This Instrument Prepared By:
BASS, BERRY & SIMS (KBS)
2700 First American Center
Nashville, Tennessee 37238

SPECIAL WARRANTY DEED

BOOK 5178 PAGE 493

Address New Owner(s):	Send Tax Bills To:	Map-Parcel Nos.
Thomas C. Scott, Trustee 26th Floor, First American Center Nashville, Tennessee 37238	RCM Interests 162 Fourth Avenue, North Nashville, Tennessee 37219	93-6-2 4, 30 & 64

FOR AND IN CONSIDERATION of the sum of One Million Four Hundred Seventy-Five Thousand ($1,475,000) Dollars, payable $200,000 in cash, receipt of which is hereby acknowledged, and $1,275,000 by a Promissory Note of even date herewith executed by Thomas C. Scott, Trustee, as maker, payable as provided therein (the "Note"), secured by the lien of a Deed of Trust of even date herewith (the "Deed of Trust") on the property described herein, Phillips & Buttorff Corporation ("Grantor") has bargained and sold, and by these presents does transfer and convey unto the said Thomas C. Scott, Trustee with full power to transfer, convey, mortgage or encumber without the joinder of any beneficiary ("Grantee"), his heirs and assigns, subject to the condition subsequent and Grantor's right of reentry hereinafter set forth, certain tracts or parcels of land in Davidson County, State of Tennessee, more fully described on Exhibit A attached hereto, together with all easements, rights-of-way, and rights and privileges appurtenant thereto, and the building located thereon (all the foregoing being herein referred to as the "Property").

TO HAVE AND TO HOLD the Property, with the appurtenances, estate, title and interest thereto belonging, to GRANTEE, his heirs, successors and assigns, on the express condition that so long as any portion of the indebtedness evidenced by the Note remains unpaid, no building or structure, including a parking garage, shall be constructed on that portion of the Property designated as Tract 2 on Exhibit A ("Tract 2") and/or the land which is currently that portion of Commerce Street which is adjacent to that portion of the Property designated as Tract 1 on Exhibit A ("Tract 1"), nor shall any such construction be

commenced thereon nor a building permit be obtained therefore, and in the event of a breach of the foregoing condition, the GRANTOR, its successors and assigns, shall have the right of entry and may take possession and title to the Property; provided, however, if any tenant under any lease in effect on the date hereof has not vacated the building located on Tract 1 at such time as the hereinabove described construction is commenced or a building permit issued, as hereinabove set forth, the right of entry herein reserved shall not become effective until the earlier to occur of (i) the vacating of the building on Tract 1 by the tenant, (ii) the blocking of vehicular access to the loading dock of the building located on Tract 1, or (iii) failure to pay the Note when due. At such time as the Note is paid in full and/or the lien of the Deed of Trust on Tract 1 is released by the recordation of a full release of lien, the condition subsequent and right of entry hereinabove set forth shall automatically cease and terminate. Grantor does covenant with the said Grantee that it is lawfully seized and possessed of said land in fee simple, has a good right to convey it, and the same is unencumbered except for 1983 real property taxes and matters shown on surveys of the Property prepared by American Engineering & Surveying Co., dated November 8, 1982. Grantor does further covenant and bind itself, its assigns and representatives, to warrant and forever defend the title to said Property to the Grantee, his heirs, successors and assigns, against the lawful claims of all persons claiming by, through, or under Grantor.

IN WITNESS WHEREOF, Grantor has caused this Special Warranty Deed to be executed by its duly authorized officers on this 1st day of November, 1983.

PHILLIPS & BUTTORFF CORPORATION

By _____

Title: Pres.

ATTEST:

_____

Title: Asst. Sec.

RECEIVED
IDENTIF. REFERENCE
Nov 10 1 20 PM '83

H87277.

STATE OF TENNESSEE)
)
COUNTY OF DAVIDSON)

BOOK 6178 PAGE 495

Before me, the undersigned, a Notary Public in and for the State and County aforesaid, personally appeared Neal L. Jennings _____ and R. Hix Clark _____, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged themselves to be the _____ President _____ and Secretary _____, respectively, of Phillips & Buttorff Corporation _____, the within named bargainor, a corporation, and that they as such officers executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by the said Neal L. Jennings _____ as President _____ and attesting the same by the said R. Hix Clark _____ as Secretary _____.

WITNESS my hand, at office in Nashville _____, Davidson _____ County, Tennessee _____, this 18th _____ day of November _____, 1983.

Linda L. Durham
Notary Public

My Commission Expires: July 21 1985

STATE OF TENNESSEE)
)
COUNTY OF DAVIDSON)

The actual consideration or value of this transfer (whichever is greater) is $1,475,000.00.

Affiant

Sworn to and subscribed before me this 18th day of November, 1983.

Notary Public

My Commission Expires: July 21, 1984

EXHIBIT A

Two tracts of land in Davidson County, Tennessee, described as follows:

BOOK 5178 PAGE 496

TRACT 1

A TRACT of land located in the First Civil District of Metropolitan Nashville and Davidson County, Tennessee. Being situated on the northeast corner of the intersection of Third Avenue North with Commerce Street, and being more particularly described as follows:

BEGINNING at a P&K nail located in the easterly right of way margin of Third Avenue North at the point of intersection with the northerly right of way margin of Commerce Street; Thence following the easterly right of way margin of Third Avenue North, North 27 degrees, 36 minutes, 29 seconds West, a distance of 85.08 feet to a P&K nail; Thence, leaving the aforementioned Avenue's margin and following the south margin of Metro Alley No. 6, North 62 degrees, 50 minutes, 58 seconds East, a distance of 105.91 feet to a P&K nail; Thence, following the westerly margin of Metro Alley No. 15, South 27 degrees, 18 minutes, 55 seconds East, a distance of 85.08 feet to a P&K nail; Thence following the northerly right of way margin of Commerce Street, South 62 degrees, 51 minutes, 03 seconds West, a distance of 105.48 feet to the point of beginning.

TRACT contains 8,992 square feet or 0.206 acre, more or less.

The above described property is part of the property conveyed to Industrial Realty Co., Inc. by deed from Church of Christ Foundation, Inc., of record in Book 3499, page 419, Register's Office for said County. Phillips & Buttorff Corporation being the successor by merger to Industrial Realty Co., Inc.

TRACT 2

BEING part of Lot No. 28 on the plan of the original Town of Nashville, not of record, described as follows:

BEGINNING at an iron pin located at the southwest corner of 2nd Avenue North, as widened, and Commerce Street; Thence with the westerly margin of 2nd Avenue North, South 27 degrees, 01 minutes, 49 seconds East, a distance of 60.38 feet to an iron pin, said iron pin being the northeast corner of James N. Stansell, et al., of record in Deed Book 4035, page 556, R.O.D.C.; Thence with Stansell's northerly line, South 62 degrees, 19 minutes, 00 seconds West, a distance of 91.00 feet to an iron pin, said iron pin being Stansell's northwest corner; Thence, continuing with Stansell's property, South 27 degrees, 41 minutes, 00 seconds East, a distance of 6.00 feet to an iron pin, said iron pin being the northerly terminus of an alley; Thence with said alley and the northerly property line of Third National Bank, South 62 degrees, 30 minutes, 08 seconds West, a distance of 113.66 feet to an iron pin in the easterly margin of 3rd Avenue North, said iron pin being the northwest corner of the Third National Bank property, of record in Deed Book 3908, page 504, R.O.D.C.; Thence with the easterly margin of 3rd Avenue North, North 27 degrees, 22 minutes, 47 seconds West, a distance of 67.92 feet to an iron pin, said iron pin being the southeast corner of 3rd Avenue North and Commerce Street; Thence, with the southerly margin of Commerce Street, North 62 degrees, 51 minutes, 03 seconds East, a distance of 205.00 feet, to the point of beginning and containing an area of 0.304 acre, more or less.

The above described property was conveyed to First National Company by deed from First National Garage, Incorporated, of record in Book 3254, page 149, Register's Office for said County, and conveyed to Phillips & Buttorff Corporation by First National Company by Quitclaim Deed of record in Book 6178, page 489, said Register's Office.

Said property is unencumbered, except for taxes for the current year which have been prorated and assumed by the Grantee.

11/18 3847.50- CHECK

3687

OFFICIAL RECEIPT

FELIX Z. WILSON, II

REGISTER OF DAVIDSON COUNTY
NASHVILLE, TENNESSEE

RECEIVED OF _____

FOR _____

BOOK 6178 PAGE 497

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
		1,475,000.00 CONV.		
			3835.00 CSTAX	
			.50 PRFEE	
			12.00 WDEED	
			CHECK 3847.50-	
			3687A11/18/83 BAL .00	

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

HB7277

IDENTIF. REFERENCE

Nov 18 1 20 PM '83

FELIX Z. WILSON, II, REGISTER
DAVIDSON COUNTY, TN

No. 994470