simple interest in and to 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 following:

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

STATE OF TENNESSEE
COUNTY OF DAVIDSON

The actual consideration or value, whichever is greater, for this transfer is $2,452,587.50.

Affiant

Subscribed and sworn to before me this 16th day of March 2005.

Notary Public
My Commission Expires: 11/26/05

MARY S. WARD NOTARY PUBLIC AT LARGE DAVIDSON COUNTY, TENN.

1033182 v1
010098-199 03/15/05

2. Permanent Easement for Slope Cut of record in Book 1940, page 273, Register's Office for Davidson County, Tennessee.

3. The Plan of record in Book 6050, page 32, said Register's Office.

4. Easement for Pedestrian Ingress and Egress of record in Book 6137, page 708, said Register's Office.

5. Restrictive Covenants contained in instrument of record in Book 6137, page 708, said Register's Office.

6. Reciprocal Access and Parking Easement Agreement of record in Book 7546, page 208, said Register's Office.

7. Overhead Line Easements of record in Book 6494, page 302, said Register's Office.

This is improved property known as Park Place Shopping Center, 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.

Grantor covenants with the Grantee that the Property is free from all encumbrances made or suffered by Grantor, except to the extent otherwise set forth herein.

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, and not further or otherwise.

[Signatures on Following Page]

IN WITNESS WHEREOF, the Grantor has executed this Deed this 18th day of March 2005.

HSW PARTNERSHIP, a Tennessee general partnership

By: 2817 West End Avenue, a Tennessee general partnership, General Partner

By: _____
Ted Welch, Managing General Partner

By: _____
James W. Ayers, General Partner

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Before me, R. CLAYBOURNE PETREY, the undersigned, a Notary Public in and for the County and State aforesaid, personally appeared Ted Welch, 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 Managing General Partner of 2817 West End Avenue, the within named bargainor, a Tennessee general partnership, and that he as such Managing General Partner, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the general partnership by himself as Managing General Partner.

WITNESS my hand and seal at office in Nashville, Tennessee, on this the 16th day of March, 2005.

R. CLAYBOURNE PETREY Notary Public At Large DAVIDSON COUNTY, TENN.
My Commission Expires July 21, 2007

_____
Notary Public

My Commission Expires:

_____

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Personally appeared before me, R CLAYBOURNE PETREY, JR, the undersigned, a Notary Public in and for said County and State, the within named James W. Ayers, the bargainor, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who upon oath acknowledged that he executed the within instrument for the purposes therein contained.

WITNESS my hand and seal at office in Nashville, Tennessee, on this the 15th day of March 2005.

R. CLAYBOURNE PETREY, JR. Notary Public At Large DAVIDSON COUNTY, TENN.

Notary Public

My Commission Expires:

My Commission Expires
July 21, [redacted]07

EXHIBIT A

LEGAL DESCRIPTION

TRACT I:

Parcel I:

Land in Davidson County, Tennessee being part of lot number 1 on the West End Home for Ladies Subdivision 2nd Revision, of record in Plat Book 6050, page 32, Register's Office for Davidson County, Tennessee and described as follows:

Beginning at an iron pin in the Southerly margin of West End Avenue, said point being 150.0 feet East of the Easterly margin of 29th Avenue South; thence, with said Southerly margin as follows: North 50 degrees 20 minutes 06 seconds East 156.05 feet to a point; thence, with a curve to the right having a radius of 718.36 feet, 111.35 feet to a point; thence, along the East line of this described lot South 31 degrees 56 minutes 05 seconds East 363.60 feet to a point; thence, South 58 degrees 03 minutes 55 seconds West 64.88 feet to a point; thence, South 32 degrees 02 minutes 12 seconds East 16.00 feet to a point; said point being the Northeast corner of Reserved Parcel "A"; thence, along a line common to lot 1 and Reserved Parcel "A" South 58 degrees 46 minutes 04 seconds West 200.60 feet to a point; this being the Northwest corner of Reserved Parcel "A"; thence, along the West line of this lot North 31 degrees 58 minutes 47 seconds West 388.86 feet to the point of beginning, containing 2.39 Acres more or less.

Parcel II:

Land in Davidson County, Tennessee, being Lot No. 1, the easterly part of Lot No. 2 and the northerly 31 feet of Lot No. 7 and part of an alley shown on the plan of Jno. H. Williams, Jr.'s Subdivision of Lot No. 55 in the Boyd Cockrill Spring Tract, as of record in Book 161, page 77, Register's Office for said County.

Being the same property conveyed to HSW Partnership, a Tennessee general partnership composed of Vianda Hale Hill, George N. Spiva and Ted H. Welch of record in Book 6182, page 910 and Book 6137, page 708 and corrected in Book 6313, page 332, Register's Office for Davidson County, Tennessee.

TRACT II:

Land in Davidson County, Tennessee, described as follows, to-wit:

Being Lot No. 3, parts of Lots Nos. 2 and 7 and part of a 10-foot alley in the rear of Lots Nos. 2 and 3 on the map of John H. Williams, Jr.'s subdivision of Lot No. 55, Boyd Cockrill Spring Tract as of record in Book 161, Page 77, Register's Office for said County, described as follows: Beginning at the southeast intersection of West End and 29th Avenue South, formerly called 30th Avenue South or Williams Avenue being the northwest corner of Lot No. 3; thence along the easterly margin of 29th Avenue South 191 feet, more or less to a point in the northerly margin of a 10-foot private alley; thence with the margin of said alley, eastwardly 72-1/2 feet, more or less,

to a point; thence, northwardly and parallel with 29th Avenue South 210 feet, more or less, to the southerly margin of West End Avenue, thence along West End Avenue, westwardly 75 feet to the beginning.

Being the same property conveyed to HSW Partnership by deed of record in Book 6675, page 388, Register's Office for Davidson County, Tennessee.

TRACT III:

Land in Davidson County, Tennessee, being Lot No. 8 on the Plan of John H. Williams, Jr.'s Subdivision of Lot No. 55, Boyd's Cockrill Spring Tract as appears of record in the Register's Office of Davidson County, Tennessee, in Book 161, page 77.

Said Lot No. 8 fronts 50 feet on the easterly side of 30th Avenue South, formerly Williams Avenue, now 108 29th Avenue, South and runs back between parallel lines 135 feet to an alley.

Being the same property conveyed to HSW Partnership, a Tennessee general partnership composed of Vianda Hale Hill, George N. Spiva and Ted H. Welch by deed of record in Book 6399, page 400, Register's Office for Davidson County, Tennessee.

TRACT IV:

Land in Davidson County, Tennessee, in the 21st Ward, and being Lot No. 9 on the Map of Williams Subdivision of Lot No. 55, Boyd Cockrill Spring Tract, of record in Book 161, page 77, said Register's Office.

Said Lot fronts 50 feet on the easterly side of 29th Avenue South, formerly 30th Avenue South or Williams Street, and runs back between parallel lines, 135 feet to an alley.

Being the same property conveyed to HSW Partnership, a Tennessee general partnership composed of Vianda Hale Hill, George N. Spiva and Ted H. Welch by deed of record in Book 6473, page 139, Register's Office for Davidson County, Tennessee.

TRACT V:

Land in Davidson County, Tennessee, being Reserved Parcel "A" on the Plan of West End Home for Ladies Subdivision, 2nd Revision of record in Plat Book 6050, page 32, Register's Office for Davidson County, Tennessee, and described as follows:

To reach the point of beginning, begin at an iron pin in the southerly margin of West End Avenue, said point being 150 ft. east of the easterly margin of 29th Avenue, South, thence, with said southerly margin as follows, north 50° 20' 06" east 156.05 ft. to a point; thence, continuing along said southerly margin and with a curve to the right having a radius of 718.36 ft., 111.36 ft. to a point; thence, along the east line of Lot 1 on said Plan south 31° 56' 05" east 363.60 ft. to a point; thence, south 58° 03' 55" west 64.88 ft. to a point; thence, south 32° 02' 12" east 16.0 ft. to the point of beginning; thence, south 32° 02' 12" east 75.10 ft. to a point; thence, with the northerly line of Lot 2 on said plan south 58° 46' 04" west 200.67 ft. to a point; thence, north 31°

58' 47" west 75.10 ft. to a point; thence, with the southerly line of Lot 1 on said plan north 58° 46' 04" west 200.60 ft. to the point of beginning.

Being the same property leased to HSW Partnership, a Tennessee general partnership composed of Vianda Hale Hill, George N. Spiva and Ted H. Welch by lease from The West End Home for Ladies, a Memorandum of record in Book 6254, page 685 as amended in Book 7541, page 511.