This instrument prepared by: Stephen M. Kelty, Esq., MetroCenter Properties, One Vantage Way, Suite 220, Nashville, Tennessee 37228.

2756 M2/TR 1241.50 CHECK

BOOK 5566 PAGE 400

SPECIAL WARRANTY DEED

ADDRESS NEW OWNER(S) AS FOLLOWS:	SEND TAX BILLS TO:	MAP-PARCEL NUMBERS
Ralph Rogers & Co., Inc.	same	To be assigned Js
(NAME)	(NAME)	
P. O. Box 25250		
(STREET ADDRESS OR ROUTE NUMBER)	(STREET ADDRESS)	
Nashville, Tennessee 37202		
(CITY) (STATE) (P.O. ZIP)	(CITY) (STATE) (ZIP)	

STATE OF TENNESSEE
COUNTY OF DAVIDSON

The actual consideration or value, whichever is greater, for this transfer is $475,000.00.

W. Lee Corlett

Subscribed and sworn before me, this the 12th day of February, 1980.

Pamela Bucker Corlett
Notary Public

My Commission Expires: July 18, 1982

FOR AND IN CONSIDERATION of the sum of Ten Dollars ($10.00) cash in hand paid by RALPH ROGERS & CO., INC., and other good and valuable consideration, the receipt of which is hereby acknowledged, we, METROCENTER PROPERTIES, a Tennessee general partnership, comprised of PATHFINDER RESOURCES, INCORPORATED, a Delaware corporation, Managing General Partner, ROBERT C. H. MATHEWS, JR., individually, and R. C. MATHEWS, CONTRACTOR, INC., a Tennessee corporation, hereinafter called the GRANTOR, have bargained and sold, and by these presents do transfer and convey unto RALPH ROGERS & CO., INC., a Delaware corporation, hereinafter called GRANTEE, its heirs and assigns, a certain tract or parcel of land in Davidson County, Tennessee, described as follows, to-wit:

Being a parcel of land in the First Civil District, Nashville, Davidson County, Tennessee, bounded on the north by the Cumberland River and on the south by Great Circle Road, known as Tract 35C MetroCenter, described more particularly by survey of Barge, Waggoner, Sumner & Cannon, dated February 4, 1980, as follows:

Beginning at a point in the northerly margin of Great Circle Road, 893.31 feet from the centerline of Athens Way; thence North 77 degrees 05 minutes 19 seconds West, 340.39 feet to a point; thence North 12 degrees 54 minutes 41 seconds East, 611.83 feet to a point in the low water line of the Cumberland River; thence South 86 degrees 26 minutes 38 seconds East, 344.98 feet to a point; thence South 12 degrees 54 minutes 41 seconds West, 667.91 feet to the point of beginning, containing 5.00 acres, more or less.

Being part of the same property conveyed to MetroCenter Properties, a partnership composed of Robert C. H. Mathews, Jr., Pathfinder Resources, Incorporated, a Delaware corporation, and R. C. Mathews, Contractor, Inc., a Tennessee corporation, by Quitclaim Deed from Pathfinder Resources, Incorporated; R. C. Mathews, Contractor, Inc., and Robert C. H. Mathews, Jr. d/b/a Mat-Nel Company of record in Book 5328, page 634, Register's Office for Davidson County, Tennessee.

This conveyance is made subject to Restrictive Covenants recorded in Book 5225, page 112; Book 5225, page 120; and Book 4784, page 659 of the Register's Office, Davidson County, Tennessee; subject to a Cheatham Dam flowage easement,

as of record in Book 2291, page 295, aforesaid records; and subject to setback lines and easements shown on Plat of Survey recorded at Book 5210, page 251, aforesaid records.

TO HAVE AND TO HOLD the said tract or parcel of land, with the appurtenances, estate, title and interest thereto belonging to the said GRANTEE, its heirs and assigns, forever, and we do covenant with the said GRANTEE that we are lawfully seized and possessed of said land in fee simple, have a good right to convey it, and the same is unencumbered, unless otherwise herein set out; and we do further covenant and bind ourselves, our heirs successors, assigns and representatives, to warrant and forever defend the title to the said land to said GRANTEE, their heirs and assigns, against the lawful claims of all persons claiming by, through or under GRANTOR. Wherever used, the singular number shall include the plural, the plural the singular, and the use of any gender shall be applicable to all genders.

IN WITNESS WHEREOF, we have hereunto set our hands this 12th day of February, 1980.

METROCENTER PROPERTIES, a Tennessee General Partnership

BY: Pathfinder Resources, Incorporated, a Delaware corporation, Managing General Partner

BY: James W. Stringer
James W. Stringer
Director of Finance

ATTEST: Stephen M. Kelty
Stephen M. Kelty
Real Estate Counsel

(Corporate Seal)

F76505

IDENTIF. REFERENCE

FEB 14 11 02 AM '80

FEE $ [illegible] REGISTER DAVIDSON COUNTY, TENN.

KUSM

STATE OF TENNESSEE
COUNTY OF DAVIDSON

Before me, Pamela Rucker Welch, a Notary Public within and for the State and County aforesaid, personally appeared James W. Stringer and Stephen M. Kelty, with whom I am personally acquainted and who upon their several oaths acknowledge themselves to be the Director of Finance and Real Estate Counsel respectively of PATHFINDER RESOURCES, INCORPORATED, Managing General Partner of METROCENTER PROPERTIES, a Tennessee general partnership, the within named bargainor, a partnership, and that they as such Director of Finance and Real Estate Counsel, being authorized so to do, executed the foregoing instrument for the purpose therein contained by signing the name of the partnership by the said James W. Stringer as such Director of Finance, and attesting the same by the said Stephen M. Kelty as such Real Estate Counsel.

WITNESS my hand and official seal at office at Nashville, Tennessee on this 12th day of February, 1980.

My Commission Expires: July 18, 1982

Pamela Rucker Welch
Notary Public

PAMELA RUCKER WELCH NOTARY PUBLIC DAVIDSON COUNTY

OFFICIAL RECEIPT
FELIX Z. WILSON, II
REGISTER OF DAVIDSON COUNTY
NASHVILLE, TENNESSEE

RECEIVED OF _____

FOR _____

BOOK 5566 PAGE 402

CO - CONVEYANCE	CC - CERTIFIED COPY	MISC - MISCELLANEOUS
MO - MORTGAGE	REL - RELEASE	CO TX - STATE TAX CONVEY
WD - WARRANTY DEED	UCC - UNIFORM COMMERCIAL CODE	MO TX - STATE TAX MORT
TD - TRUST DEED		PRFEE - PROBATE FEE

DATE	SYMBOL	VALUATION	TAX AND FEES	TOTAL PAID
			475000.00- CO	
			1235.00 CO TX	
			.50 PRFEE	
			6.00 MDEED	
			CHECK 1241.50-	
2756402/14/80			BAL .00	

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

F 76505

IDENTIFICATION REFERENCE

FEB 14 11 02 AM '80

REGISTER
DAVIDSON COUNTY, TENN.

No. 742067