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STATE MS.-DESOTO CO. ^{SS}_{SS}

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BK 475 PG 777
RECORDED ON CLK.

Prepared by and
Bridgforth & Buntin
P. O. Box 241
Southaven, Ms 38671
601-393-4450

After recording return to:
Sharon Gregory *09ATL1475*
Fidelity National Title Insurance
1800 Parkway Place, Suite 700 *ETC*
Marietta, GA 30067 *2057108*

SPECIAL WARRANTY DEED

GOODMAN ROAD ASSOCIATES, LTD., L.P.,
A TENNESSEE LIMITED PARTNERSHIP

GRANTOR(S)

TO

SOUTHAVEN TOWNE CENTER, LLC
A MISSISSIPPI LIMITED LIABILITY COMPANY

GRANTEE(S)

FOR AND IN CONSIDERATION of the sum of Ten Dollars (\$10.00) cash in hand paid and other good and valuable considerations, the receipt of all of which is hereby acknowledged, GOODMAN ROAD ASSOCIATES, LTD., L.P., a Tennessee Limited Partnership, does hereby sell, convey and specially warrant unto SOUTHAVEN TOWNE CENTER, LLC, a Mississippi Limited Liability Company, the land lying and being situated in the City of Southaven, DeSoto County, Mississippi, more particularly described as follows, to-wit:

196.620 acres located within the Southeast quarter and Northeast quarter of Section 36, Township 1 South, Range 8 West, Southaven, Desoto County, Mississippi, being more particularly described as follows:

Beginning at the commonly accepted Southeast corner of Section 36, Township 1 South, Range 8 West, thence South 89 Degrees 37 Minutes 46 Seconds West along the South line of said Section 36 a distance of 1939.31 feet to a 1/2 inch iron pipe located in the East right-of-way line of Interstate 55; thence along the East margin of said right-of-way the following calls:

North 07 Degrees 58 Minutes 03 Seconds West a distance of 1642.08 feet to a 1 inch iron pipe, North 82 Degrees 02 Minutes 25 Seconds East a distance of 50.00 feet to a 1 inch iron pipe, North 07 Degrees 57 Minutes 35 Seconds West a distance of 500.00 feet to a 1 inch iron pipe, South 82 Degrees 02 Minutes 25 Seconds West a distance of 50.00 feet to a 1 inch iron pipe, North 07 Degrees 57 Minutes 35 Seconds West a distance of 1600.00 feet to a 1 inch iron pipe, North 05 Degrees 51 Minutes 56 Seconds East a distance of 203.38 feet to a six-inch concrete highway right-of-way monument, and North 01 Degrees 11 Minutes 15 Seconds West a distance of 60.09 feet to a 1/2 inch iron pin; thence leaving said right-of-way North 89 Degrees 43 Minutes 18 Seconds East a distance of 987.92 feet to a 1/2 inch iron pin located in the West margin of South Crest Parkway, 90 foot right-of-way; thence along said West margin, South 00 Degrees 23 Minutes 42 Seconds East a distance of 98.62 feet to a 1 inch iron pipe; thence North 89 Degrees 40 Minutes 56 Seconds East a distance of 1423.46 feet to a PK & shiner located in the East line of said Section 36; thence along the East line of said

Section 36 South 00 Degrees 09 Minutes 49 Seconds East a distance of 1207.89 feet to a 1 inch iron pipe, being the commonly accepted Northeast corner of the Southeast quarter of Section 36; thence continuing along said Section line South 00 Degrees 29 Minutes 16 Seconds East a distance of 2662.13 feet to the Point Of Beginning and containing 196.620 acres or 8,564,715 square feet. more or less.

The warranty in this deed is subject to subdivision and zoning regulations in effect in the City of Southaven, Mississippi, and further subject to the exceptions to warranty shown on Exhibit "A" attached hereto.

Taxes for the year 2004 are to be prorated between the parties.

Possession is to be given with delivery of Deed.

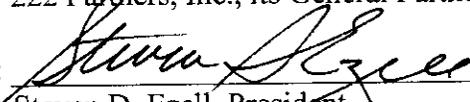
WITNESS the signature of the duly authorized officer of the General Partner this the 2nd day of June, 2004.

GOODMAN ROAD ASSOCIATES, LTD., L.P.

By: 222 Goodman Ltd., its General Partner

By: 222 Partners, Inc., its General Partner

BY:


Steven D. Ezell, President

STATE OF Tennessee

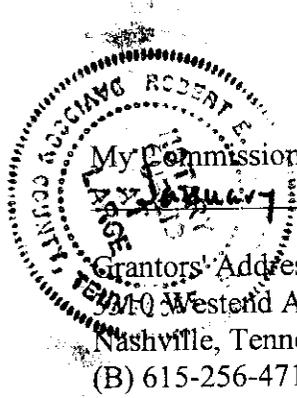
COUNTY OF Davidson

Before me, the undersigned, a Notary Public in and for the County and State aforesaid, personally appeared Steven D. Ezell, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who upon oath acknowledged himself to be the President of 222 Partners, Inc., the General Partner of 222 Goodman, Ltd., the General Partner of Goodman Road Associates, Ltd., L.P., the within named bargainor, a Tennessee limited partnership, and that he as such President being authorized so to do, executed the foregoing instrument for the purposes herein contained, by signing the name of the limited partnership by himself as President of 222 Partners, Inc., General Partner of 222 Goodman, Ltd., General Partner of Goodman Road Associates, Ltd., L.P.

Witness my hand and seal this the 23rd day of June, 2004.

Robert E. Johnson

Notary Public



My Commission Expires: January 29, 2005

Grantors' Address:
10 Westend Avenue, Suite 490
Nashville, Tennessee 37203
(B) 615-256-4714

Grantees' Address:
2030 Hamilton Place Blvd., Suite 500
Chattanooga, Tennessee 37421
(B) 423-855-0001

EXHIBIT "A"

EXCEPTIONS TO WARRANTY

1. Title to all oil, gas and minerals within and underlying the premises, together with all mining rights and other rights, privileges, and immunities relating thereto.
2. Sewer Easements located as shown on survey by Southern States Survey, Inc., Land Surveying Services, dated April 26, 2004, last revised May 17, 2004, being of record in book 190, Page 35, as modified in Book 199, Page 84, and defined in Easement Definition Agreement recorded in Book 221, Page 158, all recordings in the Office of the Chancery Court Clerk, DeSoto County, Mississippi.
3. Sewer Easements of record in Book 290, Page 286 and Book 0330, Page 0246, all recordings in the aforesaid Clerk's Office.
4. Slope easement along the north property line, as shown on aforesaid survey, being of record Slope Easement Agreement of record in Book 0331, Page 0004, in the aforesaid Clerk's Office.
5. Drainage and Detention Pond Easement Agreement of record in book 0331, Page 0013, in the aforesaid Clerk's Office, as shown on aforesaid survey.
6. Location of temporary easement as shown on aforesaid survey, being of record Temporary Construction Easement of record in Book 0436, Page 0766, in the aforesaid Clerk's Office.
7. Drainage easements located as shown on aforesaid survey, being of record Drainage Easement of record in Book 0436, Page 0766, in the aforesaid Clerk's Office.
8. Fifteen foot sanitary sewer easements crossing the property as shown on aforesaid survey, being of record in Book 220, Page 396, and Book 225, Page 281, both recordings in aforesaid records.
9. Forty foot sanitary sewer easement on the west portion of the property as shown on aforesaid survey, being of record in book 120, Page 334, aforesaid records.
10. 100 foot Mississippi Power & Light easement across the south portion of the property and location of poles and wires within said easement, located on survey.
11. Thirty foot Right of Way Easement to Mississippi Power & Light located as shown on aforesaid survey, being of record in Book 226, Page 601, aforesaid records.
12. The right of way easement for Airways Boulevard located as shown on aforesaid survey, being of record in Book 436, Page 764, aforesaid records.
13. Rights of others in and to the continued uninterrupted flow of water through Horn Lake Creek.
14. Acreage content of the subject property is not warranted. Reference in acreage is left in the description merely for convenience in identifying the tract.