

BK 0392 PG 0468

STATE MS.-DESOTO CO.
FILED
MAY 18 4 51 PM '01

Prepared by:
Alison S. Woodrow, Esq.
King & Spalding
191 Peachtree Street
Atlanta, Georgia 30303

BK 392 PG 468
W. E. WALKER

To the Chancery Clerk of the First Judicial District of DeSoto County, Mississippi
The real property described herein is situated in the northeast corner of Section 31, Township 1
South, Range 7 West of Desoto County, Mississippi

SPECIAL WARRANTY DEED
(Mississippi)

State of Mississippi
County of Desoto

FOR AND IN CONSIDERATION of the sum of Ten Dollars (\$10.00) cash in hand paid and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, **VALUE ENHANCEMENT FUND II, LLC**, a Georgia limited liability company, does hereby grant, bargain, sell, convey and warrant specially unto **WEINGARTEN NOSTAT, INC.**, a Texas corporation, that certain tract or parcel of land lying and being situated in Southaven, Desoto County, Mississippi more particularly described on **Exhibit "A"** attached hereto and made a part hereof, together with all and singular the rights and appurtenances pertaining to such property, including any right, title and interest of Seller in and to the adjacent streets, alleys or rights-of-way, contiguous strips, gaps and gores, any reversionary rights attributable thereto, any condemnation awards made or to be made in lieu thereof, and any awards for damage to such tract of land by reason of change of grade of any highway, street, road or avenue, and the buildings, structures, fixtures and other improvements on the property.

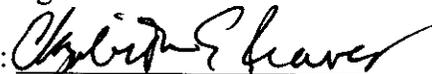
This conveyance is subject only to those matters set forth on **Exhibit "B"** attached hereto and herein incorporated by reference to the extent and only to the extent that same may validly affect title to the property described on **Exhibit "A"**.

WITNESS the following signature on this 15th day of May, 2001.

GRANTOR:

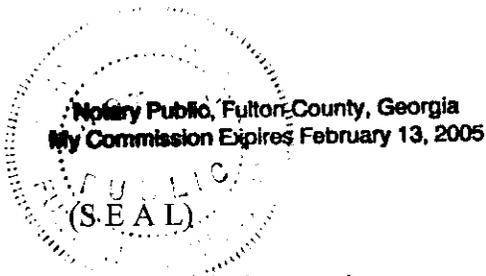
**VALUE ENHANCEMENT FUND II,
LLC, a Georgia limited liability company**

BY: Lend Lease Real Estate Investments,
Inc., a Delaware corporation, as its
Manager

By: 
Name: ELIZABETH E. JONES
Its: VICE PRESIDENT

STATE OF Georgia
COUNTY OF Fulton

Personally appeared before me, the undersigned authority in and for the said county and state, on this 15th day of May, 2001, within my jurisdiction, the within named Elizabeth E. Reaves, who acknowledged that she is a Vice President of Lend Lease Real Estate Investments, Inc., the manager of Value Enhancement Fund II, LLC, and that for and on behalf of said corporation, and as its act and deed she executed the above and foregoing instrument, after first having been duly authorized by said corporation so to do.



Ann B. Coker
(NOTARY PUBLIC)

My Commission Expires:
2/13/05

Grantor's Address:

VEF II
c/o Lend Lease Real Estate Investments, Inc.
3424 Peachtree Road
Suite 800
Atlanta, Georgia 30326
Attention: Elizabeth E. Reaves
404-848-8600
2nd phone: n/a

Grantee's Address:

Weingarten Nostat, Inc.
2600 Citadel Plaza Drive
Houston, Texas 77008
Attention: Jeffrey A. Tucker, Esq.
713-866-6040
2nd phone: n/a

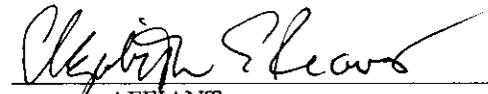
Property Address:

945 Goodman Road
Southaven, Mississippi 38671

I, or we, hereby swear or affirm to the best of affiant's knowledge, information, and belief, the actual consideration for this transfer or value of the property transferred, whichever is greater, is \$ — , which amount is equal to or greater than the amount is equal to or greater than the amount which the property transferred would command at a fair and voluntary sale.

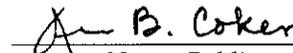
Property Address: 945 Goodman Road
Southaven, Mississippi 38671

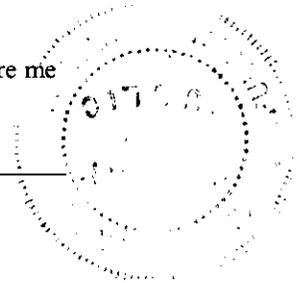
Mail tax bills to:
WEINGARTEN NOSTAT, INC.
2600 Citadel Plaza Drive
Houston, Texas 77008
Attention: Jeffrey A. Tucker, Esq.


AFFIANT

State tax	\$ <u> — </u>
Register's Fee	<u> — </u>
Recording Fee	<u> 7.00 </u>
TOTAL	<u> 7.00 </u>

Subscribed and sworn to before me
this 16th day of May, 2001.


Notary Public



Tax Map/Parcel # 1079 - 3113.0 - 0000100

Return to: Commonwealth Land Title Company
Attn: Cheri Haynes
1700 Pacific, Suite 4740
Dallas, Texas 75201

Notary Public, Fulton County, Georgia
My Commission Expires February 13, 2005

EXHIBIT A

LEGAL DESCRIPTION

(SOUTHAVEN COMMONS)

All of Lot 1, Southaven Commons, according to the Final Plat thereof dated February 1998, filed on March 25, 1998, in the Office of the Chancery Court, at Plat Book 61, page 6.

EXHIBIT B**PERMITTED TITLE EXCEPTIONS**

1. Subject to any and all matters pertaining to any right, title or interest in and to any of the oil, gas and other minerals in, or under said land.
2. Taxes for the year 2001 and subsequent years and any taxes or special assessments which are not shown as existing liens by the public records.
3. Right of way easement granted to Mississippi Power & Light Company, by right of way instrument dated November 11, 1981, recorded in Right of Way Deed Book 150, Page 699, in the Office of the Chancery Clerk of DeSoto County, Mississippi as shown on the plat recorded in Plat Book 72, Page 14, which is a revised plat of the one recorded in Plat Book 61, Page 6, and also as shown on the survey of Smith Engineering Firm, Inc., dated April 1, 2001, and revised May 9, 2001.
4. Memorandum of Lease from Westco Development #3, Inc. to Walgreen Co. dated November 16, 1990, recorded in Power of Attorney Book 60, Page 672, in the Office of the Chancery Clerk of DeSoto County, Mississippi.
5. Rights of tenants as tenants only under existing unrecorded leases, as shown on certified rent roll.
6. Right-of-way from Westco Development #3, Inc., to Mississippi Power and Light Company recorded in Book 240 at Page 399, as shown on the survey of Smith Engineering Firm, Inc., dated April 1, 2001, and revised May 9, 2001.
7. The following matters revealed on the Survey of Smith Engineering Firm, Inc., dated April 1, 2001, and revised May 9, 2001.
 - a. Encroachments of fence as noted along the southern property line;
 - b. Asphalt and curbs on Southern Pines Drive encroach onto subject property; and
 - c. A portion of Southern Pines Drive (abandoned) may lie within the southern boundary of the subject property.
8. Reciprocal easement and other rights under that certain Declaration of Easements, Covenants, Conditions and Restrictions dated as of April 24, 1998, made by Westco Development #3, Inc., a Delaware corporation recorded on April 28, 1998, at 10:10 a.m. in Book 332 at Page 138 of the records aforesaid.
9. The protective covenants, building setback lines, utility easements and other

restrictions as shown upon or contained in instrument filed of record in the office of the aforesaid Chancery Clerk, and recorded in said office in Plat Book 72, Page 14, which is a revised plat of the one recorded in Plat Book 61, Page 6, as they affect the subject property.

10. 15' utility easement on the east side of the subject subdivision as shown on the plat recorded in Plat Book 72, Page 14, which is a revised plat of the one recorded in Plat Book 61, Page 6, and also as shown on the survey of Smith Engineering Firm, Inc., dated April 1, 2001, and revised May 9, 2001.
11. Service poles and electric transmission lines as shown on survey of Smith Engineering firm, Inc., dated April 1, 2001, and revised May 9, 2001.
12. 50' minimum building line along Goodman Road and Swinnea Road as shown on the revised survey of Smith Engineering Firm, Inc., dated April 1, 2001, and revised May 9, 2001.
13. Lease from Westco Development #3, Inc., to The Italian Oven of Southaven, LLC, recorded in Power of Attorney Book 72 at Page 463 in the office of the aforesaid clerk.

After Recording, Return To:
Holcomb Dunbar, P.A.
P.O. Box 190
Southaven, MS 38671
601.349.0664

File No. 900249 Initials mlg