jvc/12/9/83

This instrument prepared by:
DEARBORN & EWING, ATTORNEYS
Suite 1200, One Commerce Place
Nashville, Tennessee 37239

Address New Owner as follows:	Send Tax Bills to:	Map-Parcel No.
333 Associates, a Tennessee joint venture	Fidelity Federal Savings & Loan	42-16;
2209 State Street, Suite 4	401 Union	Parcel 211
Nashville, Tennessee 37203	Nashville, Tennessee	

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

The actual consideration or value, whichever is greater, for this transfer is $1,392,000.00.

J. Brent Hurd
AFFIANT

Subscribed and sworn to before me, this the 1st day of December, 1983.

NOTARY PUBLIC

My Comm. Expires: 7/21/85

SPECIAL WARRANTY DEED

FOR AND IN CONSIDERATION OF the sum of Ten Dollars, cash in hand paid by the hereinafter named GRANTEE, and other good and valuable considerations, the receipt of which is hereby acknowledged, J. Brent Hurd, Substitute Trustee, by instrument of record in Book 5584, page 371, Register's Office for Davidson County, Tennessee, hereinafter referred to as "GRANTOR", has bargained and sold, and by these presents does transfer and convey unto 333 Associates, a Tennessee joint venture, herein referred to as "GRANTEE", its successors and assigns the following described land and appurtenant easement in Davidson County, Tennessee, to wit:

(SEE EXHIBIT A ATTACHED HERETO AND INCORPORATED BY REFERENCE AS FULLY AS THOUGH COPIED HEREIN.)

Said property and easement is transferred subject to the limitations, restrictions and encumbrances set forth on Exhibit A.

ALL WARRANTIES OF GRANTOR HEREIN CONTAINED ARE EXPRESSLY LIMITED TO THOSE PERSONS OR PARTIES CLAIMING BY, THROUGH OR UNDER GRANTOR.

This is improved property known as the 333 Apartments.

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, heirs, and assigns, forever, and 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, unless otherwise herein set out; provided however, that said warranties and covenants are limited to the lawful claims of all parties claiming by, through, or under GRANTOR and only such parties. Whenever used, the singular number shall include the plural, the plural the singular, and the use of any gender shall be applicable to all genders.

WITNESS his hand as of this 1st day of December, 1983.

J. Brent Hurd, Substitute Trustee
J. Brent Hurd, Substitute Trustee

STATE OF TENNESSEE)

COUNTY OF DAVIDSON)

Personally appeared before me, Marilyn Lytle, a Notary Public in and for said County and State, the within named J. Brent Hurd, 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 seal, at office in Nashville, Tennessee, this the 9th day of December, 1983.

Marilyn Lytle
NOTARY PUBLIC

My Commission Expires: 7/21/85

EXHIBIT A

TRACT NO. 1:

333 Apartments Tract: Land located in the 11th Civil District of Davidson County, Tennessee, lying immediately to the east of the 333 Office Building Tract and being described by survey dated November 23, 1983, revised November 28, 1983, by McConnell Engineering, as follows:

BEGINNING at an iron pin situated in the southerly boundary line of Block "I", of Forest Park Subdivision as recorded in Book 843, page 44, Register's Office for Davidson County, Tennessee; said iron pin also being the most northeast corner of the 333 Office Building Tract as recorded in Book 5057, page 288, RODC., Tn; said iron pin also being N 89° - 53' - 19" E - 307.02 feet from the easterly margin of Gallatin Road and the southwest corner of the W. C. Moncrief Commercial Subdivision as recorded in Book 974, page 70, Register's Office for Davidson County, Tennessee; thence, with the said boundary line of Forest Park Subdivisbn N 89° - 53' - 19" E - 447.59 feet to an iron pin situated in the westerly margin of Brooks Ave. (unimproved); thence, with the said margin of Brooks Ave. S 01° - 37' - 38" W - 216.60 feet to an iron pin; said iron pin being the northeast corner of Madison's Realty Company's Subdivision as recorded in Book 547, page 164, Register's Office for Davidson County, Tennessee; thence, with the said boundary line of Madison Realty Company's Subdivision, N 89° - 58' - 08" W - 476.84 feet to an iron pin; said iron pin being the most southeast corner of the aforementioned 333 Office Building Tract; thence, with the easterly boundary line of the said 333 Office Building Tract N 02° - 16' - 11" E - 134.52 feet to a P.K. nail in the asphalt parking area; thence, S 89° - 57' - 42" E - 30.00 feet to a P.K. Nail in the asphalt parking area; thence, N 00° - 02' - 18" E - 80.99 feet to the point of beginning, containing 2.30 acres, more or less.

BEING the same property conveyed to J. R. Freeman, Trustee, with full power to mortgage, sell, transfer or convey any part or all of the same without the joinder of any beneficiary, by deed from Driver Investments, a partnership composed of Jack Daryl Driver, Celia Driver Ellis, Curtis L. Ellis, Kenneth Driver and Kenneth Driver, Trustee, for the trust created by Declaration of Trust by Carson C. Driver, Jr., and wife, Doris B. Driver, for the benefit of their grandchildren dated October 1, 1974, and formerly composed of Carson C. Driver, Jr., Doris B. Driver, Jack Daryl Driver, Celia Driver Ellis, Curtis L. Ellis, Kenneth Driver and Louis Harold Driver, of record in Book 5057, page 294, Register's Office for Davidson County, Tennessee, and being the same property vested in J. Brent Hurd as Substitute Trustee by Appointment of Substitute Trustee and Amendment to "333 Trust Agreement" of record in Book 5584, page 371, Register's Office for Davidson County, Tennessee.

TRACT NO. 2:

TOGETHER with a permanent nonexclusive joint use easements for ingress and egress from Gallatin Road to the 333 Apartments premises which adjoin these premises immediately to the east and for joint use parking in the existing parking spaces which are along the westerly side of the easterly line of the premises. These easements run in favor of the present and future owners, guest and tenants of both premises and exist in, over and upon the land, described as follows:

333 Office Building Tract: Land located in the 11th Civil District of Davidson County, Tennessee, described by survey dated November 23, 1983, revised November 28, 1983, by McConnell Engineering, as follows:

BEGINNING at an iron pin situated in the easterly margin of Gallatin Road; said iron pin being the southwest corner of the W. C. Moncrief Commercial Subdivision as recorded in Book 974, page 70, Register's Office for Davidson County, Tennessee; thence, leaving the said margin of Gallatin Road and with the southerly boundary line of the Moncrief Subdivision N 89° - 53' - 19" E - 307.02 feet to an iron pin; said iron pin being the most northwest corner of the 333 Apartments Tract as recorded in Book 5057, page 294, Register's Office for Davidson County, Tennessee; thence, with the westerly boundary line of the said 333 Apartments Tract S 00° - 02' -18" W - 80.99 feet to a P.K. nail in the asphalt parking area; thence, N 89° - 57' - 42" W - 30.00 feet to a P.K. Nail in the asphalt parking area; thence, S 02° - 16' - 11" W - 134.52 feet to an iron pin situated in the northerly boundary line of Madison Realty Company's Subdivision as recorded in Book 547, page 164, Register's Office for Davidson County, Tennessee; thence, with the northerly boundary line of said Madison Realty Company's Subdivision, N 89° - 58' - 08" W - 46.50 feet to an iron pin; said iron pin being the southeast corner of the Condra Development Co., property as recorded in Book 4456, page 722, Register's Office for Davidson County, Tennessee; thence, with the easterly boundary line of Condra Development Co., property, N 08° - 09' -39" E - 117.30 feet to a P.K. Nail in the asphalt parking area; thence, with the northerly boundary line of the Condra Development Co. property N 89° - 58' - 21" W - 256.45 feet to an iron pin situated in the aforementioned margin of Gallatin Road; thence, with the said margin of Gallatin Road N 08° - 28' - 00" E - 99.61 feet to the point of beginning, containing 0.81 acres, more or less.

BEING the same property conveyed to J. R. Freeman, Trustee, with full power to mortgage, sell, transfer or convey any part or all of the same without the joinder of any beneficiary, by deed from Driver Investments, a partnership formerly composed of Carson C. Driver, Jr., Doris B. Driver, Jack Daryl Driver, Celia Driver Ellis, Curtis L. Ellis, Kenneth Driver, and Kenneth Driver, Trustee, for the trust created by Declaration of Trust by Carson C. Driver, Jr., and wife, Doris B. Driver, for the benefit of their grandchildren dated October 1, 1974, of record in Book 5057, page 288, Register's Office for Davidson County, Tennessee, and being the same property vested in J. Brent Hurd, as Substitute Trustee, by Appointment of Substitute Trustee and Amendment to "333 Trust Agreement", of record in Book 5584, page 371, Register's Office for Davidson County, Tennessee.

Tract No. 2 conveys only the easement and not the 333 Office Building tract.

PERMITTED EXCEPTIONS:

1. Metro taxes for 1983, which have been prorated and assumed by Grantee.

2. Area contained in the property hereby insured.

3. Deed of Trust executed by Driver Investments, a partnership, to E. B. Tanner, Trustee, of record in Book 5020, page 408, Register's Office for Davidson County, Tennessee, dated April 29, 1976, to secure to First Federal Savings and Loan Association of Union City, Tennessee, an indebtedness in the amount of $500,000.00, and any other sums which may be and become payable under the terms thereof, including but not limited to principal, interest and service fee. (Applies to Tract I)

4. General Assignment of Present and Future Leases by Driver Investments, a partnership to First Federal Savings and Loan Association of Union City, Tennessee, of record in Book 5020, page 412, said Register's Office, to further secure an indebtedness in the amount of $500,000.00. (Applies to Tracts I and II)

5. Deed of Trust executed by J. R. Freeman, Trustee, with full power to mortgage, sell, transfer or convey any part of all of the same without joinder of any beneficiary to Don L. Smith, Trustee, of record in Book 5057, page 297, said Register's Office, dated January 27, 1976, to secure to Driver Investments, and indebtedness in the amount of $525,720.00, and any other sums which may be and become payable under the terms thereof, including but not limited to principal, interest and service fee. (Applies to Tract I)

6. Sanitary Sewers and/or storm drainage easement conveyed by deed from Crescent Amusement Company, to Davidson County, Tennessee, dated April 30, 1962, of record in Book 3374, page 296, Register's Office for Davidson County, Tennessee. (Applies to Tracts I and II)

7. Deed of Trust executed by J. R. Freeman, Trustee, with full power to mortgage, sell, transfer or convey any part or all of the same without joinder of any beneficiary, to Don L. Smith, Trustee, of record in Book 5057, page 291, said Register's Office, dated January 27, 1976, to secure to Driver Investments, an indebtedness in the amount of $131,430.00, and any other sums which may be and become payable under the terms thereof, including but not limited to principal, interest and service fee. (Applies to Tract II)

8. Easement conveyed in deed from Crescent Properties Company to Condra Development Company, a Tennessee corporation, dated November 2, 1970, of record in Book 4456, page 722, Register's Office for Davidson County, Tennessee. (Applies to Tract II)

9. Permanent Joint Use Easement retained by Driver Investments in deed from Driver Investments, a partnership to J. R. Freeman, Trustee, of record in Book 5057, page 288, said Register's Office, for ingress and egress from Gallatin Road to the 333 Apartments premises which adjoin subject premises immediately to the east and for joint use parking in the existing parking spaces which are along the westerly side of the easterly line of the premises. These easements shall run in favor of the present and future owners, guests and tenants of both premises. (Applies to Tract II)

10. Repair and Maintenance Agreement dated November 30, 1983 from J. Brent Hurd, Substitute Trustee. (Applies to Tracts I and II)

12/19 3631.70- CHECK
643
IDENTIF. REFERENCE
Dec 19 9 57 PM '83
H 2 9 0 6

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

RECEIVED OF _____

FOR _____

BOOK 6197 PAGE 5

CO - CONVEYANCE	CC - CERTIFIED COPY	MISC - MISCELLANEOUS
MO - MORTGAGE	REL - RELEASE	COTX - STATE TAX CONVEY
WD - WARRANTY DEED	UCC - UNIFORM COMMERCIAL CODE	MOTX - STATE TAX MORT
TD - TRUST DEED		PRFEE - PROBATE FEE

DATE	SYMBOL	VALUATION	TAX AND FEES	TOTAL PAID
	CO	1,392,000.00	3619.20 CSTAX	
			.50 PRFEE	
			12.00 WDEED	
			CHECK 3631.70-	
			0663A12/19/83 BAL .00	

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

H92906

IDENTIF. REFERENCE

DEC 19 3 57 PM '83

FELIX Z. WILSON, REGISTER
DAVIDSON COUNTY, TN

No. 1241