Davidson County DEEDWARR
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Fees:22.00 Taxes:0.00
20050428-0047450

GENERAL WARRANTY DEED

TO: Over the Hill Partners, LLC

FROM: Hillwood Plaza Associates, L.P.

THIS INSTRUMENT PREPARED BY:
Kim A. Brown, Esq.
Sherrard & Roe, PLC
424 Church Street, Suite 2000
Nashville, TN 37219

Address New Owner(s) as Follows:	Send Tax Bills To:	Map/Parcel Numbers
Over the Hill Partners, LLC 3841 Green Hills Village Drive Nashville, TN 37215	Same	Map 102 Parcels 28 and 63

STATE OF New York
COUNTY OF New York

This transfer is made pursuant to the Chapter 11 Plan of Transferor, Hillwood Plaza Associates, L.P., confirmed by Order of the United States Bankruptcy Court for the Middle District of Tennessee entered on February 10, 2005, and the recording of this deed, is, therefore, exempt from conveyance tax pursuant to Section 1146(c) of the United States Code.

Affiant

Sworn to and subscribed before me, this 2 day of March, 2005.

Notary Public

My Commission Expires October 2, 2006

JAMIE L. MUESING
Notary Public, State of New York
No. 01MU6048732
Qualified in the County of New York
Commission Expires October 2, 2006

GENERAL WARRANTY DEED

FOR AND IN CONSIDERATION OF the sum of Ten Dollars, cash in hand paid by the hereinafter named Buyer, and other good and valuable considerations, the receipt of which is hereby acknowledged **Hillwood Plaza Associates, L.P.** (hereinafter called the "Seller"), has bargained and sold, and by these presents does transfer and convey unto **Over the Hill Partners, LLC** (hereinafter called the "Buyer"), and Buyer's successors and assigns all of Seller's interest in certain real property located in Davidson County, Tennessee, described on Exhibit A attached hereto and incorporated herein by reference, and any improvements thereon (the "Property").

The Property is conveyed subject to the matters set forth on Exhibit B attached hereto and incorporated herein by reference.

TO HAVE AND TO HOLD the Property, together with all rights and appurtenances thereunto belonging or in any wise appertaining to Buyer, its successors and assigns, forever in fee simple. Seller further covenants and binds itself, its representatives, successors and assigns

to warrant and defend the title to the Property to Buyer, and Buyer's successors and assigns, against the lawful claims of all persons (other than claims arising out of the matters set forth in Exhibit B hereto). Wherever used, the singular number shall include the plural, the plural the singular, and the use of any gender shall be applicable to all genders.

IN WITNESS WHEREOF, Seller has caused this General Warranty Deed to be executed effective as of the 2nd day of March, 2005.

SELLER:

HILLWOOD PLAZA ASSOCIATES, L.P.

BY: CAPITAL GROWTH OF NASHVILLE, INC.,
Its General Partner

BY: _____
Edward A. Kirtman

Its: Vice President

STATE OF New York)
COUNTY OF New York)

Before me, a Notary Public in and for the County and State aforesaid, personally appeared Edward A. Kirtman, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged that he is the Vice President of Capital Growth of Nashville, Inc., the general partner of Hillwood Plaza Associates, L.P., the within named bargainor, a Tennessee limited partnership, and that he, as Vice President of such general partner, executed the foregoing instrument for the purposes therein contained by signing the name of the partnership as general partner.

Witness my hand and seal, at Office, this 2 day of March, 2005.

_____
Notary Public

My Commission Expires: October 2, 2006

JAMIE L. MUESING
Notary Public, State of New York
No. 01MU6048732
Qualified in the County of New York
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EXHIBIT A

Land in the 1st Civil District of Davidson County, Tennessee, lying south of Clees Ferry Road and between Interstate I-40 and Charlotte Pike, and being Lots Nos. 1 and 2 on the Plan of Charlotte Square, Section 2, of record in Plat Book 4660, page 126, Register's Office for Davidson County, Tennessee, being improved property now known as Charlotte Square Shopping Center and more particularly described as follows:

Beginning at a 1-1/2 inch diameter iron pipe in the west margin of Charlotte Pike, 377 feet, more or less, southerly from the center line of Clees Ferry Road; thence South 46 degrees 32 minutes west 552.1 feet along the westerly right of way of Charlotte Pike to a 1-1/2 inch diameter iron pipe located at the easternmost corner of property shown as belonging to Union Oil Company of California; thence North 47 degrees 24 minutes West 609.9 feet to a 1 inch pipe; thence South 46 degrees 03 minutes West 37.8 feet to a fence post; thence North 46 degrees 52 minutes West 591.0 feet to a fence post located on the centerline of a 33-foot wide roadway easement shown on Plat in Book 332, page 68, said Register's Office; thence North 41 degrees 48 minutes East 568.2 feet with the center of said easement to a 1-1/2 inch diameter pipe; thence South 50 degrees 11 minutes East 293.82 feet to a point; thence in a northerly direction with a curve to the right having a center angle of 9 degrees 53 minutes, a radius of 2040.00 feet, a chord bearing and distance of North 43 degrees 19 minutes East 351.42 feet and a curve length of 352.49 feet, to a point on the south margin of Clees Ferry Road; thence along the south margin of said Road, South 50 degrees 36 minutes East 40.47 feet to a point; thence southerly around a curve to the left having a central angle of 10 degrees 05 minutes, a radius of 2000.00 feet, a chord bearing and distance of South 43 degrees 22 minutes West 351.74 feet a curve length of 352.17 feet to a point; thence South 50 degrees 11 minutes East 268.84 feet to a point; thence South 40 degrees 33 minutes West 24.1 feet to a point, thence South 48 degrees 16 minutes East 646.3 feet to the point of beginning, containing 16.23 acres, more or less.

Being the same property conveyed to the Grantors herein by Deed of record in Deed Book 9969, Page 478 in the Register's Office for Davidson County, Tennessee.

EXHIBIT B

1. Taxes for the year 2005, a lien, but not yet due and payable.

2. The recorded plan, of record in Book 4660, page 126, Register's Office for Davidson County, Tennessee.

3. The As-Built Survey by Barge, Waggoner, Sumner and Cannon, dated November 16, 1990, revised August 17, 1995 and September 27, 1995 shows a NationsBank Cash Flow ATM within the 100-foot minimum building setback line from Charlotte Pike. (Affects Lot No. 1).

4. Memorandum of Lease, by and between Charlotte Square Company, a partnership, Lessor, and McDonald's Corporation, a Delaware corporation, Lessee, dated June 11, 1973, of record in Book 4876, page 583, Register's Office for Davidson County, Tennessee.

5. Evidence of Lease of record in Book 10313, page 257, Register's Office for Davidson County, Tennessee.

6. Agreement of Ratification: Reaffirmation and Non-Disturbance of record as Instrument No. 20050225-0021155, Register's Office for Davidson County, Tennessee.