THIS INSTRUMENT PREPARED BY:
William W. Berry, Jr.
Berry, Berry & Sims
2700 First American Center
Nashville, TN 37238

WARRANTY DEED

ADDRESS NEW OWNER (S) AS FOLLOWS	SEND TAX BILLS TO	MAP PARCEL NUMBERS
Nashville Corporate Center Associates	SAME	106-115, 119-1, 119-2, 119-3
c/o Mitchell J. Nelson (NAME)	(NAME)	
Wien, Lane & Malkin		
60 East 42nd Street (STREET ADDRESS OR ROUTE NUMBER)	(STREET ADDRESS)	
New York NY 10165 (CITY) (P. O. ZONE) (STATE)	(CITY) (ZONE) (STATE)	

BOOK 5691 PAGE 236

For and in Consideration of the sum of Six Million Eight Hundred Forty-Six Thousand Three Hundred Dollars ($6,846,300), a portion of which has been paid in cash, the receipt of which is hereby acknowledged, and the remainder of which is represented by mortgages to which this conveyance is subject (but which Grantee does not hereby assume) and by a purchase money promissory note, of even date herewith, in the principal amount of Four Hundred Thirty-Seven Thousand Three Hundred Thirty Dollars Eighty-One Cents ($437,330.81), which note is payable to McDowell Development Corporation, a Tennessee corporation (the "Grantor"), the Grantor has bargained and sold, and by these presents does transfer and convey unto the said Nashville Corporate Center Associates, a Tennessee limited partnership, its successors and assigns, the following tracts and parcels of land in Davidson County, State of Tennessee, described as follows, to wit:

TRACT I:

Land in Davidson County, Tennessee, being Lot No. 1, The Plus Park, Section I, as of record in Book 4300, page 77, Register's Office for said County, described according to a survey of Parrish-Ragan, Inc., dated January 5, 1971, as follows:

BEGINNING at a Highway monument 100 feet east of Station HN 483 plus 40 of Interstate 24, said monument being the northwest corner of Parcel No. 85.3 Property Map 119-3, a tract formerly owned by Claude O. Sharpe, said monument is also a westerly corner of Parcel No. 27 on Property Map 106; thence North 1°36' East, a distance of 463.40 feet to a concrete monument; thence North 85°43'40" East, a distance of 242.98 feet to a concrete monument; thence in a southerly direction with the westerly margin of Plus Park Boulevard, a 60 foot road, and a 352.53 foot radius curve to the left, a distance of 205.80 feet to a concrete monument; thence South 37°43'16" East, a distance of 162.88 feet to a concrete monument; thence with a 280.34 foot radius curve to the right, a distance of 190.98 feet to a concrete monument; thence South 1°18' 44" West a distance of 203.63 feet to a concrete monument; thence North 86° 46' West, a distance of 328.40 feet to an iron pin in a 30" tree; thence North 87°41' West a distance of 154.65 feet to a concrete monument; thence North 2°40' West, a distance of 12.60 feet to a concrete monument; thence North 00° 28' East, a distance of 180.92 feet to the point of beginning, and containing 6.245 acres.

Being the same property conveyed to McDowell Development Corporation, by deed from Life and Casualty Insurance Company of Tennessee, of record in Book 5276, page 486, Register's Office for Davidson County, Tennessee.

TRACT II, Parcel 1

Land in the 6th Civil District of Davidson County, Tennessee, being part of The Plus Park, Section 12, of record in Plan Book 4300, page 170, Register's Office of said County, and being described according to a survey by Parrish-Ragan, Inc., Consulting Engineers, dated March 18, 1974, Job 70-196, as follows:

BEGINNING at an iron pin in the west margin of Plus Park Boulevard, said pin also being the southeast corner of Plus Park, Section 1, of record in Plan Book 4300, page 77, Register's Office for said County; thence continuing with the west margin of Plus Park Boulevard South 1° 18' 44" West a distance of 185.12 feet to a point; thence departing the margin of said roadway and proceeding South 89° 14' West a distance of 186.63 feet to a point; thence South 44° 14' West a distance of 100.00 feet to a point; thence South 89° 14' West a Distance of 208.46 feet to a point in the east right-of-way of Interstate Highway I-24; thence continuing with said right-of-way North 2° 40' West a distance of 286.95 feet to an iron pin in said right-of-way, said pin also being the southwest corner of the Plus Park, Section 1, previously mentioned, thence departing said right-of-way and proceeding with the south boundary of the Plus Park, Section I, tract South 87° 44' East a distance of 154.65 feet to an iron pin; thence South 86° 46' East a distance of 328.40 feet to the point of beginning, containing 2.59 acres, more or less.

Being part of the property conveyed to McDowell Development Corporation, a Tennessee corporation, by deed from George Q. Milwee, Jr., John B. Milwee, and Nona Sparks, of record in Book 4463, Page 472, Register's Office of said County. Being also part of the property conveyed to McDowell Development Corporation, by deed from Beulah D. Sharpe, of record in Book 4463, page 470, Register's Office of said County.

Land in the 6th Civil District of Davidson County, Tennessee, being part of The Plus Park, Section 12, of record in Plan Book 4300, page 170, Register's Office of said County, and being described more particularly according to a survey by

Parrish-Ragan, Inc., Consulting Engineers, Job No. 70-196, dated March 18, 1974, as follows:

Beginning at a point on the westerly margin of Plus Park Boulevard, said point being South 1° 18' 44" West 185.12 feet from the southeast corner of The Plus Park, Section 1, of record in Plan Book 4300, page 77, Register's Office for said County; thence, leaving the said margin of Plus Park Boulevard, South 89° 14' West a distance of 186.63 feet to a point; thence, South 44° 14' West a distance of 100 feet to a point; thence, South 89° 14' West 208.46 feet to a point in the easterly margin of the right-of-way of Interstate Highway I-24; thence, continuing with the said right-of-way of Interstate Highway I-24, South 2° 40' East 28.05 feet to a point; thence, continuing with the margin of said Interstate Highway I-24, South 2° 52' East 226.55 feet to a point; thence, leaving the said right-of-way of Interstate Highway I-24, North 89° 10' 21" East 484.64 feet to a point on the westerly margin of Plus Park Boulevard; thence, with the margin of Plus Park Boulevard northwardly with a curve to the right, said curve having a radius of 890.59 feet, a total distance of 266.48 feet to a point; thence, continuing with said margin North 1° 18' 44" East 61.26 feet to the point of beginning.

Being part of the property conveyed to McDowell Development Corporation, a Tennessee corporation, by deed from George Q. Milwee, Jr., John B. Milwee, and Nona Sparks, of record in Book 4463, page 472, Register's Office of said County, and being also part of the property conveyed to McDowell Development Corporation, by Deed from Beulah D. Sharpe, of record in Book 4463, page 470, Register's Office of said County.

Said Parcels 1 and 2 of Tract II comprise Lot 12 on the Resubdivision of Section 12, The Plus Park of record in Book 4660, page 109, said Register's Office.

TRACT III:

A tract of land in the first, formerly the sixth, civil district of Davidson County, Tennessee, being Lot No. 16 on the resubdivision of Section 12, the Plus Park as evidenced in Plat Book 4660, Page 109, R.O.D.C., Tennessee and being more particularly described as follows:

Beginning at a point in the westerly right-of-way of Plus Park Blvd., said point being a common corner between herein described and Lot No. 12 on the aforedescribed resubdivision, said point also being southerly 3,497.06' (as measured along the westerly margin of Plus Park Blvd.) from Murfreesboro Pike; thence,

1) Southerly with the westerly right-of-way of Plus Park Blvd. with an 890.59' radius curve to the right, a distance of 140.25' to a point, said curve having a central angle of 9°01'23"; thence,

2) With the same S24°51'16"E, a distance of 97.57' to a point; thence,

3) With the same southerly with a 394.58' radius curve to the right a distance of 174.31' to a point, said curve having a central angle of 25°18'40", said point being at the terminus of Plus Park Blvd.; thence,

4) Leaving the westerly right-of-way of Plus Park Blvd., S89°05'W, 589.46' to a point in the easterly right-of-way of Interstate Highway 24 (I-24); thence,

5) With the easterly right-of-way of I-24, N3°10'W, a distance of 352.83' to a point; thence,

6) With the same N2°52'W a distance of 39.05' to a point, said point being a common corner between herein described and Lot No. 12; thence,

7) Leaving the easterly right-of-way of I-24 on common line between herein described and Lot No. 12 N89°10'21"E, 484.64' to the point of beginning and containing 4.91 acres.

Being a portion of the same properties conveyed to McDowell Development Corporation by deeds from Beulah D. Sharpe, a widow, of record in Book 4463,

page 470, R.O.D.C., Tennessee and from George O. Milwee, Jr., John B. Milwee, and Nona Sparks of record in Book 4483, page 472, R.O.D.C., Tennessee.

TRACT IV:

A tract of land in the First Civil District of Metropolitan Nashville-Davidson County, Tennessee, formerly the Sixth Civil District of Davidson County, Tennessee, and being the unrecorded tract of The Plus Park, and being more particularly described as follows:

Beginning at an iron pin at the southeasterly corner of Lot No. 16 on the Resubdivision of Section 12, The Plus Park, as of record in Book 4660, Page 109, R.O.D.C., Tennessee, said pin also being on the westerly right-of-way of Plus Park Blvd. at the existing end of said boulevard and proceeding:

1) Crossing the existing end of Plus Park Blvd., S 89° 32' 36" E, 60.00 feet to an iron pin on the easterly right-of-way of Plus Park Blvd.; thence,

2) With the easterly right-of-way of Plus Park Blvd., with a curve to the left (radius 454.58'), northerly a distance of 62.77 feet to an iron pin at the southwesterly corner of Lot No. 15, Section 15 The Plus Park as of record in Book 4715, Page 122, R.O.D.C., Tennessee; thence,

3) With the southerly line of Lot 15, N 82° 32' 44" E, 107.48 feet to a point at the northwesterly corner of a tract of land conveyed to Charles O. French (shown as Parcel "A" in deed) from McDowell Development Corporation by deed recorded in Book 5479, Page 841, R.O.D.C., Tennessee; thence,

4) With the westerly line of said tract, S 8° 01' 23" E, 74.53 feet; thence,

5) S 39° 33' 43" W, 39.46 feet to a point; thence,

6) S 50° 31' 38" E, 69.76 feet to a point at the northerly corner of a tract of land conveyed to McDowell Development Corporation (shown as Parcel "B" in deed) and recorded in Book 5479, Page 844, R.O.D.C., Tennessee; thence,

7) With the easterly line of Parcel "B", S 33° 01' 21" E, 119.32 feet to a point; thence,

8) S 51° 19' 18" W, 50.44 feet to an existing iron pin in concrete; thence,

9) N 35° 59' 36" W, 15.00 feet to an existing iron pin in concrete; thence,

with the northerly line of said Glencliff Estates, Section 5 and with the face of a steep bluff as follows:

10) S 45° 35' 40" W, 151.31 feet to a point; thence,

11) S 47° 04' 49" W, 439.80 feet to a point; thence,

12) S 38° 09' 32" W, 227.04 feet to a point; thence,

13) S 29° 14' 39" W, 116.07 feet to a point; thence,

14) S 00° 29' 53" W, 151.22 feet to a point; thence,

15) S 2° 53' 23" E, 46.34 feet to an existing iron pin; thence,

16) S 49° 01' 22" W, 53.25 feet to an existing iron pin on the easterly right-of-way of Interstate 24; thence,

17) With the easterly right-of-way of Interstate 24, N 12° 43' 15" W, 489.29 feet to an existing concrete monument; thence,

18) Continuing with the easterly right-of-way of Interstate 24, N 3° 07' 51" W, 557.21 feet to a concrete monument; thence,

19) N 3° 10' 00" W, 65.86 feet to an iron pin at the southwesterly corner of Lot No. 16, Section 12, The Plus Park; thence,

20) With the southerly line of said Lot 16, N 89° 05' 00" E, 589.55 feet to the point of beginning and containing 464,392 square feet or 10.660 acres.

Being a part of the same property conveyed to McDowell Development Corporation by deed recorded in Book 4463, Page 472, R.O.D.C., Tennessee and also being the same property conveyed to McDowell Development Corporation from Charles O. French by deed recorded in Book 5479, Page 844, R.O.D.C., Tennessee.

This conveyance is expressly subject to the following liens and encumbrances, some of which apply only to certain tracts (as indicated):

1. 1980 real property taxes which have been prorated and are assumed by the Grantee.

2. The lien of a Deed of Trust and Security Agreement executed by McDowell Development Corporation to J. Terry Hunter, Trustee, of record in Book 5314, Page 394, Register's Office of Davidson County, Tennessee, as assigned by an Assignment of Deed of Trust of record in Book 5314, Page 430, said Register's Office, as further secured by an Assignment of Leases, dated July 21, 1978, from McDowell Development Corporation to TVB Mortgage Corporation, of record in Book 5314, Page 419, said Register's Office, as assigned to Metropolitan Life Insurance Company by instrument of record in Book 5314, Page 430, said Register's Office (applies only to Tract I).

3. Sewer Easement of record in Book 4593, Page 952, said Register's Office (applies only to Tract I).

4. The lien of a Deed of Trust executed by McDowell Development Corporation to Franklin G. Clark, Trustee, of record in Book 4728, Page 789, said Register's Office, as further secured by an Assignment of Leases, Rents and Profits, dated July 17, 1973, from McDowell Development Corporation to Interstate Life and Accident Insurance Company of record in Book 4728, Page 798, said Register's Office (applies only to Tract II, Parcel 1).

5. The lien of a Deed of Trust executed by McDowell Development Corporation to Franklin G. Clark, Trustee, of record in Book 4809, Page 814, said Register's Office, as further secured by an Assignment of Leases, Rents and Profits, from McDowell Development Corporation to Interstate Life and Accident Insurance Company of record in Book 4809, Page 823, said Register's Office (applies only to Tract II, Parcel 2).

6. Temporary easement of record in Book 4809, Page 811, said Register's Office (applies only to Tract II).

7. Setback lines, drainage and utility easements, sewer lines, and other encumbrances and restrictions shown on the recorded plans of record in Book 4300, Page 77, said Register's Office (applies only to Tract I) and in Book 4660, Page 109, said Register's Office (applies only to Tract II & III).

8. Memorandum of Agreement of record in Book 4490, Page 270, as amended by Amendment to Memorandum of Agreement and Partial Release of record in Book 4656, Page 609, said Register's Office.

9. Lease Agreements of various dates and terms leasing portions of buildings on the foregoing properties to the tenants listed in Exhibit 1 hereto (applies only to Tracts I, II, and III).

10. Setback lines, sewer lines, drainage and utility easements, and other restrictions and encumbrances shown on the plat of record in Book 5190, Page 297, said Register's Office (applies only to Tract IV).

STATE OF TENNESSEE
COUNTY OF DAVIDSON

The actual consideration or value whichever is greater, for this transfer is $6,846,300

Affiant

Subscribed and sworn to before me, this the 16th day of December, 1980

Notary Public

My commission expires: September 25, 1983

(Affix Seal)

To Have and to Hold said tract or parcel of land, with the appurtenances, estate, title, and interest thereto belonging to the said Nashville Corporate Center Associates, its successors and assigns forever.

And Grantor does covenant with the said Nashville Corporate Center Associates, that it is lawfully seized and possessed of said land in fee simple; has a good right to convey it, and that the same is unencumbered, except as set forth above.

And Grantor does further covenant and bind itself, its successors and assigns, to warrant and forever defend title to said land to the said Nashville Corporate Center Associates, its successors and assigns against the lawful claims of all persons claiming by, through, or under said Grantor, but no further or otherwise.

In Witness Whereof, the undersigned has caused this instrument to be executed by its duly authorized officers on the 16 day of December, 1980, to make this conveyance as of the 1st day of December, 1980.

ATTEST:

John W. Campbell, Jr.
Secretary

McDOWELL DEVELOPMENT CORPORATION

BY Carl H. Vereen, Pres.

STATE OF TENNESSEE
COUNTY OF DAVIDSON

Before me, Angela M. Cartwright, a Notary Public of the State and County aforesaid, personally appeared Carl H. Vereen and John W. Campbell, Jr., with whom I am personally acquainted, and who, upon oath, acknowledged themselves to be President and Secretary, respectively, of McDowell Development Corporation, the within named bargainor, a corporation, and that they as such President and Secretary, being authorized so to do, executed the foregoing instrument for the purpose therein contained by signing the name of the corporation by the said Carl H. Vereen as such President and attesting the same by the said John W. Campbell, Jr. as such Secretary.

Witness my hand and seal, at office in Nashville, Tennessee, this 16th day of December, 1980.

Angela M. Cartwright
Notary Public

NOTARY PUBLIC AT LARGE STATE OF TENNESSEE

My Commission Expires:

September 25, 1983

EXHIBIT 1

BOOK 5691 PAGE 241

Corroon & Black of Tennessee, Inc.
McDowell Enterprises, Inc. (space in the 293 and 301 buildings)
General Services Administration
The Chamberlain Company
Olympia Data Systems, Inc.
Richard D. Holtz (d/b/a Sanford Rose Associates of Nashville)
Compass Services, a division of H. W. Black and Associates, Inc.
Exxon Corporation
Sign Management Consultants
General Electric Company, Housewares Division
Restaurant Management Corporation of America
Guardian Life Insurance Company
Murray Guard, Inc.
R.G.I.S. Inventory Specialists
General Electric Company, Mobil Radio Department
McGregor Printing Corporation
Continental Food Corporation/Delta Trades International, Inc.
Digital Equipment Corporation
Datapoint Corporation
Hooper-Holmes, Inc.
California Business Service and Audit Co. d/b/a Bookkeepers Business Service Company
American Duplicating, Inc.
State of Tennessee Department of Public Health
Tennessee Valley Authority
Allen-Bradley Company
Reed Stenhouse, Inc.
Gates, McDonald and Co.
National Car Rental System, Inc.
Newt Solomon Incorporated
Collegiate Services, Inc.
National Advanced Systems, Inc.
Mr. Agency of Georgia, Inc.
Cutler-Hammer Group, Eaton Corporation
English Equipment Co.
Pilgrim Industries, Inc.
Gould, Inc.
Prime Computer Company
GTE Telenet Communications Corporation
The Tomlin Company

RUSH

IDENTIF. REFERENCE

Dec 16 3 00 PM '80

FELIX Z. WILSON REGISTER
DAVIDSON COUNTY, TENN.

G 2 2 2 2 2

12/16 17818.58-CHECK

636

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

RECEIVED OF _____

FOR _____

BOOK 5691 PAGE 242

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
	CO.		6,846.00	

17800.38 CO TX
.50 PRFEE
18.00 WDEED
CHECK 17818.88-
0636A12/16/80 BAL .00

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

G 2.2.2.2.2

IDENTIF. REFERENCE

Dec 16 3 00 PM '80

FELIX Z. WILSON, II REGISTER
DAVIDSON COUNTY TENN.

No. 797894