This Form furnished by Attorneys Title Company, Inc.

Form No. WD-3

FROM

MetroCenter Properties, a Tennessee partnership

TO

South Central Bell Telephone Company, a Delaware corporation

For draftsman's use

This instrument prepared by and mail to:
Ervin M. Entrekin, Attorney
26th Floor, First American Center
Nashville, Tennessee 37238

BOOK 5186 PAGE 144

ADDRESS NEW OWNER (S) AS FOLLOWS:	SEND TAX BILLS TO:	MAP-PARCEL NUMBERS
South Central Bell Telephone Company (NAME)	Same (NAME)	70
Metrocenter (STREET ADDRESS OR ROUTE NUMBER)	(STREET ADDRESS)	15-36
Nashville, Tenn. (CITY) (STATE) (P. O. ZIP)	(CITY) (STATE) (ZIP)	

(FOR REGISTER'S USE)

E 21381

IDENTIF. REFERENCE

AUG 19 9 34 AM '77

FELIX Z. ENTREKIN, REGISTER
DAVIDSON COUNTY, TENN.

STATE OF TENNESSEE
COUNTY OF DAVIDSON

THE ACTUAL CONSIDERATION OR VALUE, WHICHEVER IS GREATER, FOR THIS TRANSFER IS

$160,000.00

Affiant

SUBSCRIBED AND SWORN TO BEFORE ME, THIS THE 18 DAY OF July, 1977

Notary Public

MY COMMISSION EXPIRES: April 29, 1981

(AFFIX SEAL)

For and in Consideration of the sum of One Hundred Sixty Thousand and no/100 ------($160,000.00)---------- DOLLARS cash in hand paid by South Central Bell Telephone Company, a Delaware corporation having a principal place of business in Birmingham, Alabama, and other good and valuable considerations, the receipt of which is hereby acknowledged,

METROCENTER PROPERTIES, a partnership composed of R. C.H. Mathews, Jr., Pathfinder Resources, Inc., a Delaware corporation and R. C. Mathews, Contractor, Inc., a Tennessee corporation, has bargained and sold, and by these presents do transfer and convey unto said South Central Bell Telephone Company, its successors and assigns, a certain tract or parcel of land in Davidson County, State of Tennessee, described as follows, to-wit:

Being a parcel of land in the First, formerly the Eighth, Civil District, Nashville, Davidson County, Tennessee generally located south of Cumberland River, east of US 41A, north of MetroCenter Boulevard and west of 10th Avenue, being a portion of Tract 37B on the plan of MetroCenter of record in Book 5060, Page 145, Register's Office for Davidson County, Tennessee, and more particularly described as follows:

BEGINNING at a point in the northwesterly margin of Mainstream Drive, 1,660 feet, more or less, northerly from the centerline of MetroCenter Boulevard; thence, in a clockwise direction, N 86° 22' W, 185.0 feet to a point; thence, N 44° 37' W 450.0 feet to a point in the centerline of MetroCenter levee; thence, with said levee, N 51° 27' E, 127.1 feet to a point; thence, N 53° 36' E, 230.0 feet to a point; thence, S 44° 37' E, 410.65 feet to a point in the northerly margin of Mainstream Drive; thence, with said drive in a southwesterly direction with a curve having a central angle of 24° 19' 27" a radius of 630.00 feet, 267.46 feet to the point of beginning, containing 4.00 acres, more or less.

Being part of the property conveyed to MetroCenter Properties, a partnership composed of Pathfinder Resources, Inc., R. C. Mathews, Contractor, Inc., and Robert C. H. Mathews, Jr. by deed from Mat-Nel Company of record in Book 4983, page 781, said Register's Office.

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Grantor does by this instrument impose as restrictions upon the use of the within described property those restrictions set forth as Articles I through Article V in instrument of record in Book 4829, page 722, Register's Office for Davidson County, Tennessee and said restrictions shall be covenants running with the land and binding upon the Grantee, its successors and assigns until the year 2000.

The conveyance of this property is subject to the terms, provisions, covenants, conditions, easements, rights established and establishing lien for expenses of administration and of maintenance and repairs of common and joint accesses and easements as contained in the Master Deed of MetroCenter recorded in Book 5026, page 783, said Register's Office and First Amendment of Master Deed as recorded in Book 5035, page 767, said Register's Office.

Recorded plan shows a 25 foot wide easement along the northerly line for maintenance of levee and river front by the Metropolitan Government; a 15 foot Colonial Pipeline easement for petroleum underground pipeline, the center of which is 25 feet from and parallel to the north of property line; a 10 foot wide drainage and public utility easement along the entire east and west property lines; a 50 foot wide easement for railroad along the entire property line, the center of which is 50 feet southerly from and parallel to the north property line; and Ordinance No. 73-608 recites an agreement between Metropolitan Government of Nashville, and Davidson County, Tennessee relative to the constructions of levees, storage lake, drainage, canals, outlets and pumping stations.

AUG 1977	CONV	20,000.00		
AUG 1977	CONV	70,000.00		
AUG 1977	S'TAX		B* 416.00	
AUG 1977	PR'FEE		B* .50	
AUG 1977	W'DEED		B* 6.00	* 422.50

This is unimproved ( ) improved ( ) property, known as _____ (House Number) (Street) P. O. Address: (City or Town) (Postal Zone)

To Have and to Hold the said tract or parcel of land, with the appurtenances, estate, title and interest thereto belonging to the said South Central Bell Telephone Company, a Delaware corporation, its successors ~~heirs~~ and assigns, forever.

And it does do covenant with the said South Central Bell Telephone Company that it is lawfully seized and possessed of said land in fee simple; have a good right to convey it, and the same is unencumbered.

And MetroCenter Properties, a partnership, does ~~do~~ further covenant and bind itself, its successors and assigns ~~heirs and representatives~~ to warrant and forever defend the title to the said land to the said South Central Bell Telephone Company, its successors ~~heirs~~ and assigns against the lawful claims of all persons whomsoever.

Witness our hands this 31st day of July, 1977, the corporate party, if any, having caused its name to be signed hereto by its duly authorized officers on said day and date.

METROCENTER PROPERTIES, a partnership composed of:

BY: R. C. H. MATHEWS, JR., PARTNER

R. C. H. MATHEWS, JR.

BY: PATHFINDER RESOURCES, INC.,

FRANK R. KYLE, TREASURER

BY: R. C. MATHEWS, CONTRACTOR, INC.

R. C. H. MATHEWS, JR., PRESIDENT

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Before me, the undersigned Notary Public for said County and State, personally appeared FRANK R. KYLE, with whom I am personally acquainted and who, upon oath, acknowledged himself to be the Treasurer of PATHFINDER RESOURCES, INCORPORATED, partner of METROCENTER PROPERTIES, the within bargainor, a Tennessee partnership, and who acknowledged himself to be authorized to execute the foregoing instrument as Treasurer of the said partner, and acknowledged that he as such Treasurer, executed the foregoing instrument on behalf of METROCENTER PROPERTIES, as the free act and deed of METROCENTER PROPERTIES, for the purposes therein contained by signing the name of said corporation on behalf of METROCENTER PROPERTIES, as partner, by himself as Treasurer.

WITNESS my hand and seal at office in Nashville, Tennessee, this 12th day of August, 1977.

Rebecca D. Corbitt
NOTARY PUBLIC

MY COMMISSION EXPIRES: 4-28-80.

REBECCA D. CORBITT NOTARY PUBLIC DAVIDSON COUNTY, TENN.

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Before me, the undersigned Notary Public for said County and State, personally appeared ROBERT C. H. MATHEWS, JR., with whom I am personally acquainted and who, upon oath, acknowledged himself to be the President of R. C. MATHEWS, CONTRACTOR, INC., partner of METROCENTER PROPERTIES, the within bargainor, a Tennessee partnership, and who acknowledged himself to be authorized to execute the foregoing instrument as President of the said partner, and acknowledged that he as such President, executed the foregoing instrument on behalf of METROCENTER PROPERTIES, as the free act and deed of METROCENTER PROPERTIES, for the purposes therein contained by signing the name of said corporation on behalf of METROCENTER PROPERTIES, as partner, by himself as President.

WITNESS my hand and seal at office in Nashville, Tennessee, this 12th day of August, 1977.

Rebecca D. Corbitt
NOTARY PUBLIC

MY COMMISSION EXPIRES: 4-28-80.

REBECCA D. CORBITT NOTARY PUBLIC DAVIDSON COUNTY, TENN.

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Before me, the undersigned, a Notary Public of the State and County aforesaid, personally appeared R. C. H. MATHEWS, JR., with whom I am personally acquainted, and who, upon oath, acknowledged himself to be one of the partners of METROCENTER PROPERTIES, a partnership, the within named bargainor, and that he as such partner, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the partnership by himself as partner.

WITNESS my hand and seal at office in Nashville, Tennessee, this 12th day of August, 1977.

Rebecca D. Corbitt
NOTARY PUBLIC

MY COMMISSION EXPIRES: 4-28-80.

REBECCA D. CORBITT NOTARY PUBLIC DAVIDSON COUNTY, TENN.

RECORDER'S MEMO:
Legibility of Writing, Typing or Printing in This Document Unsatisfactory When Received.