Davidson County DEEDWARR
Recvd: 05/31/06 14:00 5 pgs
Fees:28.00 Taxes:3700.00

20060531-0063888

Address New Owner:	Map-Parcel Number:	Send Tax Bills To:
Hillsboro Plaza Retail Partners II c/o Brookside Properties, Inc. 2002 Richard Jones Road, Ste. 200A Nashville, TN 37215	117-14-158.00 7DA 49010	Same as New Owner
This instrument prepared by: Boult, Cummings, Conners & Berry, PLC (APC) 1600 Division Street, Suite 700, Nashville, TN 37203		

SPECIAL WARRANTY DEED

FOR AND IN CONSIDERATION of Ten Dollars ($10.00), and other valuable considerations, **SPIVA/HILL MANAGEMENT AND INVESTMENT, LLC**, a Tennessee limited liability company (the "Grantor"), hereby conveys to **HILLSBORO PLAZA RETAIL PARTNERS II**, a Tennessee partnership (the "Grantee"), Grantee's successors and assigns, the following described real property situated in Davidson County, Tennessee, together with all rights and privileges appurtenant thereto:

See legal description set forth in Exhibit A attached hereto and incorporated herein by this reference (the "Property").

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.

The Property is improved and is located at 2010 Richard Jones Road, Nashville, Davidson County, Tennessee.

STATE OF TENNESSEE
COUNTY OF DAVIDSON

The actual consideration or value, whichever is greater, for this transfer is $1,000,000.00.

Affiant

BARBARA S. WILLIAMS NOTARY PUBLIC AT LARGE DAVIDSON COUNTY, TENN.

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

Notary Public
My Commission Expires: March 31, 2007

Grantor covenants with the Grantee that the Property is free from all encumbrances arising by, through or under Grantor, except as set forth on Exhibit B, which is attached hereto and incorporated herein by reference.

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.

[SIGNATURE PAGE TO FOLLOW]

IN WITNESS WHEREOF, the Grantor has executed this Special Warranty Deed as of the 31 day of May, 2006.

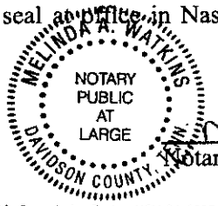
SPIVA/HILL MANAGEMENT AND INVESTMENT, LLC,
a Tennessee limited liability company

By:_____
George N. Spiva, Chief Manager

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Before me, Melinda A. Watkins, the undersigned, a Notary Public in and for the County and State aforesaid, personally appeared George N. Spiva, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself to be Chief Manager of Spiva/Hill Management and Investment, LLC, the within named bargainor, 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 as Chief Manager.

WITNESS my hand and seal at office in Nashville, Tennessee, on this the 23rd day of May, 2006.



_____
Notary Public

My Commission expires:_____

EXHIBIT A TO SPECIAL WARRANTY DEED

[Legal Description]

Land in the 33rd Civil District of Davidson County, Tennessee and described according to survey by R.L. Montoya Land Surveying Inc. dated October 16, 2003 as follows:

Beginning at an iron rod (found) in the north margin of Richard Jones Road, said point being the southwest corner of this tract and the southeast corner of Parcel 157, Metro Tax Map 117-14; thence, leaving said north margin along the west line of this tract North 25 degrees 02 minutes 43 seconds East 302.04 feet to a P.K. nail (set) in the west line of Parcel 153, Tax Map 117-14; thence, along the east line of this tract, the west line of Parcel 153 South 4 degrees 40 minutes 44 seconds West 276.95 feet to a P.K. nail in the north margin of Richard Jones Road; thence, with said margin North 88 degrees 42 minutes 00 seconds West 105.30 feet to the point of beginning, containing 14, 556.17 square feet or 0.334 acres more or less.

Being the same property conveyed to Spiva/Hill Management and Investment, LLC, by Beckerland, a general partnership, by deed dated November 19, 2003 of record in Instrument No. 200311200169402 in the Register's Office for Davidson County, Tennessee and by Gary D. Baker and wife, Laura Baker, by deed dated May 27, 2004 of record in Instrument No. 200406040066426 in the Register's Office for Davidson County, Tennessee.

EXHIBIT B TO SPECIAL WARRANTY DEED

[Exceptions]

1. Taxes for the year 2006, which taxes have been prorated between the parties, and all taxes for subsequent years.

2. Subject to the rights of tenants under any unrecorded leases.

3. 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, in the Register's Office for Davidson County, Tennessee, as shown on that certain ALTA/ACSM Land Title Survey, dated June 6, 2005, and last revised on May 26, 2006, titled Weakly 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 IV only.

4. The following matters shown on the Plan of record in Book 4300, page 40, Register's Office for Davidson County, Tennessee:

   (a) 15' Minimum Building Setback Line from Hillsboro Road as shown (as to Tract IV).

5. Survey Job Number 05-077, dated 06/06/05 and last revised May 26, 2006, prepared by Ted J. Stevenson, II, RLS Tenn. No. 2136, Ragan-Smith-Associates, Inc. Surveyors, indicates the following:

   (a) 74' Minimum Building Setback Line (MBSL) from Hillsboro Pike centerline in front
   (b) 50' MBSL from Richard Jones Road centerline in front
   (c) 20' MBSL form property line in rear
   (d) 15' MBSL from Hillsboro Pike in front per plat of record at Book 4300, page 40, R.O.D.C., and plan of record at Book 4595, page 47, R.O.D.C.
   (e) Building corner on Tract II encroaches over 50' MBSL from Richard Jones Road centerline in front
   (f) Building corner on Tract II encroaches over 20' MBSL from property line in rear

   ALL as more particularly shown on said survey.