8DA-41882 8DA-41990
102-4-212 102-4-127

This Instrument Prepared By:
Mitchell J. Nelson, Esq.
Wien, Lane & Malkin
60 East 42nd Street
New York, New York 10165

Address of New Owner:
AGS ROLLING HILLS ASSOCIATES
c/o AGS Properties
111 East 38th Street
New York, New York 10016

SPECIAL WARRANTY DEED

BOOK 5702 PAGE 779

KNOW ALL MEN BY THESE PRESENTS that AGS MOUNT HICKORY ASSOCIATES, a Tennessee limited partnership, having a principal place of business in care of AGS Properties, 111 East 38th Street, New York, New York 10016 (herein called "Grantor"), for and in consideration of the sum of TEN DOLLARS ($10.00) and other valuable consideration paid to Grantor by AGS ROLLING HILLS ASSOCIATES, a Tennessee limited partnership, having a principal place of business in care of AGS Properties, 111 East 38th Street, New York, New York 10016 (herein called "Grantee"), the receipt and sufficiency of which are hereby acknowledged, does hereby grant, sell and convey unto the said Grantee and its successors and assigns forever that certain real property situated in Davidson County, Tennessee described on Exhibit A attached hereto and incorporated herein by reference for all purposes, together with all buildings and improvements on said property and all fixtures and articles of personal property attached to or appurtenant to said property, buildings and improvements, and together with all and singular the rights and appurtenances pertaining thereto including any right, title or interest of Grantor in and to adjacent streets, alleys or rights-of-way (all of such property, buildings, improvements, fixtures, personal property, rights and appurtenances being herein called the "Property"), subject, however, to the exceptions set forth on Exhibit B attached hereto and incorporated herein by reference.

TO HAVE AND TO HOLD the Property, together with

all and singular the rights and appurtenances thereto in anywise belonging unto Grantee, its successors and assigns, forever, and Grantor does hereby bind itself and its successors and assigns to WARRANT and FOREVER DEFEND the Property unto Grantee, its successors and assigns against every person whomsoever lawfully claiming, or to claim the same, or any part thereof, by, through or under Grantor, but not otherwise; subject, however, to the aforesaid exceptions.

IN WITNESS WHEREOF, this Deed has been executed as of the 1st day of January, 1981.

AGS MOUNT HICKORY ASSOCIATES

By: AGS PROPERTIES, a New York limited partnership, as General Partner

By: _____
Albert G. Schmerge III, general partner of AGS Properties

SEND TAX BILLS TO:

DOBSON & JOHNSON, INC.
One Commerce Place
Nashville, TN 37239

State of New York
County of New York

The actual consideration or value, whichever is greater, for this transfer is $4,184,325.00. Subscribed and sworn to before me, this the 21st day of January, 1981.

_____
Affiant

_____
Notary Public

ELLEN T. GRAFF
Notary Public, State of New York
No. 31-4[illegible]
Qualified in New York County
Commission Expires March 30, 19[illegible]

STATE OF NEW YORK)
: SS.:
COUNTY OF NEW YORK)

BEFORE ME, Ellen T. Graff, a Notary Public within and for the said State and County aforesaid, personally appeared Albert G. Schmerge III, with whom I am personally acquainted and who upon his oath acknowledged that he is a general partner of AGS Properties, a limited partnership and the general partner of the within named Grantor, a Tennessee limited partnership, and that, as such general partner of AGS Properties as General Partner of AGS MOUNT HICKORY ASSOCIATES and being authorized so to do, he executed the foregoing instrument for the purposes therein contained by signing the name of AGS MOUNT HICKORY ASSOCIATES by AGS PROPERTIES, by the said Albert G. Schmerge III, General Partner.

WITNESS my hand and official seal of office on this 21st day of January, 1981.

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Ellen T Graff
Notary Public in and for
New York County, New York

ELLEN T. GRAFF
Notary Public, State of New York
No. 31-4687960
Qualified in New York County
Commission Expires March 30, 1982

EXHIBIT A

TRACT NO. 1:
LAND lying in the 8th Civil District of Davidson County, Tennessee, BEING Lot No. 1 as shown on the Plan of Mount Hickory Subdivision, as recorded in Book 4175, page 47, Register's Office Davidson County, Tennessee, described as follows:

BEGINNING at a point lying on the southerly margin of Premier Drive, said point further described as being the northwest corner of Lot No. 738, as shown on the Plan of Charlotte Park, Section 12, recorded in Book 2900, page 127, Register's Office Davidson County, Tennessee; thence leaving said southerly margin of Premier Drive and running along the westerly lot line of said lot No. 738 and the westerly property line of said Charlotte Park, Section 12, South 49° 30' 06" East a distance of 318.59 feet to a point, said point further described as being the southwest corner of Lot No. 741 as shown on said Plan of Charlotte Park, Section 12, and the northwest corner of Lot No. 742 as shown on the Plan of Charlotte Park, Section 22, recorded in Book 3700, page 67, Register's Office Davidson County, Tennessee; thence running along the westerly lot line of said Lot No. 742 and the westerly property line of said Charlotte Park, Section 22, as follows: South 50° 49' 02" East a distance of 257.16 feet to a point; thence South 26° 51' 12" East a distance of 242.66 feet to a point; thence South 33° 38' 42" East a distance of 95.17 feet to a point, said point further described as lying on the westerly and/or rear lot line of Lot No. 835 as shown on said Plan of Charlotte Park, Section 22; thence leaving said westerly property line of said Charlotte Park, Section 22, and running South 54° 29' 18" West a distance of 90.0 feet to a point; thence South 51° 27' 47" East a distance of 42.70 feet to a point, said point further described as being the northeasterly corner of a tract of land owned by Paul J. Bass, as recorded in Book 519, page 59, Register's Office Davidson County, Tennessee; thence running along the northerly property line of the said Bass property South 48° 15' 29" West a distance of 735.55 feet to a point lying on the easterly property line of a tract of land owned by A. B. Pratt as recorded in Book 1851, page 583, Register's Office Davidson County, Tennessee; thence running along the easterly property line of the said Pratt property North 50° 01' 08" West a distance of 598.77 feet to a point, said point further described as being the southwesterly corner of a tract of land owned by A. W. Terrell & Son, Inc., as recorded in Book 3967, page 61, Register's Office Davidson County, Tennessee; thence running along the southerly property line of the said Terrell property North 44° 10' 28" East a distance of 458.10 feet to a point, said point further described as being the southeasterly corner of the said Terrell property; thence running along the easterly property line of the said Terrell tract North 47° 55' 49" West a distance of 416.66 feet to a point, said point further described as lying on the southerly margin of Premier Drive; thence leaving the easterly property line of the said Terrell

CONT'D

property and running along the said southerly margin of Premier Drive as follows: North 44° 13' 40" East a distance of 86.16 feet to a point, said point further described as lying at the beginning of a curve having a radius of 269.94 feet; thence around said curve to the right a distance of 192.73 feet to a point, said point further described as lying at the beginning of a curve having a radius of 313.78 feet; thence around said curve to the left a distance of 228.41 feet to the point of tangency; thence North 43° 25' 49" East a distance of 2.58 feet to the point of beginning.

TRACT NO. 2:
LAND in the 8th Civil District of Davidson County, Tennessee, BEING a Reserved Parcel, as shown on the Plan of Mount Hickory Subdivision, as recorded in Book 4175, page 47, Register's Office for said County, described as follows:

BEGINNING at a concrete monument at the intersection of the north margin of Premier Drive and the south margin of Interstate 40; thence North 44° 13' 40" East 378.98 feet to an existing monument; thence South 48° 33' 24" East 142.70 feet to a concrete monument in the northerly margin of Premier Drive; thence with a curve to the right along the northerly margin of Premier Drive 192 feet to a concrete monument; thence continuing along the northerly margin of Premier Drive with a curve to the left 228.43 feet to the point of beginning.

BEING the same property conveyed to A G S MOUNT HICKORY ASSOCIATES, A TENNESSE LIMITED PARTNERSHIP, by DEED of record in Book 5497, page 749, Register's Office for Davidson County, Tennessee.

EXHIBIT B

1. Taxes for the year 1981 and subsequent years.

2. Lack of direct access to Interstate I-40 from Tract No. 2, such right of access having been granted to the State of Tennessee by DEED of record in Book 3069, page 613, Register's Office for Davidson County, Tennessee.

3. Ten-foot public utility and drainage easement, 50-foot minimum building setback line from Premier Drive and conditions of owners certificate as shown on plan of record in Book 4175, page 47, Register's Office for Davidson County, Tennessee.

4. Agreement and restrictive covenants as contained in instrument of record in Book 4380, page 794, Register's Office for Davidson County, Tennessee.

5. Financing Statement of record in Book 5497, page 766, Register's Office for Davidson County, Tennessee, and in the Secretary of State's Office in DD9529R.

6. Deed of Trust dated June 1, 1979 from AGS Mount Hickory Associates, a Tennessee limited partnership, by its sole general partner, AGS Properties, a New York limited partnership, to William E. Leary, Trustee, recorded in Book 5497, page 753, Register's Office for Davidson County, Tennessee.

7. Assignment of Rents dated September 6, 1979 from AGS Mount Hickory Associates, a Tennessee limited partnership, by its sole general partner, AGS Properties, a New York limited partnership, to John Hancock Mutual Life Insurance Company, recorded on September 12, 1979 in Book 5497, page 763, Register's Office for Davidson County, Tennessee.

8. Rights of tenants in possession, as tenants only.

9. Zoning laws, ordinances and regulations and any amendments thereto now or hereafter adopted which do not prevent the present use of the premises.

RECEIVED
IDENTIF. REFERENCE
JAN 22 2 48 PM '81
FELIX Z. WILSON REGISTER
DAVIDSON COUNTY, TENN.
G.2.6389

OFFICIAL RECEIPT

FELIX Z. WILSON, II

REGISTER OF DAVIDSON COUNTY
NASHVILLE, TENNESSEE

RECEIVED OF BOOK 5702 PAGE 785

FOR

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.	4,984,825.00		
			.50 PRFE	
			10.00 RECRD	
			CHECK	10378.98-
			6121AC1/82/81 BAL	.00

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

626389

T
IDENTIF. REFERENCE

JAN 22 2 48 PM '81

FELIX Z. WILSON JR. REGISTER
DAVIDSON COUNTY, TENN.

No. 803161