This instrument prepared by:
Thomas C. Scott
Tune, Entrekin & White
26th Floor, First American Center
Nashville, Tennessee 37238

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

The actual consideration or value, whichever is greater, for this transfer is $900,000.00.

Affiant

Subscribed and sworn to before me this 1st day of February, 1982.

Notary Public

My commission expires:

G 78552

IDENTIFICATION REFERENCE

FEB 3 3 26 PM '82

REGISTER
DAVIDSON COUNTY, TENN.

RECEIVED

Address New Owner:	Send Tax Bills To:	Map and Parcel No.:
Whitehall Associates c/o Commerce Properties, Inc. Suite 401 1701 West End Avenue Nashville, Tennessee 37203	Whitehall Associates c/o Commerce Properties, Inc. Suite 401 1701 West End Avenue Nashville, Tennessee 37203	Map 92-12 Parcel 489

FOR AND IN CONSIDERATION OF THE SUM OF TEN DOLLARS ($10.00), cash in hand paid by the hereinafter named Grantee, and other good and valuable consideration, the receipt of which is hereby acknowledged, we, LEE F. NOEL and J. D. EATHERLY, hereinafter called the "Grantors", and EMILY J. NOEL and DAISY L. EATHERLY, hereinafter call the "Grantors' Wives", have bargained and sold, and by these presents do transfer and convey unto WHITEHALL ASSOCIATES, a joint venture, hereinafter called the "Grantee", its successors and assigns, a certain parcel of land in Davidson County, Tennessee, described as follows, to-wit:

Being the easterly part of Lot 136 on the Map of the Boyd Home Place, as of record in Book 21, Page 39, Register's Office for said County, and more particulary described according to a survey prepared by Barry Greer & Associates, Land Surveyors, Job No. 795, dated April 13, 1978, as follows:

Beginning at an iron pin set at the intersection of the south right-of-way of West End Avenue and the west right-of-way of 17th Avenue, South; thence, with said right-of-way of 17th Avenue, South, south 32 degrees 00 minutes east, 162.00 feet to the intersection with the north right-of-way of Broadway Avenue; thence, with said right-of-way of Broadway Avenue, south 40 degrees 36 minutes west, 103.80 feet to an iron pin at the southeast corner of the property conveyed to Anna Roesch Foutch, by deed of record in Book 2601, Page 348, Register's Office for Davidson County, Tennessee; thence with the east line of said Foutch property, north 32 degrees 19 minutes west, 192.36 feet to an iron pin set in said south right-of-way of West End Avenue; thence with said right-of-way, north 57 degrees 36 minutes east, 100.10 feet to the point of beginning.

Being the same property conveyed to Lee F. Noel and J. D. Eatherly by deed from White Hall Morrison, Jr., Reber Boult, John S. Herbert, and

the Estate of Robert D. Herbert, Jr., with Anne Brown Herbert, Reber Boult and Third National Bank as both Co-Executors and Co-Trustees, of record in Book 5277, Page 297, Register's Office for Davidson County, Tennessee.

This conveyance is subject to:

1. 1982 real property taxes which have been prorated between the parties and which are assumed by the Grantee.

2. Leases with tenants in possession of portions of the above described property which have been assigned to the Grantee by a separate assignment of even date herewith.

The Grantors' Wives join in this conveyance for the purpose of conveying all marital rights or any other rights they may have to the Grantee.

THIS is improved property known as the Whitehall Building, Nashville, Tennessee.

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 successors 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.

And we do further covenant and bind ourselves, our heirs and representatives, to warrant and forever defend the title to the said land to the said Grantee, its successors and assigns, against the lawful claims of all persons whomsoever.

WITNESS our hands, this the 1st day of February, 1982.

Lee F. Noel
LEE F. NOEL

Emily J. Noel
EMILY J. NOEL

J. D. Eatherly
J. D. EATHERLY

Daisy L. Eatherly
DAISY L. EATHERLY

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Personally appeared before me, the undersigned, a Notary Public in and for said County and State, the within named LEE F. NOEL, the within bargainor, with whom I am personally acquainted, who acknowledged that he executed the within instrument for the purposes therein contained.

WITNESS my hand and official seal at Nashville, Tennessee, this the 3rd day of February, 1982.

Juanita J. Thomason
NOTARY PUBLIC

My commission expires: July 21, 1984

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Personally appeared before me, the undersigned, a Notary Public in and for said County and State, the within named EMILY J. NOEL, the within bargainor, with whom I am personally acquainted, who acknowledged that she executed the within instrument for the purposes therein contained.

WITNESS my hand and official seal at Nashville, Tennessee, this the 3rd day of February, 1982.

Juanita J. Thomason
NOTARY PUBLIC

My commission expires: July 21, 1984

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Personally appeared before me, the undersigned, a Notary Public in and for said County and State, the within named J. D. EATHERLY, the within bargainor, with whom I am personally acquainted, who acknowledged that he executed the foregoing instrument for the purposes therein contained.

WITNESS my hand and official seal at Nashville, Tennessee, this the 3rd day of February, 1982.

Juanita J. Thomason
NOTARY PUBLIC

My commission expires: July 21 1984

STATE OF TENNESSEE)
COUNTY OF DICKSON)

Personally appeared before me, the undersigned, a Notary Public in and for said County and State, the within named DAISY L. EATHERLY, the within bargainor, with whom I am personally acquainted, who acknowledged that she executed the foregoing instrument for the purposes therein contained.

WITNESS my hand and official seal at Dickson, Tennessee, this the 3RD day of February, 1982.

NOTARY PUBLIC

My commission expires: 6-1-83

OFFICIAL RECEIPT

FELIX Z. WILSON, II

REGISTER OF DAVIDSON COUNTY
NASHVILLE, TENNESSEE

RECEIVED OF _____

FOR BOOK 5848 PAGE 657

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

500000.00- CO
2340.00 CO TX
.50 PRFEE
5.00 WDEED
CHECK 2349.50-
1081A02/03/02 BAL .00

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

G78552

IDENTIF. REFERENCE

FEB 3 3 26 PM '02

FELIX Z. WILSON REGISTER
DAVIDSON COUNTY, TENN.

No. 865683