OFFICIAL RECEIPT

BOOK 6194 PAGE 343

Address New Owner:	Send Tax Bills to:	Map-Parcel Numbers
National Life Insurance Company Montpelier, Vermont 05604	Same	17-13 Par. 4.
This instrument prepared by: Boult, Cummings, Conners & Berry, 21st Floor, First American Center, Nashville, TN 37238		

SPECIAL WARRANTY DEED

FOR AND IN CONSIDERATION of the sum of Ten Dollars ($10.00) cash in hand paid, and other good and valuable considerations, the receipt and sufficiency of all of which are hereby acknowledged, Martin Hayes & Company, Inc. (the "Grantor") has bargained and sold, and by these presents does transfer and convey unto the said National Life Insurance Company, a Vermont corporation (the "Grantee"), Grantee's successors and assigns, a certain tract or parcel of land in Davidson County, State of Tennessee, described in Exhibit A which is attached hereto and incorporated herein by reference (the "Property").

This conveyance of the Property, and all covenants and warranties contained herein, are made expressly subject to the matters listed and described in Exhibit B which is attached hereto and incorporated herein by reference.

This is improved property, known as Insurance Exchange Building, 2 Vantage Way, MetroCenter, Nashville, Tennessee.

STATE OF TENNESSEE
COUNTY OF DAVIDSON
The actual consideration or value, whichever is greater, for this transfer is $6,900,000.00.

Terrence A. Reed
Affiant

Subscribed and sworn to before me this 14th day of December, 1983.

Mary Ann McClure
Notary Public
My Commission Expires: 7/21/85

12/14 17952.50-CHECK

9567

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, Grantee's successors and assigns, forever.

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

And Grantor does further covenant and bind itself, its successors and assigns, to warrant and forever defend the title to the Property to the said Grantee, Grantee's successors and assigns, against the lawful claims of all persons claiming by, through, or under it.

IN WITNESS WHEREOF, the Grantor has caused this Deed to be executed this 14th day of December, 1983, the corporate party, if any, having caused its name to be signed hereto by its duly authorized officers on said day and date.

MARTIN HAYES & COMPANY, INC.

By: _____

Title: Sr Vice Pres

STATE OF TENNESSEE

COUNTY OF DAVIDSON

Before me, Mary Ann McClure, a Notary Public of the State and County aforesaid, personally appeared Donald E. Williams, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself to be Sr. Vice Pres. of Martin Hayes & Company, Inc., the within named bargainor, a corporation, and that he as such Sr. Vice Pres. executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by himself as Sr. Vice Pres.

WITNESS my hand and seal, at office in Nashville, Tennessee, this 14th day of December, 1983.

Mary Ann McClure

Notary Public

My Commission Expires: 7/21/85

EXHIBIT A

A tract of land in the First Civil District, Nashville, Davidson County, Tennessee, being lot number 5-A on the Plan of Metrocenter, Tract 5-A, as of record in Book 4715, page 70 Register's Office for Davidson County, Tennessee, resubdividing a part of Block "G", Section number 1, as of record in Book 4675, page 48, said Register's Office, described according to a survey prepared by Barge, Waggoner, Sumner & Cannon, dated March 8, 1976, revised December 2, 1983 (File No. 5979), as follows:

Beginning at a point in the northerly margin of Vantage Way, 50.00 feet from the intersection of Great Circle Road;

Thence, S 54° 47' 33" W, 49.11 feet;

Thence, with a curve to the right having a central angle of 12° 28' 14", a radius of 1,458.00 feet and a distance of 317.34 feet;

Thence, continuing with Vantage Way S 67° 15' 47" W, 283.55 feet;

Thence, leaving Vantage Way, N 22° 44' 13" W, 400.00 feet;

Thence, N 65° 48' 24" E, 615.80 feet to Great Circle Road;

Thence, southerly with a curve to the left having a central angle of 00° 19' 51", a radius of 1,237.00 feet and a distance of 7.14 feet;

Thence, S 35° 12' 27" E, 311.40 feet;

Thence, with a curve to the right having a central angle of 90° 00', a radius of 50.00 feet and a distance of 78.54 feet to the point of beginning.

Containing 6.00 acres, more or less.

Being the same property conveyed to Martin Hayes Equities Corporation by deed from Mat-Nel Company, a partnership, of record in Book 4788, page 866, Register's Office for said County, the same having become vested in the Grantor upon its merger with Martin Hayes Equities Corporation on April 4, 1978.

OFFICIAL RECEIPT

EXHIBIT B

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TITLE EXCEPTIONS

1. Deed of Trust and Security Agreement "A" from Martin Hayes Equities Corporation to Robert J. Walker, Trustee, of record in Book 4925, page 278, Register's Office for Davidson County, Tennessee, which instrument was assigned to Phoenix Mutual Life Insurance Company by assignment of record in Book 5030, page 126, said Register's Office.

2. Collateral Assignment of Leases and Income "A" between Martin Hayes Equities Corporation and Commerce Union Bank of Nashville, Tennessee, dated June 20, 1975, and of record in Book 4925, page 290, said Register's Office, which instrument was also assigned to Phoenix Mutual Life Insurance Company by the assignment aforesaid.

3. Financing Statement between Martin Hayes Equities Corporation and Commerce Union Bank of record in Book 4925, page 312, said Register's Office.

4. Lease dated May 14, 1976, between Martin Hayes Equities Corporation and South Central Bell Telephone Company, of record in Book 5046, page 219, said Register's Office, as amended by amendments dated May 18, 1979, and May 15, 1981, of record in Book 5468, page 16, and Book 5756, page 232, respectively.

5. Lease between Martin Hayes Equities Corporation and Third National Bank, of record in Book 5156, page 303, said Register's Office.

6. Restrictive Covenants of record in Book 4788, page 861, said Register's Office.

7. Conditions of the owner's certificate, easements, setback lines, and other matters appearing upon the recorded plan, of record in Book 4715, page 70, said Register's Office.

PUSH

IDENTIF. REFERENCE

H 9 2 0 9 1

DEC 14 4 02 PM '83

FELIX A. WILSON REGISTER
DAVIDSON COUNTY, TN

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

RECEIVED OF _____

FOR _____

BOOK 6194 PAGE 347

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-	6,900.0000-00		
			17940.00	CSTAX
			.50	PRFEE
			12.00	WDEED
				CHECK 17952.50-
			9567A 12/14/83	BAL .00

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

H 92091

IDENTIF. REFERENCE

DEC 14 4 02 PM '83

FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN

No. 175