Davidson County DEEDWARR
Recvd: 05/31/06 13:59 4 pgs
Fees:23.00 Taxes:33300.00
20060531-0063886

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 Parcel 157

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 II, 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: 2012 Richard Jones Road, Nashville, Tennessee.

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 $9,600,000.00

AFFIANT

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

GRANTOR:

WRW-BNA, a Tennessee general partnership

BY: _____
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 117-14-157 (Tract II):

Being a parcel of land lying in the Twenty-fifth Council District of Nashville, Davidson County, Tennessee. Being Tract II, 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 Tract III, WRW-BNA of record as Instrument #200505030049205, Register's Office for Davidson County, Tennessee on the northerly margin of Richard Jones Road approximately 253 feet east of Hillsboro Pike;

Thence, leaving said margin with the easterly line of said Tract III, WRW-BNA, North 25 degrees 01 minutes 49 seconds East, 292.76 feet to an iron rod in the southerly line of 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;

Thence, with said Becker Commercial Subdivision, North 83 degrees 23 minutes 36 seconds East, 153.15 feet to an iron rod in the westerly line 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, 22.97 feet to an iron rod in the northerly corner of Spiva/Hill Management Investment, L.L.C. of record as Instrument No. 20040604006426, Register's Office for Davidson County, Tennessee;

Thence, along or near the line of said Spiva/Hill Management Investment, L.L.C., South 25 degrees 03 minutes 27 seconds West, 290.86 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, 150.99 feet to the point of beginning and containing 42,084 square feet or 0.97 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.