Davidson County DEEDWARR
Recvd: 05/31/06 13:59 5 pgs
Fees:28.00 Taxes:30802.50
20060531-0063885

THIS INSTRUMENT PREPARED BY:
WHITE & REASOR, PLC (CBRJR)
Two American Center, Suite 1150
3102 West End Avenue
Nashville, Tennessee 37203

ADDRESS NEW OWNER:	**PARTY RESPONSIBLE FOR PAYMENT OF TAXES:**	**MAP-PARCEL NO.:**
Hillsboro Plaza Retail Partners I c/o Brookside Properties, Inc. 2002 Richard Jones Road Suite 200-A Nashville, TN 37215	SAME	Map 117-14 Parcels 141 and 142

SPECIAL WARRANTY DEED

FOR AND IN CONSIDERATION OF the sum of Ten and No/100 ($10.00) Dollars, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged by WRW-BNA, a Tennessee general partnership ("Grantor"), has this day bargained and sold and does hereby transfer and convey unto HILLSBORO PLAZA RETAIL PARTNERS I, a Tennessee general partnership ("Grantee"), and Grantee's successors and assigns, certain real estate in Davidson County, Tennessee, described in Exhibit "A," attached hereto and incorporated herein by this reference (the "Property").

This is improved property having a street address of: 3900 Hillsboro Pike, Nashville, Tennessee (Tracts I) and unimproved property (Tract III).

TO HAVE AND TO HOLD, the Property with the appurtenances, estate, title, and interest thereto belonging to Grantee, and Grantee's successors and assigns, forever. Grantor covenants that Grantor is lawfully seized and possessed of the Property in fee simple, has a good right to convey the Property, and that the same is unencumbered except for those matters set forth in Exhibit "B," attached hereto and incorporated herein by this reference.

Grantor further covenants and binds Grantor and Grantor's successors and assigns, to warrant and forever defend the title to the Property to Grantee, and to Grantee's successors and assigns, against the lawful claims of all persons claiming by, through or under Grantor, but not further or otherwise.

STATE OF TENNESSEE
COUNTY OF DAVIDSON

The actual consideration or value, whichever is greater, for this transfer is $8,325,000.00.

AFFIANT

Subscribed and sworn to before me this 31st day of May, 2006.

Notary Public

My Commission Expires:
March 31, 2007

IN WITNESS WHEREOF, Grantor has caused this Special Warranty Deed to be executed on this the 31st day of May, 2006.

GRANTOR:

WRW-BNA, a Tennessee general partnership

BY: William R. Weakley
William R. Weakley, General Partner

STATE OF TENNESSEE
COUNTY OF DAVIDSON

PERSONALLY APPEARED BEFORE ME, Barbara S. Williams, a Notary Public, William R. Weakley, with whom I am personally acquainted, who acknowledged that he executed the foregoing instrument for the purposes therein contained and who further acknowledged that he is a partner of WRW-BNA, a Tennessee general partnership, being authorized to execute the foregoing instrument on behalf of the partnership.

WITNESS MY HAND, at office this 31st day of May 2006.

NOTARY PUBLIC

MY COMMISSION EXPIRES:
March 31, 2007

EXHIBIT "A"
LEGAL DESCRIPTION

MAP/PARCEL NO. 117-14-141 (TRACT I)

Being a parcel of land lying in the Twenty-fifth Council District of Nashville, Davidson County, Tennessee. Being Lot 1A as shown on Addition to Lot 1, Section Two, Becker Commercial Subdivision of record in Plat Book 4595, page 47, Register's Office for Davidson County, Tennessee, and being more particularly described as follows:

Beginning at an iron rod at the southwesterly corner of the subject lot, the northwest corner of Lot 2 as shown on Becker Commercial Subdivision of record in Plat Book 4300, page 40, Register's Office for Davidson County, Tennessee on the easterly margin of Hillsboro Pike approximately 297 feet northeast of Richard Jones Road;

Thence with the easterly margin of Hillsboro Pike North 22 degrees 31 minutes 00 seconds East, 218.80 feet to an iron rod;

Thence leaving said margin along or near the line of Metropolitan Government Hillsboro High School, South 73 degrees 32 minutes 16 seconds East, 202.30 feet to an iron rod;

Thence, South 73 degrees 17 minutes 26 seconds East, 137.95 feet to an iron rod at the northwest corner of Green Hills Office Park LTD., of record in Deed Book 6813, page 906, Register's Office for Davidson County, Tennessee;

Thence, along or near the line of said Green Hills Office Park, LTD. South 04 degrees 39 minutes 08 seconds West, 99.86 feet to an iron rod;

Thence with the northerly line of Tract II, WRW-BNA of record as Instrument #20050503 0049205, Register's Office for Davidson County, Tennessee, South 83 degrees 23 minutes 36 seconds West, 200.13 feet to an iron rod in the northwest corner of Tract III, WRW-BNA of record as Instrument #20050503 0049205, Register's Office for Davidson County, Tennessee;

Thence, with said Tract III, South 25 degrees 01 minutes 49 seconds West, 68.18 feet to an iron rod in the northeast corner of Lot 2 as shown on Becker Commercial Subdivision of record in Plat Book 4300, page 40, Register's Office for Davidson County, Tennessee;

Thence along or near the line of said Becker Commercial Subdivision, North 65 degrees 32 minutes 52 seconds West, 191.34 feet to the point of beginning and containing 67,649 square feet or 1.55 acres more or less.

MAP/PARCEL NO. 117-14-142 (TRACT III)

Being a parcel of land lying in the Twenty-fifth Council District of Nashville, Davidson County, Tennessee. Being Parcel 142, WRW-BNA of record as Instrument #20050503 0049205, Register's Office for Davidson County, Tennessee, located in the northeast quadrant of the intersection of Hillsboro Pike and Richard Jones Road and being more particularly described as follows:

Beginning at an iron rod in the southwesterly corner of the subject Tract, the southeasterly corner of Lot 4, Becker Commercial Subd., of record in Plat Book 4350, page 77, Register's Office for Davidson County, Tennessee on the northerly margin of Richard Jones Road approximately 209 feet east of Hillsboro Pike;

Thence, leaving said margin along or near the line of said Lot 4 and passing along Lot 2, Becker Commercial Subd., of record in Plat Book 4300, page 40, Register's Office for Davidson County, Tennessee, North 25 degrees 01 minutes 49 seconds East, 285.68 feet to an iron rod in a southerly corner of Lot 1A as shown on Addition to Lot 1, Section Two, Becker Commercial Subd., of record in Plat Book 4595, page 47, Register's Office for Davidson County, Tennessee;

Thence, with said Lot 1A, North 83 degrees 23 minutes 36 seconds East, 46.98 feet to a P.K. Nail in the northwesterly corner of Parcel 157, WRW-BNA of record as Instrument #20050503 0049205, Register's Office for Davidson County, Tennessee;

Thence, with said Parcel 157, WRW-BNA, South 25 degrees 01 minutes 49 seconds West, 292.76 feet to an iron rod in the northerly margin of Richard Jones Road;

Thence, with said margin, North 88 degrees 40 minutes 23 seconds West 43.69 feet to the Point of Beginning and containing 11, 568 square feet or 0.27 acres more or less.

BEING the same property conveyed to WRW-BNA, a Tennessee general partnership, by a deed of record in Instrument No. 20050503-0049205, RODC.

EXHIBIT "B"
TITLE EXCEPTIONS

1. Taxes for the year 2006, a lien, which are not due and payable.

2. Outdoor advertising sign restriction contained in that certain Restrictive Covenant by Mrs. Frank A. (Louise N.) Becker dated January 16, 1969, filed of record on January 27, 1969, in Book 4305, Page 3, RODC, as shown on that certain ALTA/ACSM Land Title Survey, dated June 6 2005, and last revised on May 26, 2006, titled Weakley Property, Richard Jones Rd. & Hillsboro Pike, 25th Councilmanic District Metropolitan Nashville, Davidson County, Tennessee, performed by Ragan-Smith-Associates, Inc., 315 Woodland St., P. O. Box 60070, Nashville, TN 37206, as Job No. 05-077, Work Order 7931, and certified by Theodore Joseph Stevenson, II, Tennessee No. 2136 on May 26, 2006 (the "Survey") affecting a portion of Tract I only.

3. Matters shown on a plat recorded in Book 4595, Page 47, RODC, to include a fifteen (15) feet minimum building setback line from Hillsboro Road affecting Tract I only.

4. A forty (40) feet ingress and egress easement set forth on that certain plat titled Section 1, Becker Commercial Subd., 7th Civil District, Davidson County, Tenn., Tommy Becker, Executor, filed of record on February 26, 1970, in Book 4350, Page 77, RODC, benefiting the owners and/or equitable owners of Lot No. 4 shown on such plat, as shown on the Survey affecting Tract III only.

5. Rights of the tenant in possession as a tenant only, with no options to purchase or rights of first refusal under that certain lease between W. R. Weakley and BNA Properties, L.P., a Tennessee partnership, dba Hillsboro Plaza, and The Sherwin-Williams Company, an Ohio corporation, notice of which is memorialized in that certain Notice of Lease, dated March 18, 2003, by and between W. R. Weakley and BNA Properties, L.P., and The Sherwin-Williams Company, filed of record on May 12, 2003, as Instrument No. 20030512-0063436, RODC, as shown on the Survey affecting Tract I only.

6. Rights of tenants in possession as tenants only, with no options to purchase or rights of first refusal under unrecorded leases.

7. Matters shown on the Survey.