This Form furnished by Attorneys Title Company, Inc.

Form No. WD-2

FROM

I. R. Schulman, Trustee

TO

Calmark Real Estate Fund, Ltd.

For draftsman's use

This instrument prepared by:
SCHULMAN, LE ROY & BENNETT, P. C.
P. O. BOX 2707
NASHVILLE, TENN. 37219

BOOK 5971 PAGE 308

ADDRESS NEW OWNER (S) AS FOLLOWS:	SEND TAX BILLS TO:	MAP-PARCEL NUMBERS
Calmark Real Estate Fund, Ltd. (NAME)	Massachusetts Mutual Life Insurance Company	119-15-148
2121 Cloverfield Blvd. (STREET ADDRESS OR ROUTE NUMBER)	1295 State Street (STREET ADDRESS)	119-15-171
Santa Monica, Ca. 90404 (CITY) (STATE) (P. O. ZIP)	Springfield, Massachusetts 01111 (CITY) (STATE) (ZIP)	

(FOR REGISTER'S USE)

T 119505
IDENTIF. REFERENCE
Nov 30 5 13 PM '82
FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN

RUSH

STATE OF TENNESSEE }
COUNTY OF DAVIDSON }

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

$ 9,737,500.00 Affiant

SUBSCRIBED AND SWORN TO BEFORE ME, THIS THE 30th DAY OF November, 1982

Notary Public

MY COMMISSION EXPIRES: 4-12-85

(AFFIX SEAL)

For and in Consideration of the sum of TEN AND NO/100 ($10.00)---------- DOLLARS cash in hand paid, the receipt of which is hereby acknowledged,

I, I. R. SCHULMAN, TRUSTEE, have bargained and sold, and by these presents do transfer and convey unto the said CALMARK REAL ESTATE FUND, LTD., its successors ~~heirs~~ and assigns, a certain tract or parcel of land in Davidson County, State of Tennessee, described as follows, to wit:

(Description marked Exhibit A attached hereto.)
(See attached Exhibit B.)

11/30 0533 .02 CHECK

2712

BOOK 5971 PAGE 309

WD-2

This is unimproved ( ) improved (X) property, known as 141 Neese Drive, Nashville, Tennessee 37211
(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 CALMARK REAL ESTATE FUND, LTD., its successors heirs and assigns, forever.

And I do covenant with the said Calmark Real Estate Fund, Ltd. that I am lawfully seized and possessed of said land in fee simple; have a good right to convey it, and the same is unencumbered. except as herein set forth.

And I, I. R. Schulman, Trustee, do further covenant and bind myself, my principals, our successors, assigns heirs and representatives, to warrant and forever defend the title to the said land to the said Calmark Real Estate Fund, Ltd., its successors xxxx heirs and assigns against the lawful claims of all persons whomsoever.

Witness my hand this 30th day of November 1982

I. R. Schulman, Trustee

STATE OF TENNESSEE
COUNTY OF DAVIDSON

Personally appeared before me, Annie D Smith, a Notary Public in and for said County and State, the within named I. R. Schulman, Trustee,

the bargainor, with whom I am personally acquainted, and who acknowledged that he executed the within instrument for the purposes therein contained.

Witness my hand and official seal at Nashville, Tennessee, this 30th day of November, 1982.

Annie D Smith, Notary Public.

Commission expires 4-21-85

STATE OF TENNESSEE
COUNTY OF DAVIDSON

Before me, , a Notary Public of the State and County aforesaid, personally appeared , with whom I am personally acquainted, and who, upon oath, acknowledged self to be of the , the within named bargainor, a corporation, and that he as such , being authorized so to do, executed the foregoing instrument for the purpose therein contained, by signing the name of the corporation by self as .

Witness my hand and seal, at office in , this day of , 19 .

, Notary Public.

Commission expires .

EXHIBIT A

DESCRIPTION: BOOK 5971 PAGE 310

Tract No. I:

Land in Davidson County, Tennessee, being a portion of the property shown on the Plat of "The Gazebo", of record in Book 4675, page 70, described as follows:

BEGINNING at a point lying on the southerly margin of Neese Drive, said point being further described as lying South 3° 20' 44" West, a distance of 5.00 feet from the northwest corner of Lot No. 15 on the Plan of Neese Heights, as of record in Book 1424, page 114, Register's Office of Davidson County, Tennessee; thence running with the westerly line of said Lot No. 15, South 3° 20' 44" West, a distance of 167.61 feet to the southwest corner of said Lot No. 15; thence running with the southerly line of the Neese Heights, South 86° 50' east, a distance of 1,019.00 feet to a point; thence South 3° 00' 00" West, 224.72 feet to a point; thence North 86° 50' 00" West, 25.0 feet to a point; thence South 3° 00' 00" West 124.72 feet to a point; thence North 86° 50' 00" West, 319.03 feet to a point; thence South 2° 33' 00" West, 99.87 feet to a point; thence North 86° 50' 00" West, 131.16 feet to a point; thence South 47° 35' 00" West, 265.78 feet to a point; thence South 43° 03' 59" East a distance of 244.55 feet to a point; thence South 2° 30' 00" West, a distance of 189.00 feet to a point; thence South 26° 30' 00" West, a distance of 263.00 feet to a point; said point being further described as the northeast corner of the Metropolitan Board of Education property; thence running with the northerly line of the Metropolitan Board of Education property, North 87° 17' 00" West, a distance of 421.16 feet to a point; thence leaving the said northerly line and running with the easterly line of the Metropolitan Board of Education property, North 2° 33' 00" East, a distance of 480.1 feet to a point; thence leaving said easterly line of the Metropolitan Board of Education property North 54° 56' 00" East, a distance of 37.87 feet to a point; thence North 2° 33' 00" East a distance of 90.34 feet to a point; thence North 20° 12' 00" West, a distance of 77.58 feet to a point, said point being further described as being the northeast corner of Lot No. 1 on the Plan of Southlake, Section Four, as of record in Book 3300, page 85, Register's Office of Davidson County, Tennessee; thence running with the easterly line of the said Southlake Section Four, north 2° 33' 00" East, a distance of 437.82 feet to a point, said point being further described as being the northeast corner of Lot No. 31 on the said Plan of Southlake, Section Four, thence running with the northerly boundary line of Lots 31, 33 and 34 on the said Plan of Southlake, Section Four, North 51° 45' 35" West a distance of 351.67 feet to a point lying on the southerly margin of Neese Drive; thence running with the southerly margin of Neese Drive around a curve, having a radius of 516.22 feet to the right, a distance of 185.96 feet to a point; thence North 7° 24' 46" West, a distance of 20.00 feet to a point; thence around a curve having a radius of 536.22 feet to the right, a distance of 95.30 feet to a point; thence North 2° 46' 11" East, a distance of 10.00 feet to a point; thence around a curve having a radius of 546.22 feet to the right, a distance of 4.06 feet to a point; thence South 86° 48' 16" East, a distance of 19.05 feet to the point of beginning, containing an area of 19.20 acres, more or less.

Tract No. II:

Land in Davidson County, Tennessee, being a portion of the property shown on the Plat of "The Gazebo", of record in Book 4675, page 70, described as follows:

BEGINNING at a point lying on the northerly margin of Neese Drive, said point being further described as lying North 3° 47' 56" East, a distance of 15.00 feet from the southwest corner of Lot No. 16 on the Plan of Neese Heights, as of record in Book 1424, page 114, Register's Office for Davidson County, Tennessee; thence running with the northerly margin of Neese Drive, North 86° 48' 16" West, a distance of 19.35 feet to a point; thence around a curve, having a radius of 616.22 feet to the left, a distance of 114.09 feet to a point; thence North 7° 24' 46" West a distance of 20.00 feet to a point; thence running with a curve having a radius of 636.22 feet to the left, a distance of 229.20 feet to a point; thence running with a curve having a radius of 636.96 feet to the left, a distance of 77.33 feet to a point; thence South 35° 03' 12" East, a distance of 10.00 feet to a point; thence south 54° 56' 48" West, a distance of 47.49 feet to a point; said point being further described as the southeast corner of Lot No. 38 on the Plan of Southlake, Section Four, as of record in Book 3300, page 85; thence leaving said northerly margin and running along the easterly line of said Lot No. 38, North 35° 22' 12" West, a distance of 62.21 feet to a point; thence leaving the easterly line of Lot No. 38 and running with the easterly line of Southlake, Section Three, as of record in Book 2331, page 97, Register's Office for Davidson County, Tennessee, North 12° 28' 02" East, a distance of 272.23 feet to a point; thence leaving said Southlake, Section Three's easterly line and running along the southerly line of Thompson Heights, Section Two, as of record in Book 2331, page 49, Register's Office for Davidson County, Tennessee; South 86° 18' 46" East, a distance of 440.54 feet to a point, said point further described as being the northwest corner of said Lot No. 16 on the Plan of Neese Heights; thence along the westerly line of said Lot No. 16, South 3° 47' 56" West, a distance of 159.93 feet to the point of beginning, containing an area of 2.14 acres, more or less.

Being part of the same property conveyed to Lewis D. Pride, Trustee, with full powers to mortgage, sell, transfer and convey without the joinder of any beneficiary, by deed from Ervin M. Entrekin, Trustee, and Southlake Syndicate, acting by and through Ervin M. Entrekin, Trustee, of record in Book 4776, page 854, said Register's Office, the said Lewis D. Pride having since died and I. R. Schulman having been appointed as Trustee by Appointment and Designation of Substitute Trustee, dated September 15, 1978, of record in Book 5351, page 829, said Register's Office.

EXHIBIT B

Deed of trust executed by Gazebo Development Company, a joint venture, and Lewis D. Pride, Trustee, to William N. Dearborn, Trustee, of record in Book 4778, page 462, Register's Office for Davidson County, Tennessee, dated December 31, 1973, to secure to Commerce Union Bank, an indebtedness in the amount of $3,270,000.00, and any other sums which may be and become payable under the terms thereof, including but not limited to principal, interest and service fee.

Said deed of trust assigned to Massachusetts Mutual Life Insurance Company by assignment dated November 19, 1975, recorded November 19, 1975, of record in Book 4972, page 640, Register's Office for Davidson County, Tennessee.

Amendment of said Deed of Trust and note dated November 19, 1975, of record in Book 4972, page 642, Register's Office for Davidson County, Tennessee.

Amendment of said Deed of Trust and note dated November 30, 1982, of record in Book ____, page ____, Register's Office for Davidson County, Tennessee.

Deed of trust executed by Gazebo Development Company, a joint venture, and Lewis D. Pride, Trustee, to William N. Dearborn, Trustee, of record in Book 4778, page 476, said Register's Office, dated December 31, 1973, to secure to Commerce Union Bank, an indebtedness in the amount of $580,000.00, and any other sums which may be and become payable under the terms thereof, including but not limited to principal, interest and service fee.

Said deed of trust assigned to Massachusetts Mutual Life Insurance Company by assignment dated April 27, 1976, recorded April 28, 1976, of record in Book 5019, page 630, Register's Office for Davidson County, Tennessee.

Amendment of Deed of Trust and note dated April 27, 1976, recorded April 28, 1976, of record in Book 5019, page 632, Register's Office for Davidson County, Tennessee.

Amendment of said Deed of Trust and note dated November 30, 1982, of record in Book ____, page ____, Register's Office for Davidson County, Tennessee.

Deed of Trust executed by I. R. Schulman, Trustee, for the Gazebo Development Company, a Joint Venture, to Robert P. Thomas, Trustee, of record in Book 5847, page 552, said Register's Office, dated January 29, 1982, to secure to F & M Realty Mortgage Corporation, a Virginia Corporation, an indebtedness in the amount of $2,000,000.00, and any other sums which may be and become payable under the terms thereof, including but not limited to principal, interest and service fee.

Financing Statement filed in the Register's Office for Davidson County, Tennessee, of record in Book 4972, page 649.

Continuation Statement filed in Book 5670, page 397, Register's Office for Davidson County, Tennessee.

Financing Statement filed in the Register's Office for Davidson County, Tennessee, of record in Book 5019, page 638.

Continuation Statement filed in Book 5736, page 354, Register's Office for Davidson County, Tennessee.

Financing Statement No. 7718, dated November 2, 1977, recorded in Office of Secretary of State of Tennessee and continued by No. 1463, dated April 23, 1981.

Financing Statement filed in the Register's Office for Davidson County, Tennessee, of record in Book 5217, page 708.

Financing statement filed in the Register's Office for Davidson County, Tennessee, of record in Book 5217, page 711.

Financing Statement filed in the Register's Office for Davidson County, Tennessee, of record in Book 5847, page 575.

Financing Statement filed in the Secretary of State's Office, State of Tennessee Number 007659.

Collateral Assignment of Rents and leases executed by I. R. Schulman, Trustee, for the Gazebo Development Company, a Joint Venture, of record in Book 5847, page 564, Register's Office for Daivdson County, Tennessee..

Rights of tenants as tenants in actual possession of all or any part of the premises, other than the insured.

The Plan of record in Book 4675, page 70, Register's Office for Davidson County, Tennessee, shows an owner's certificate, copy attached, certain easements for public utility, drainage and sewer purposes, to which plan reference is here made. Said Plan amended by instrument of record in Book 4963, page 448, Register's Office for Davidson County, Tennessee.

Easement granted the City of Nashville by Gertrude Castleman of record in Book 3507, page 86, Register's Office for Davidson County, Tennessee.

Easement for Sanitary Sewer granted City of Nashville by D. R. Mingle, of record in Book 3507, page 132, Register's Office for Davidson County, Tennessee. Said easement amended of record in Book 4962, page 165, Register's Office for Davidson County, Tennessee.

Easement of record in Book 3508, page 390, Register's Office for Davidson County, Tennessee.

Easement for Sanitary Sewer granted City of Nashville by R. M. Fly and wife, of record in Book 3507, page 126, Register's Office for Davidson County, Tennessee.

A 20 foot permanent easement and a 10 foot temporary easement for Sanitary Sewers and/or Storm drainage conveyed by Ervin M. Entrekin, Trustee, to Metropolitan Government of Nashville, of record in Book 4735, page 837, Register's Office for Davidson County, Tennessee.

A 10 foot permanent easement for Sanitary Sewers and/or Storm drainage conveyed by Lewis D. Pride, Trustee, to Metropolitan Government of Nashville, of record in Book 4962, page 162, Register's Office for Davidson County, Tennessee.

A 20 foot permanent easement and a 10 foot temporary easement fo Sanitary Sewers and/or storm drainage conveyed by Ervin M. Entrekin, Trustee, to Metropolitan Government of Nashville, of record in Book 4868, page 625, Register's Office for Davidson County, Tennessee.

A 10 foot permanent easement and a 20 foot temporary easement for Sanitary Sewers and/or Storm drainage conveyed by Lewis D. Pride, Trustee, to Metropolitan Government of Nashville, of record in Book 4868, page 625, Register's Office for Davidson County, Tennessee.

A permanent easement irregular in shape and a 10 foot easement for Sanitary sewers and/or storm drainage conveyed by Lewis D.

Pride, Trustee, to Metropolitan Government of Nashville, of record in Book 4888, page 662, Register's Office for Davidson County, Tennessee.

Sewer Easement of record in Book 5176, page 956, Register's Office for Davidson County, Tennessee.

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

RECEIVED OF _____

FOR _____

BOOK 5971 PAGE 315

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	9,737,500.00		
			26317.50 CO TX	
			.50 PRFEE	
			21.00 WDEED	
			CHECK#5389.00-	
2712A	11/30/82	BAL	.00	

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

H 1 9 5 0 5

IDENTIF. REFERENCE

Nov 30 5 13 PM '82

FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN

No. 913085